

CONSTITUTION OF HOROWHENUA KĀPITI RUGBY FOOTBALL UNION (INCORPORATED)

1. Name

- 1.1 The name of the Union is Horowhenua Kāpiti Rugby Football Union (Incorporated), referred to in this Constitution as “the Union”.

2. Membership of NZRU

- 2.1 The Union must be affiliated to the NZRU and shall be subject to and abide by the rules and regulations of the NZRU and any amendments and alterations to those rules and regulations as may be in force from time to time. As a requirement of this affiliation, the Union agrees to:
- a) being bound by NZRU’s constitution and Regulations
 - b) compliance with the Laws of the Game and the by-laws, regulations and resolutions of World Rugby, subject to domestic safety law variations adopted by NZRU.
 - c) ensure its Member’s agree to be bound by the NZRU constitution, the Regulations and, subject to domestic safety law variations adopted by the NZRU, the Laws of the Game and the by-laws, regulations and resolutions of World Rugby.
 - d) require in its own rules that its members ensure that their respective members agree to be bound by this Constitution, the Regulations and, subject to domestic safety law variations adopted by the NZRU, the Laws of the Game and the by-laws, regulations and resolutions of World Rugby.

3. Region

- 3.1 The region of the Union shall be as defined by the NZRU.

4. Definitions

- 4.1 In this constitution, unless the context otherwise requires:

“**Act**” means the Incorporated Societies Act 2022 including all amendments and any Act passed in substitution.

“**AGM**” or “**Annual General Meeting**” means a meeting of the Members held once a year convened under this Constitution.

“**Board**” means the governing body of the Union constituted in accordance with this constitution.

“**Board Member**” means a member of the Board, including the Chair.

“**Club**” means a Rugby club affiliated to the Union and are a group of individuals with an interest in Rugby that meets requirement for membership set out on clause 7.

“**Commencement Date**” means the date on which this Constitution is registered in accordance with Section 21-3 of the Act.

“**Contact Details**” means a physical and/or an electronic address and a telephone number.

“**Diversity, Equity and Inclusion**” means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

“**General Meeting**” means an AGM or SGM of the Union.

“**Matter**” has the meaning given in section 62(4) of the Act.

“**Member**” means each person who for the time being is a member of the Union and includes all classes of members described in clause 7.6.

“**Member Register**” means the register of Members kept under this Constitution.

“**NZRU**” means New Zealand Rugby Union Incorporated.

“**Purposes**” means the purposes of the Union described in clause 5.

“**Region**” means the geographical area as determined by NZRU to be the region represented by the Union and within which the primary base of activities of the Union is located.

“**Rugby**” means the game of rugby union.

“**SGM**” or “**Special General Meeting**” means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

“**Special Resolution**” means a resolution passed by a 75% majority of votes cast.

“**Tangata Whenua**” is used to describe the confederation of iwi and hapū of Te Āti Awa, Ngāti Raukawa and Ngāti Toa Rangatira; and the iwi of Muaūpoko, and extended to embrace taura here, that is, iwi residing within the Region.

5. Purpose

5.1 The purposes of the Union are to:

- a) be a member of NZRU in accordance with the constitution of NZRU for the Region;
- b) lead the promotion, development, and administration of and foster and control the game of Rugby within the Region and to do so in a manner that is consistent with the requirements of NZRU mainly as an amateur sport for the well-being, benefit, and recreation of the general public;
- c) uphold the rules of Rugby as prescribed from time to time by the NZRU and publish and enforce these rules in the Region in a manner consistent with the requirements of NZRU;
- d) participate in such national competitions organised by NZRU as the Board shall determine from time to time
- e) support and assist its Members to deliver Rugby in the Region;
- f) promote, develop and co-ordinate Rugby competitions in the Region;
- g) encourage participation in, and support for, Rugby by all participants in, and supporters of, the game and at all levels (including by way of example, administrators, players, coaches, referees, match officials and supporters) in the Region including, but not limited to, conducting such social activities as the Board may from time to time determine or approve;
- h) protect the integrity of Rugby and the Union by developing and enforcing standards of conduct, ethical behaviour and implementing good governance in the Region;
- i) lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of the Union and participation in Rugby;
- j) purchase, take upon lease, hire or otherwise acquire and hold real and personal property, rights and privileges which the Union may think necessary or convenient to the attainment of any of the above purposes, or generally for the promoting, carrying on, and fostering Rugby; and construct, maintain, and alter any buildings, playing grounds, or works necessary or convenient to all or any of the above purposes.

