

**CONSTITUTION
OF
BAY OF PLENTY RUGBY UNION INCORPORATED**

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Bay of Plenty Rugby Union Incorporated Constitution

1 Name and Constitution

- 1.1 **Name:** “Bay of Plenty Rugby Union Incorporated” hereinafter referred to as “BOPRU” or “the Union”.
- 1.2 **Registered Office:** 52 Miro Street, Blake Park, Mount Maunganui.
- 1.3 **Membership of NZRU:** The Union must be a member of the NZRU as defined in the NZRU Constitution, and shall be subject to, and abide by the rules and regulations of the NZRU and World Rugby, and any amendments and alterations to those rules and regulations as may be in force from time to time.

2 Interpretation

- 2.1 **Definitions:** In this Constitution, unless the context otherwise requires:

“**Act**” means the Incorporated Societies Act 1908 as amended and/or superseded from time to time.

“**Advisory Group**” means an advisory group established by the Board in accordance with rule 26.

“**Affiliated Body**” means an entity elected as an Affiliated Body in accordance with rule 16.

“**Affiliation Fee**” means the annual fee for affiliation to the Union as determined by the Board in respect of each Rugby season and payable by Clubs, Affiliated Bodies and, if applicable, teams in accordance with rules 12.10.

“**Annual General Meeting**” means a meeting of Members held in accordance with rule 19.

“**Appeal Committee**” means the committee appointed from time to time in accordance with rule 25.

“**Board Appointments Panel**” means the panel established from time to time in accordance with rule 23.

“**Board**” means the Board of the Union comprised in accordance with rule 20.

“**By-laws**” means the by-laws or regulations made by the Board pursuant to rule 4.1.26.

“**Chairperson**” means the chairperson of the Board elected in accordance with rule 22.3.1 unless the context requires otherwise.

“Chief Executive Officer” means the person employed from time to time by the Board in accordance with rule 21.2.10.

“Club” means a Rugby Club covered by rule 12.

“Commencement Date” means the date on which this Constitution is registered in accordance with section 21(3) of the Act.

“Constitution” means this Constitution including the schedules annexed to this Constitution as amended from time to time as provided for herein.

“Director” means a Rugby Director or an Independent Director.

“Distinguished Service Award Recipient” means a person who receives a Distinguished Service Award from the Board, and is admitted to membership of the Union, in accordance with rule 10.

“District” means the area within the geographical boundaries of the Union’s jurisdiction as determined by the NZRU from time to time.

“General Meeting” means an Annual General Meeting or a Special General Meeting.

“Independent Director” means a person appointed to the Board in accordance with rule 29.

“Judicial Committee” means the committee appointed from time to time in accordance with rule 24.1.

“Life Member” means a person elected as a Life Member of the Union in accordance with rule 11.

“Member” means a Member of the Union in accordance with rule 6.1.

“NZRU” means the New Zealand Rugby Union Incorporated.

“NZRU Disciplinary Rules” means the regulations published by the NZRU from time to time dealing with Foul Play and misconduct or such other aspects of discipline as determined by the NZRU from time to time.

“Objects” means the objects of the Union recorded in rule 3.

“Officer” means a person holding office in the Union as the Patron, President, Vice President or a Director.

“Patron” means the person elected as Patron of the Union in accordance with rule 7.1.

“President” means the person appointed as President of the Union in accordance with rule 8.1.

“**Referee Management Group**” means the referee’s group established in accordance with rule 31.

“**Rugby**” means the game of Rugby Union Football.

“**Rugby Director**” means a person elected to the Board in accordance with rule 28.

“**School**” means a primary or intermediate school which has a team participating in a Rugby competition for year 8 and below students under the jurisdiction of the Union.

“**Special Meeting**” means a meeting of Members held in accordance with rule 19.2.

“**Sub-Union**” means a Sub-Union covered by rule 15.

“**Te Waiariki Maori Rugby Committee**” means the body established by the Union in accordance with rule 27.

“**Union**” means the Bay of Plenty Rugby Union Incorporated.

“**Vice President**” means the person elected as Vice President of the Union in accordance with rule 8.1.

“**Working Day**” means a day of the week other than:

- (a) Saturday, Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s Birthday and Labour Day;
- (b) A day in the period commencing with 25 December and ending with 2 January in the following year; and
- (c) The day observed as the anniversary day in respect of the District.