6. Powers

6.1 The Union shall have the power to do all things as may be necessary or conducive to the furtherance of the objects set out in Rule 5 and in particular and without limiting the generality of Rule 5 the Union shall have the following powers:

- a) To consider discuss and determine all questions affecting the interests of the Union and the game of Rugby.
- b) To provide means for properly conducting controlling and carrying on the game of Rugby in the Region.
- c) To define the boundaries of any Club or Sub-Union affiliated to the Union.
- d) To control arrange and regulate the playing of matches in the Region to arrange matches outside the Region for the teams from within or representing the Union including traveling and accommodation of the teams representing the Union.
- e) To adjudicate upon all disputes between Members of the Union arising out of the playing or control of the game of Rugby in the Region.
- f) To adjudicate upon all matters whether of misconduct or otherwise in the playing control or management of the game of Rugby in the Region or outside it in cases in which players or officials from or representing the Union are concerned and to impose fines penalties and punishments including suspension and/or expulsion from the Union upon any Club Association, Organisation or individual bound by these rules.
- g) To purchase, take on lease, hire or otherwise acquire any property or any related rights and to hold improve manage and develop any such property and rights.
- h) To sell lease mortgage charge or otherwise dispose of any of the property of the Union and to grant such rights and privileges thereover in such manner as the Union may from time to time think necessary and proper.
- i) To construct, maintain or alter any playing or training grounds or areas on any property in respect of which the Union enjoys a licence to occupy or any other occupation right.
- j) To construct, build, alter, improve, enlarge, pull down, remove, replace and otherwise manage any buildings or other improvements which may

be on any of the real or leasehold property of the Union or on any property in respect of which the Union enjoys a licence to occupy or any other occupation right.

- k) To borrow money in such a manner as the Union may think fit and to give security for such borrowing by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Union (whether present or future) and to purchase redeem or pay off any such securities.
- l) To raise money by subscriptions or any other means and to grant rights to sponsors, promoters or funds raisers.
- m) To lend and advance money and give guarantees or become surety for the payment of moneys or the performance of contracts or obligations of any member of the Union.
- n) To invest and deal with the moneys of the Union in such manner as may from time to time be determined and in particular to invest such moneys on mortgage or purchase of property or securities or by depositing such moneys with any institution.
- o) To give indemnities and obtain insurances as may be appropriate in favour of or for the benefit of any current or former Director, Rugby Board Member, employee or Trustee of the Union.
- p) To act in the exercise of all or any of the powers conferred upon the Union jointly with any person partnership company trust society or other entity and to become jointly or jointly and severally liable with any such person partnership company trust society or other entity on any contract or obligation.
- q) To establish and disestablish companies, societies, trusts and other entities and appoint and remove officers, Directors and trustees of such bodies as deemed appropriate, provided consultation occurs.
- r) To charge admission to playing grounds controlled by the Union and to receive and expend moneys for the advancement of the game of Rugby.
- s) To employ such professional or other services as may in the opinion of the Board be expedient or necessary for the carrying out or execution of any of the purposes or objects of the Union.

- t) To obtain any provisional orders Acts of Parliament or other licenses or powers for any of the purposes or objects of the Union.
- u) To render voluntary aid to any member of a Club or affiliate who may be physically injured or disabled while playing the game of Rugby such aid to be in accordance with the By-Laws and Regulations relating to the Accident Fund made by the Union and for the time being and from time to time in force.
- v) Generally, to do all things whatsoever for the extension and benefit of the game of Rugby which may be deemed expedient or which may be directly or indirectly incidental or ancillary to the objects of the Union.

7. Membership

7.1 Life Membership: Life membership may be granted in recognition and appreciation of outstanding service by an individual to the Union. Any Member may nominate an individual to become a Life Member by giving notice to the Board setting out the grounds for the nomination. The Board must then determine whether the nomination should be forwarded to an General Meeting for determination by the Members. Before forwarding the nomination to a General Meeting, the Board will first obtain the nominee's consent to being admitted as a Life Member, subject to consideration by Members at the next General Meeting. A person may only be elected as a Life Member by Resolution at a General Meeting. Life Members have such rights and benefits as determined by the Board.

7.2 Members: The members of the Union are;

- a) the Patron
- b) the President
- c) Honorary Members
- d) Life Members
- e) the Clubs
- f) the Directors
- g) the bodies that are affiliated to the Union being; Horowhenua Kāpiti Secondary Schools Rugby Association, Horowhenua Kāpiti Saturday Morning Rugby Association, Horowhenua Kāpiti Primary Schools Rugby

Association, Horowhenua Kāpiti Māori Rugby Board, Horowhenua Kāpiti Rugby Referees Association and Fale Pasifika Horowhenua.

- 7.3 Patron. A patron of the Union shall be elected at each Annual General Meeting for a term of one year, prior to election the Patron must provide their written consent.
- 7.4 President. A President of the Union shall be elected at every second Annual General Meeting for a term of two years. The President has the right to attend and to speak at meetings of the Rugby Committee and Board but does not have the right to vote. Prior to election, the President must provide their written consent.
- 7.5 Honorary Members. The Board may admit persons as honorary members from time to time with the rights and privileges (except the right to vote at General Meetings) as the Union may from time to time decide. Honorary Members, must first consent to being an honorary member and shall pay an annual subscription fee set by the Board from time to time.
- 7.6 Clubs. The following provisions relate to Clubs;
- a) The Clubs of the Union are at present;
 - Foxton Rugby Club
 - Shannon Rugby Football Club
 - Levin Wanderers Sports Club
 - Athletic Rugby Football Club Levin
 - The Levin College Old Boys Rugby Football Club
 - Rāhui Football and Sports Club
 - Waikanae Rugby Football Club
 - Paraparaumu Rugby Football Club
 - Toa Rugby Football Club
 - b) Other entities may become Clubs as follows;
 - i. a body of persons operating together in the Union (the “applicant”) may apply to the Board to be recommended to the Union for membership as a Club, together with their consent to be a Club.
 - ii. within one week of receipt of any such application the Executive Officer shall distribute to all Members a copy of the application and invite Members to express in writing to the

Board their views on the application. The Executive Officer must specify the final date for Members to submit their views to the Board being a date no later than 28 days after copies of the application are dispatched to Members.

- iii. the Board will consider any such application at the Board Meeting following the last date for Member comments under Rule 7.6 (b) (ii). In deciding whether or not to recommend the applicant for membership as a Club, the Board will have regard to the interests of the current Clubs and the Union and Rugby Football in the Union.
- iv. the application will be considered at the next General Meeting that is no earlier than eight weeks after receipt of the application by the Executive Officer, and
- v. if an application is approved at a General Meeting the applicant will be admitted as a Club and a Member from the date of such General Meeting or such other date as may be agreed by majority vote of the members at the General Meeting.

c) Subject to the other provisions of this Constitution, a Club may not disaffiliate or otherwise withdraw from the Union without the prior written consent of the Board, and may not be affiliated with any other Union without the prior written consent of the Board.

d) A Club must ensure Rugby teams under its control do not play teams which are not under the control of that Club without the prior written consent of the Board.

7.7 Other Affiliated Bodies. A General Meeting may elect an entity recommended by the Board to be an affiliated body, with the rights and privileges prescribed at such General Meeting by a simple majority. Prior to election, the affiliated body must provide their written consent.

8. Termination of Membership

8.1 A Member ceases to be a Member:

- a) if an individual, upon death, or if a body corporate, upon liquidation, winding up or other cessation of existence;

- b) by giving notice to the Board of their resignation;
- c) if their membership is terminated in accordance with or pursuant to this Constitution.