2.2 Interpretation: In this Constitution unless the context otherwise requires:

2.2.1 Defined Expressions: expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution.

2.2.2 Headings: headings are for ease of reference only and will not affect the interpretation of this Constitution.

2.2.3 Negative Obligations: any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done.

2.2.4 Plural and Singular: words importing the singular number will include the plural and vice versa.

- 2.2.5 **Persons:** references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality.
- 2.2.6 **Constitution:** References to the Constitution are references to this Constitution.
- 2.2.7 **Rules:** References to rules are references to rules in this Constitution.
- 2.2.8 **Statutes and Regulations:** References to any statutory provision will include any statutory provision which amends or replaces it, and any subordinate legislation made under it.

3 Objects

3.1 The objects of the Union are:

- 3.1.1 To foster, administer, and encourage Rugby and supporters of Rugby throughout the District at all levels (for example, administrators, players, coaches and referees).
- 3.1.2 To arrange and participate in inter-provincial, trial and other Rugby matches, and to arrange matches and trials amongst Club, Sub-Union and Affiliated Body teams.
- 3.1.3 To form and manage Union representative teams.
- 3.1.4 To administer and control the conduct of Rugby in the District by players belonging to Clubs, Sub-Unions, Affiliated Bodies and Schools in the District.
- 3.1.5 To be an affiliated member of the NZRU.
- 3.1.6 To do all such other things as the Board may consider necessary or desirable to promote the interests of Rugby for the Union and in the District.

- 3.2 It is declared that each of the objects set out in rule 3.1 are to be constructed independently and are not to be limited by reference to any other objects recorded in rule 3.1. Each of the objects set out in rule 3.1 are independent objects of the Union.

4 Powers

4.1 The powers of the Union are:

- 4.1.1 To arrange, regulate, control and manage inter-provincial, Club, Sub-Union, Affiliated Body and School Rugby matches in

accordance with this Constitution or as may be provided in the By-laws in such a way as is desirable and to regulate the conduct of players, match officials, administrators and members of the public who are associated with Rugby.

- 4.1.2 To provide means of properly controlling the game of Rugby, regulating the conduct of players, officials and the public, and generally of managing, conducting, controlling and carrying on the game of Rugby in the District.
- 4.1.3 To establish such structures and procedures as required in order to comply with the NZRU Disciplinary Rules.
- 4.1.4 To take disciplinary action in accordance with the NZRU Disciplinary Rules and otherwise in accordance with the provisions of this Constitution including the power to expel a Member or a member of any Club, Sub-Union, Affiliated Body or School from the Union.
- 4.1.5 To provide trophies for competitions among Sub-Unions, Clubs or Affiliated Bodies, or to be awarded to Rugby teams, Clubs, Sub-Unions or Affiliated Bodies or any individual member or members of them.
- 4.1.6 To appoint an appeal authority in the District in respect of the NZRU Disciplinary Rules and all other matters relating to Rugby played in the District or by players belonging to Clubs, Sub-Unions, Affiliated Bodies or Schools, where there is a dispute, alleged misconduct or any other matter brought to the Union for consideration.
- 4.1.7 To admit new members and withdraw, suspend or terminate membership in accordance with the NZRU Disciplinary Rules and otherwise in accordance with the provisions of this Constitution.
- 4.1.8 To apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which is deemed to be directly or indirectly benefiting the Union's interests, and to oppose any bills, proceedings, or applications which are deemed to be directly or indirectly prejudicing the Union's interests.
- 4.1.9 To appoint, elect or nominate persons to represent the Union for any purpose and to pay their expenses.
- 4.1.10 To delegate the powers of the Union to the Board or other person(s) to deal with any matters determined by the Union from time to time and if the Union considers appropriate, to allow the Board or other person(s) to delegate any of the powers delegated to the Board or other person(s) to such

person(s) as the Board considers appropriate from time to time.