8.2 A Member who ceases to be a Member:

- a) remains responsible to pay all their outstanding debts or membership and other fees (if any) to the Union;
- b) must return all property of the Union if required;
- c) ceases to be entitled to any rights of a Member; and
- d) must cease to hold itself out as a member of the Union from the date they cease to be a Member.

9. General Provisions for Members;

9.1 Compliance with Rules.

a) Members agree to be bound by this Constitution. If a Member breaches any provisions of this Constitution the Member shall be liable for expulsion or termination of a membership in accordance with Rule 8 or to such other penalty the Board (where expulsion is not involved) may at its discretion see fit to impose.

a. Abide by Rules. All Members are to abide by this Constitution and By-Laws of the Union and shall accept and enforce all decisions of the Union, the Board or other decision making body duly constituted under this Constitution. Should any Member act in a manner prejudicial to the interests of the Union, that Member shall be liable to suspension, expulsion or other penalty.

9.2 The Union will ensure an up-to date Member Register is kept and the register must include:

- a) each Member's name;
- b) each Member's Contact Details; and
- c) the date each Member became a Member of the Union.

9.3 A Member must provide notice to the Union of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Board receives notice from the Member changing their Contact Details.

9.4 The Union will keep a record of the name of each person who has ceased to be a Member of the Union within the previous seven years and the date on which they ceased to be a Member.

10. The Board of Directors

10.1 Composition. The Board and for the purposes of the Act, the Committee of the Society, shall consist of;

- a) up to 3 persons elected at the AGM under clause 11.1 (a) (Elected Board Members – Rugby Directors); and
- b) up to 3 persons appointed under clause 12.1 (a) (Appointed Board Members – Independent Directors).
- c) For the purposes of clause 6 of Schedule 1 of the Incorporated Societies Regulation 2023, this Constitution expressly provides that the composition of the Board does not need to comply with section 45(3) of the Act (which requires a majority of the Board to be made up of members of the society) for so long as an exemption from the application of section 45(3) of the Act is available (whether temporarily or permanently).

10.2 Conduct of Board Meetings.

- e) Calling meetings: Board meetings may be called at any time by the Chair or by any four Board Members, but generally the Board meets 6 times a year (Bi-monthly).
- f) in the absence of the Chairperson the Deputy Chairperson shall chair the meeting.
- g) Quorum: The quorum for a Board meeting is four Board Members. Any Board Member may be counted for the purposes of a quorum, participate in any Board meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Board meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Board meeting can hear each other effectively and simultaneously.
- h) a Special Meeting of the Board may be called at any time on the direction of the Chairperson or any four Members of the Board.

- i) the Executive Officer will attend all meetings of the Board unless the Board decides that the Executive Officer is to retire from the meeting.
- j) minutes shall be recorded of all meetings of the Board. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes, if signed by the Chairperson of a meeting or by the Chairperson of the next meeting, shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Board Members.
- k) Each Board Member has one vote. Voting is by voices or on request of any Board Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. The Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes.
- l) Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

10.3 Powers and duties of the Board.

- a) Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Board must manage, direct or supervise the operation and affairs of the Union and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Union.
- b) the Board is to delegate to the Rugby Committee the management of all matters relating to the playing and development of club, schools and junior Rugby. Unless the Board resolve to the contrary, the powers and duties set out in Rule 10 are to take effect as powers and duties delegated under this Rule, the exercise of which may be reviewed and revoked or modified by the Board under Rule 10.3 a).
- c) the Board may delegate to the Rugby Committee such other powers and duties as may be necessary or advisable from time to time; and
- d) the Board may extend, limit, amend or revoke any powers or duties delegated to the Rugby Committee under this Rule.

Without derogating from the forgoing the Board shall have the following powers;

- e) Management of Assets. to control and manage the assets of the Union and to raise or borrow moneys and incur such liabilities for the purposes

of the Union as may be deemed necessary or desirable and whether by mortgage or charge upon the whole or any part of the property or assets of the Union and to effect repayment from time to time.