- 4.1.11 To apply for, purchase, or otherwise acquire any intellectual property rights in, or any secret or other information as to, any invention or property for any of the purposes of the Union and to use, exercise, develop, or grant licences in respect of the intellectual property, rights, or information so acquired.
- 4.1.12 To enter into any partnership, joint venture or other arrangement for the sharing of surplus or resources, co-operation, or otherwise, with any person carrying on or about to carry on any business or transaction so as to directly or indirectly benefit the Union.
- 4.1.13 To subscribe to, or otherwise acquire, hold or sell, shares, debentures, or other securities of any company.
- 4.1.14 To enter into any arrangements with the government or other authority to obtain from the government or other authority and exercise any rights, privileges, and concessions.
- 4.1.15 To construct, improve, maintain, develop, work, manage, carry out, and control all or any part of the property and rights of the Union.
- 4.1.16 To make grants of Union funds.
- 4.1.17 To lend and advance money or give credit to any person, guarantee and give guarantees and/or indemnify and give indemnities for the payment of money or the performance of contracts or obligations to any person, and otherwise to assist any person.
- 4.1.18 To enter into any contract or arrangement in furtherance of the Objects.
- 4.1.19 To appoint and dismiss employees of the Union.
- 4.1.20 To employ or engage and remunerate any person for services rendered or to be rendered.
- 4.1.21 To purchase, take, lease, hire or otherwise acquire and hold real and personal property, rights and privileges which the Union deems necessary or convenient to the attainment of any of the Objects.
- 4.1.22 To sell, lease, mortgage, charge, exchange lease, dispose of, distribute or otherwise deal with any of the property of the Union, and to grant rights and/or privileges in respect of such property.

- 4.1.23 To borrow, raise or secure the payment of money including the granting or charges on all or any of the property of the Union (both present and future), and to purchase, redeem or pay off any such securities.
- 4.1.24 To invest and deal with the funds of the Union.
- 4.1.25 To render aid to any representative player who is a member of a Club who may be physically injured or disabled while, or as a result of, playing Rugby in any provincial or representative match including trial matches played within the District, or under the control, or with the sanction of the Union, or to any player who may be physically injured or disabled while training (including participation in a practice game of Rugby) with a representative team of the Union, under the authority of the Union.
- 4.1.26 To make, amend, or rescind any By-law or regulation or policy.
- 4.1.27 To do all things as are otherwise incidental to, or conducive to the attainment of the Objects.
- 4.2 It is declared that each of the powers set out in rule 4.1 are to be constructed independently and are not to be limited by reference to any other powers recorded in rule 4.1. Each of the powers set out in rule 4.1 are independent powers of the Union.
- 4.3 It is further declared that no part of the income or property of the Union shall be paid or transferred directly or indirectly by way of profit to any Member or to any Member of a Club, Sub-Union, Affiliated Body and in the event of any employment agreement being entered into between the Union and a Member or a member of a Club, Sub-Union or Affiliated Body then such Member or member shall be excluded from the decision of the Union or the Board in respect thereof and any payment made in accordance with such employment agreement shall be a fair and reasonable amount for the work carried out and must not be in excess of the payment that would be fair and reasonable in a bona fide arms-length commercial or employment transaction or arrangement.

5 Conduct of Business

- 5.1 The affairs of the Union shall be governed by:
 - 5.1.1 the Union at its Annual General Meeting or Special General Meeting; and
 - 5.1.2 the Board of Directors
- in accordance with the provisions of this Constitution.

6 Members of the Union

- 6.1 The Members of the Union are:
 - 6.1.1 The Patron;
 - 6.1.2 The President;
 - 6.1.3 The Vice President;
 - 6.1.4 Each Life Member;
 - 6.1.5 Distinguished Service Award Recipients;
 - 6.1.6 Each Club;
 - 6.1.7 Each Director;
 - 6.1.8 Each Sub-Union; Each Affiliated Body;
 - 6.1.9 Each School; and
 - 6.1.10 The Referee Management Group.

7 Patron

- 7.1 A patron of the Union shall be elected at every Annual General Meeting for a term of one year expiring at the conclusion of the Annual General Meeting occurring closest to the expiry of the term. The Patron has the right to attend and to speak at General Meetings but does not have the right to vote at the General Meetings.

8 President and Vice President

- 8.1 A president of the Union shall be appointed and a vice president of the Union shall be elected at every second Annual General Meeting both for a term of two years expiring at the conclusion of the Annual General Meeting occurring closest to the expiry of the term. At the Annual General Meeting closest to the expiry of each two year term the existing Vice President shall be appointed as President and a new Vice President elected. The President and Vice President have the right to attend and to speak at General Meetings, but do not have the right to vote at the General Meetings.