- f) Formation of Committees. To appoint from its own members or otherwise such Committees or Sub Committees as it may deem necessary from time to time to assist it in exercising its powers and/or carrying out its duties and to fix and limit the powers and authorities of those Committees or Sub Committees.
- g) External Relationships. To determine all matters of policy including that relating to NZRU and other local and national authorities and other bodies.
- h) Promotion, Marketing and Sponsorship. To determine all matters of policy relating to the promotion, marketing and sponsorship of the Union.
- i) Appointment of Union Representatives. To appoint persons to represent the Union on the NZRU and on other bodies as necessary.
- j) Appointment of Union Selectors. To approve the appointment of Selectors for representative teams of the Union.
- k) Promote Māori Rugby in the Union through the Horowhenua Kāpiti Māori Rugby Board, and in recognition of Tangata Whenua and the status of its Kaumātua.
- l) Promote Pasifika Rugby in the Union through Fale Pasifika Horowhenua, and in recognition of Pacific Peoples.
- m) Conditions of Affiliation. To determine all matters of policy relating to the affiliation to the Union of Clubs or other bodies nominated in accordance with the procedure in these Rules.
- n) Discretionary Admission to the Rugby Committee. To decide upon the admission to the Rugby Board of a representative of any body not admitted by the current Rules but having a role to play in the conduct of the game of Rugby.
- o) Referees Association. To provide for the continuation of a Referees Association whose members shall (unless appointments are made under the Rules or By-laws of the NZRU) referee games played under the control of the Union.

- p) School Rugby. To generally promote the playing of Junior Rugby and if deemed necessary or desirable to continue primary and secondary schools unions.
- q) Employment of Staff. To employ the services of an Executive Officer and other staff on such terms as the Board of Directors shall negotiate with him/her. The Executive Officer shall be required to carry out such duties as from time to time prescribed by the Board of Directors.
- r) Engage such experts and professional support as the Board sees fit.
- s) Players Funds. To make alter or revoke regulations for a players' and referees' accident insurance or compensation fund and to hear determine and settle all questions and claims.
- t) Extent of Powers. To make decisions on any matters concerning Rugby Football which are not or which in the opinion of the Board of Directors are not provided for by this Constitution and Rules or by the Rules of the NZRU.
- u) Regulations and By-laws. To make alter or revoke Regulations and By-laws affecting any matters concerning or in relation to the administration and control of the game of Rugby Football within its boundaries.
- v) Resolution of Disputes. To hold inquiries into all matters questions and disputes. Such inquiries shall be conducted in such a manner as the Board of Directors decide and may be held;
 - i. at its absolute discretion and on its own motion,
 - ii. at the written request of any Club or Affiliated Body or any member of a club or affiliated body.
- w) Standing Orders. To regulate the conduct of its affairs provided that such regulations are not inconsistent with this Constitution and Rules.
- x) Appeals. The decision of the Board of Directors on all matters questions and disputes whatsoever shall be final unless the Rules of the NZRU provide a right of appeal on the matter in question.

11. Rugby Directors

11.1 The following provisions apply to Rugby Directors:

- a) Election: At its first meeting following an AGM the Rugby Committee shall appoint at least one Rugby Director under Rule 10.1 (a), one of

whom shall be the Chairman both of the Board of Directors and the Rugby Committee and one of whom shall be Deputy Chairman.

- b) Term of Office: The term of office for all Board Members is 2 years, expiring at the end of the relevant AGM. A Board Member may be re-elected or reappointed to the Board for a maximum of 10 consecutive terms of office. Prior to each AGM, the Board will advise the Appointment Panel of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.
- c) Board Member ceasing to hold office: A person ceases to be a Board Member if:
 - a) their term expires;
 - b) the person resigns by delivering a signed notice of resignation to the Board;
 - c) the person is removed from office under this Constitution;
 - d) the person becomes disqualified from being an officer under section 47(3) of the Act;
 - e) the person dies.
- d) Order of Retirement: At every Annual General Meeting at least one Rugby Director shall retire from office. A retiring Rugby Director shall hold office until the following Rugby Committee Meeting at which the successor is elected. The Rugby Directors to retire at an Annual General Meeting pursuant to this clause shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- e) A retiring Rugby Director is eligible for re-election.

12. Independent Directors

12.1 The following provisions apply to Independent Directors:

- a) For the purpose of filling any pending vacancy occasioned by expiration of the two year term of appointment or any other reason the Executive Officer will, no later than 15 November in each year, advertise for applications from suitable candidates interested in being appointed as an Independent Director as provided for in Rule 10 (a)

(ii) and will collate the names of and other relevant information on potential candidates. From the applications received, the Rugby Directors will recommend the appointment of the Independent Directors who will be confirmed at the next Annual General Meeting. In recommending persons for appointment as Independent Directors the Rugby Directors shall use their best endeavours to recommend persons who have specific and relevant skills, qualifications and experience that are likely to add value and benefit to the activities and decisions of the Board.

- (b) Subject to Rule 12 (c) each Independent Director will hold office for two years.
- (c) An office of Independent Director shall be vacated if the person holding that office:
 - i. dies, or
 - ii. resigns by giving one month's prior notice in writing to the Board, or
 - iii. in the reasonable opinion of the Board brings disrepute to the office or to Rugby, or
 - iv. is removed from the office by a resolution of a General Meeting passed by a majority of not less than two thirds of the voting Members.

13. Vacancies

- 13.1 In the event of a vacancy occurring during the term of office of a Director, such vacancy may be filled by a person appointed by the Board. Any Director so appointed shall retire at the next Annual General Meeting following appointment, and shall be deemed to have been in office since the last election of the Director whom he or she is appointed to replace, but shall be eligible for re-election or appointment in his or her own right.

14. Rugby Committee

- 14.1 The following provisions shall apply to the Rugby Committee:
 - a) the Rugby Committee shall comprise;
 - i. the President.

- ii. one representative elected or appointed by each affiliated Club.
 - iii. one representative elected or appointed from each of the affiliated bodies (as defined in Rule 7.2 (g)).
- b) the Rugby Committee shall meet on at least ten occasions during each year at a time and place determined by the Committee for the purposes of receiving information from the Board and Members, and discussing the affairs of the Union and Rugby in the Union. It shall receive reports from the Board, including interim financial statements.
- c) the Chairperson of the Rugby Committee shall also be the Chairperson of the Board of Directors.
- d) subject to Rule 10.3 the Rugby Committee may exercise the following powers and discretions (as powers and discretions delegated by the Board of Directors):
 - i. to provide communication between Members and the Board
 - ii. to seek the approval of the Board on the appointment of selectors, coaches and management of the Unions Representative teams.
 - iii. to assist with match duties and organisation for all international and representative fixtures.
 - iv. to arrange such matches as decided from time to time by the Board.
 - v. to make submissions to the Board on all matters pertaining to Rugby in the Union.
 - vi. to arrange, regulate and control Club Rugby competitions in the Union including prescribing Rules to govern Club Rugby competitions, prescribe grades and draws and ground allocations according to the by-laws in force at the time.
 - vii. to appoint Sub-Committees as it deems necessary to assist in exercising its powers and functions.
 - viii. to make, alter and revoke standing orders for the conduct of its meetings.

15. General Meetings:

15.1. Annual General Meetings:

An AGM must be held once a year at the time, date and place as the Board decides, but not more than 6 months after the balance date of the Union and not more than 15 months after the previous AGM.

a) Business of AGM: The following business will be discussed at the AGM:

- i. confirmation of the minutes of the previous AGM;
- ii. the Board's presentation of the following information during the most recently completed accounting period:
 1. the annual report;
 2. the annual financial statements for the year 1st November – 31st October;
 3. the auditor's report to members on the financial statements audited by a qualified auditor or the review report of the financial statements;
 4. notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
- iii. the election of any Board Members;
- iv. the appointment or announcement of any Appointed Board Members;
- v. consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM; and
- vi. consideration of any other items of business that have been properly submitted for consideration at the AGM.
- vii. Contact Person: At its first meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or their Contact Details.
- viii. The Members must be given at least 28 days notice of the AGM. Notice to Members of an AGM may be given by posting

on the Union's website or via the Union's social media channels.