9 Vacancy in office of Patron, President or Vice President

- 9.1 If the office of the Patron, President or Vice President becomes vacant for any reason before the end of their respective terms of office, the following shall apply:
 - 9.1.1 A person shall be nominated and elected to the vacant office by the same procedures as apply to the election of the Vice

President except that such election may be held at an Annual General Meeting or at a Special General Meeting called for this purpose or this purpose amongst others.

- 9.1.2 If the vacancy occurs within three months of the end of the person's term of office, the Board may decide that the vacancy need not be filled or may appoint such person who the Board considers appropriate to fill the position.
- 9.1.3 Any person nominated and elected or appointed under this rule shall hold office for the period commencing on the date of election or appointment and ending on the expiration of the term of office of the person whose office became vacant.

10 Distinguished Service Award Recipients

- 10.1 The Board may award a Distinguished Service Award to any person who the Board considers has:
 - 10.1.1 Provided extended and excellent service; and
 - 10.1.2 Made significant contribution;
 to the administration, coaching, playing, refereeing, development or any other element of Rugby in the District.
- 10.2 Distinguished Service Award Recipients shall be granted such rights and privileges (except the right to vote at General Meetings) as determined by the Board from time to time.
- 10.3 Distinguished Service Award Recipients shall be admitted as members of the Union for the duration of their lives and shall not be required to pay an annual subscription fee. They shall have the right to attend and speak at General Meetings but will not be entitled to vote at such General Meetings.

11 Life Members

- 11.1 The Union may admit Life Members from time to time as follows:
 - 11.1.1 To be considered for life membership of the Union, a person must have provided outstanding service to Rugby in the District at a regional level, for the benefit of the Union, taking into account:
 - (a) length of service;
 - (b) excellence of service; and
 - (c) outstanding sacrifices and contribution to Rugby and to the Union.

- 11.1.2 Any Member proposing a person for life membership shall forward the name of that person (the “Nominee”) to the Chief Executive Officer, together with a statement recording full particulars of the Nominee’s services, sacrifices and contribution to Rugby in the district at regional level.
- 11.1.3 On receiving a proposal for a Nominee to be admitted as a Life Member of the Union, the Chief Executive Officer shall forward the proposal and any other information the Chief Executive Officer considers relevant to the President’s Group.
- 11.1.4 The President’s Group will consider the merits of the proposal for the Nominee and determine whether or not the Nominee should be recommended to the Board for admission as a Life Member.
- 11.1.5 A Nominee will only be considered for admission as a Life Member by the Board if recommended by the President’s Group.
- 11.1.6 If the President’s Group recommends the Nominee to be admitted as a Life Member of the Union, their name will be submitted to the next Board meeting for consideration.
- 11.1.7 The Board will consider the merits of the recommendation of the Nominee by the President’s Group and determine whether or not the Nominee should be admitted as a Life Member.
- 11.1.8 A Nominee will only be admitted as a Life Member of the Union if determined by the Board.
- 11.1.9 If the Board admits the Nominee as a Life Member of the Union, their name will be submitted to the next General Meeting.
- 11.1.10 A Nominee will become a Life Member once their admission is announced at a General Meeting and their admission shall commence from that General Meeting.
- 11.1.11 Subject to the Constitution, Life Members shall have such rights and privileges (except the right to vote at General Meetings) as shall be determined by the Board from time to time.
- 11.1.12 Life Members shall be admitted for the duration of their lives and shall not be required to pay an annual subscription fee.