- ix. Members must give notice of any proposed motions and other items of business to the Union at least 14 days before the date of the AGM.
- x. Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 14 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution or unanimously to discuss any other items.
- xi. Minutes must be kept of all General Meetings.

15.2 Special General Meetings:

- a) The Board must call a SGM if it receives a written request stating the purpose of the SGM from the Board itself; or by 50% of Members.
- b) Members must be given at least 14 days notice of the SGM, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.

15.3 Nominations and Recommendations for the position of President, Patron and Directors as required under this Constitution shall be in the hands of the Executive Officer no later than 14 days before the AGM. Such nominations shall be acknowledged in writing and are to be sent to members 7 days before the date so fixed for the AGM.

15.4 A Quorum at all General Meetings shall consist of not less than 60% of the voting entitlement of voting members present in person.

15.5 At all General Meetings of the Union, the members, Life Members, Officers, the Auditor, Directors, Employees of the Union and such other persons who may be permitted by the Board, shall be entitled to attend and speak. Only those members referred to in clause 7 here in shall be entitled to vote.

15.6 The following shall be entitled to be represented and vote;

- a) the Chairman of the meeting who shall have a casting vote.

- b) each club shall be entitled to be represented by the same number of voting delegates as the number of its teams which completed the Club competitions arranged by the Union in the season immediately preceding the date of the relevant General Meeting.
- c) each affiliate body shall be entitled to be represented by one voting delegate.
- d) voting delegates must be members of the Club or affiliated body each represents. Each club and affiliated body must give written notice to the Union of the names of voting delegates prior to each meeting. A voting delegate of one member cannot be a voting delegate of another member.

15.7 Chairing and resolutions:

- a) all General meetings shall be chaired by the Chairperson or in his/her absence, the Deputy Chairman or in the absences of both, by a person elected by the board. The Chairperson of a General meeting shall at all times have a casting vote and a deliberative vote if he/she is also a voting delegate under rule 15.6.
- b) all resolutions at any General meeting (except those pertaining to rule changes) shall be carried by a majority of the votes of the voting delegates present in person. Voting is to be by a show of hands unless a voting delegate demands a ballot.

15.8 Any irregularity, error or omission in notices, agendas and relevant papers for General meetings or the omission to give notice within the required timeframe or the omission to give notice to all members and any other error in the organisation of a General meeting shall not invalidate the meeting nor prevent the General meeting from considering the business of the meeting provided that:

- a) the Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission, and
- b) a motion to proceed is put to the meeting and a majority of 75% of votes cast is obtained in favour of the motion to proceed.

16. Clubs

16.1 The following provisions related to Clubs:

- a) All clubs affiliated to the Union at the date upon which this Constitution shall become operative shall be deemed to be an affiliated club and member of the Union.
- b) The annual subscription payable by Clubs to the Union shall be fixed from time to time by the Board of Directors.
- c) The Board of Directors:
 - i. may in consultation with the Rugby Committee disaffiliate a Club if for two consecutive seasons the Club fails to field throughout each such season a Rugby team playing under its own Club colours in the Horowhenua Kāpiti Club competition.
 - ii. may suspend for such time as it in its absolute discretion thinks fit or disaffiliate a Club if such Club's annual subscription is not paid by 1 July in the year for which the subscription is due.

17. Colours

17.1 The Union's colours are red, white and blue, these colours must be used on the playing strip of all representative teams.

18. Matters not provided for

18.1 If any matter shall arise which is not or which in the opinion of the Board is not provided for under these Rules, the same shall be determined by the Board in such manner as it shall deem fit and every such determination shall be binding upon the Union and its members unless and until set aside by a resolution of a General Meeting.

19. Private Pecuniary Gain

19.1

- a) Any income, benefit or advantage shall be applied to the objects of the Union.
- b) No member of the Union or any person associated with a member shall be participate in or materially influence any decision made by the Union in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

- c) Any such income so paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).
- d) The provisions and effect of this Rule 19 shall not be removed from these Rules and shall be included and implied in any Rules replacing these Rules.
- e) Control and management of finances: The funds and property of the Union are controlled, invested and disposed of by the Board, subject to this Constitution; and devoted solely to the promotion of the Purposes.
- f) No personal benefit: The Officers and Members may not receive any distributions of profit or income from the Union. This does not prevent Officers or Members:
 - i. receiving reimbursement of actual and reasonable expenses incurred, or
 - ii. entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties, provided no Officer or Member is allowed to influence any such decision made by the Union in respect of payments or transactions between it and them, their direct family or any associated entity.

20. Registered Office

- 20.1 The Registered Office of the Union shall be at such place as the Board may from time to time determine and notice of any change in the situation of the Registered Office shall be given to the Registrar of Incorporated Societies.

21. Rule Changes

- a) Subject to the provisions of the Act, the provisions of this constitution may be amended, added to, rescinded or replaced by resolution carried by a two-thirds majority of the votes of the voting delegates present (in person or by proxy) at any Annual or Special General Meeting of the Union of which the required notice has been given.
- b) Notice of any of the above must be given in writing to the Executive Officer at least 21 days before the meeting at which the alteration, addition, rescission or replacement is intended to be proposed and 14

days notice of such intention must be given by the Executive Officer to the members in writing.

- c) No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue department.
- d) The provisions and effect of this paragraph 21 shall not be removed from the Constitution and shall be included into any document replacing this Constitution.

22. Winding up

22.1 The following provisions apply to winding up:

- a) The Union may be put into liquidation or dissolved in any of the ways provided for in the Act.
- b) In the event of liquidation or dissolution of the Union the Board shall call a Special General Meeting of the Union to resolve how any surplus assets are to be disposed of. A resolution under this Rule as to the disposal of surplus assets must be passed by a majority of two-thirds of the voting delegates present (in person or by proxy) provided however that the recipient(s) of any surplus assets shall have objects which are consistent with the objects of the Union and provided further that no member of the Union obtains a pecuniary gain as a result of any such disposal.
- c) The Union may employ such professional or other services as may in the opinion of the Board be expedient or necessary for the carrying out or execution of any of the purposes or objectives of the Union. No individual shall receive any surplus assets of the Union upon winding up.
- d) If a resolution is not passed in accordance with the preceding Rule the surplus assets shall be applied as directed by a judge of the High Court of New Zealand and the provisions of Section 27 of the Act shall apply.

22.2 Surplus assets: The surplus assets of the Union, after the payment of all costs, debts and liabilities, must be disposed of to any other not-for-profit entity that shares similar purposes to the Union.

23. Limitation of Liability and Indemnity

- a) No current or former member of the Board and no current or former Rugby Director shall have any liability of any nature whatsoever to the Union or its members for any act or omission in his/her capacity as a Director or member of the Rugby Board except in the case of his or her own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by him or her to be a breach of duties owed by him or her at law.
- b) Each current or former member of the Board and each current or former member of the Rugby Board is hereby indemnified by and out of the assets of the Union against;
 - i. any liability of any nature whatsoever arising out of any act or omission in his or her capacity as a Director or member of the Rugby Board excluding criminal liability arising out of his or her own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by him or her to be a breach of duties owed by him or her at law; and
 - ii. costs incurred by him or her in any proceeding relating to such liability.
- c) For the purposes of the Contract and Commercial Law Act 2017 this Rule is intended to be enforceable at the suit of each member of the Board and each member of the Rugby Board.

24. Date of Adoption

- 24.1 This constitution was adopted at an Annual General Meeting of the Union held at Levin on this 01st day of December 2025.

25. Interests

- 25.1 Register of interests: The Board must keep a register of interest disclosures made by Officers.
- 25.2 Duty to disclose interest: An Officer who is Interested in a Matter relating to the Union must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.

25.3 Consequences of being interested: A Board Member who is Interested in a Matter:

- a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;
- b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;
- c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent;
- d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

25.4 Calling of SGM: Despite clause 9.3, if 50% or more Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.

25.5 Notice of failure to comply: The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

26. Amendments

26.1 Amendments: This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.

26.2 Minor effect or technical alteration: Clause 26.2 is subject to the ability for minor or technical amendments to be made to the Constitution in accordance with section 31 of the Act.

26.3 No amendment: No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.