12 Clubs

12.1 Functions

- 12.1.1 grow participation and retention levels amongst coaches, referees and players;
 - 12.1.2 provide a focus for the youth of the community to experience an environment that encourages positive thought, fair play, endeavour, and health and fitness;
 - 12.1.3 Cooperate with the BOPRU's development framework for talented participants;
 - 12.1.4 be a social hub for communities.
- 12.2 The Clubs at the Commencement date are listed in Schedule 1.
- 12.3 Other entities may become Clubs as follows:
- 12.3.1 A body of persons operating together in the District (the "Applicant") may apply to the Board to be recommended to the Union for membership as a Club.
 - 12.3.2 Within 5 Working Days of receipt of any such application the Chief Executive Officer shall distribute to all Members a copy of the application and invite Members to express their views on the application in writing to the Board. The Chief Executive Officer must specify the final date for Members to submit their views to the Board being a date no later than 20 Working Days after copies of the application are dispatched to Members.
 - 12.3.3 The Board will consider any such application at the Board meeting following the last date for Member comments under rule 12.3.2. 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 in the District.
 - 12.3.4 The Board's recommendation will be considered at the next General Meeting, and if the recommendation is approved at that 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 that General Meeting.
- 12.4 Two or more existing Clubs may amalgamate to form one Club as follows:
- 12.4.1 An application for the amalgamation of two or more existing Clubs must be submitted in writing to the Chief Executive officer and must:
 - (a) be made by the Clubs seeking to amalgamate;

record the number of teams under, or to be under, the amalgamated Club's control;

include details of the proposed governance and membership of the amalgamated Club and a copy of the proposed constitution or rules of the amalgamated Club;

include a copy of the audited financial statements of each of the applicant Clubs for the 12 months ending on the balance date of the applicant Club immediately preceding the date of the application (including a statement of financial position and an income and expenditure statement) or, where an applicant Club was formed less than 12 months before the application, a copy of the applicant Club's projected statement of financial position and projected income and expenditure statement for the 12 months commencing from the date of the application; and

include a full explanation as to why the amalgamation is proposed and the perceived benefits and potential disadvantages of the amalgamation.

12.4.2 The application for amalgamation shall be dealt with in accordance with the provisions of clauses 12.3.2 to 12.3.4 inclusive.

12.5 No constitution, rules, regulations or by-laws of a Club, including any amendments to the same, shall be effective until they have first been approved in writing by the Board.

12.6 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.

12.7 A Club may only be a member of one Sub-Union at any one time.

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

12.9 Representation at General Meetings

12.9.1 Each Club may be represented at General Meetings by one or more delegates who will have voting rights as follows:

- (a) Clubs with one or two teams - one vote;
- (b) Clubs with three teams - two votes;

- (c) Clubs with four teams - three votes; and
- (d) Clubs with five or more teams - four votes.

for the purpose of this rule 12.9.1, “team” means a team affiliated to and playing for that Club in grades under 19 and above, taking a full part in Club competition (by entering into and competing in all rounds of Club competition approved by the Board for which it qualifies), including a woman’s team and president’s team if they take full part in a Club competition approved by the Board of not less than six weeks consecutive duration for which they qualify.

12.9.2 A delegate of a Club cannot act as a delegate of another Member at the same General Meeting.

12.9.3 Each Club must provide the Chief Executive Officer with written notice of the name(s) of the delegate(s) appointed by that Club to attend a General Meeting not less than 48 hours prior to the commencement of such General Meeting. The written notice must be in the form prescribed in Schedule 2 and must be signed by the president or secretary of that Club.

12.10 Each Club and each “team” (as defined in rule 12.9.1) from that Club shall pay the Affiliation Fee to the Union within 20 Working Days of receiving notice of the level of the Affiliation Fee from the Union. Where any Club has not paid the Affiliation Fee applicable to the previous Rugby season by the start of the current Rugby season then no team from that defaulting Club shall be permitted to take part in any Club competition approved by the Board until such time as the Club has settled the full amount of the arrears of Affiliation Fee.

12.11 The Clubs shall have such other powers, authorities and duties as the Board shall determine from time to time.

13 Senior Club Rugby Working Group

13.1 The Board will establish a Senior Club Rugby Working Group in accordance with the Terms of Reference attached as Schedule 4 to this Constitution and as may subsequently be amended, updated or replaced by notice in writing from time to time by the Board following consultation with the Members.

14 President’s Group

14.1 **Purpose:** A President’s Group will be established to assist the Board in the development and maintaining of stakeholder relationships with the Union.

14.2 **Membership:** The membership of the President’s Group will be the current President, the current Vice President, the immediate Past

President, and the previous President. The President's Group may invite Presidents of Sub-Unions to meetings at its discretion.

14.3 Powers: The President's Group has no decision making power but is responsible for:

- (a) Representing, interacting and engaging with stakeholders and promoting the values of the Union within any stakeholder's environment on behalf of, or directed by the Board;
- (b) Developing strategies to achieve the above outcomes;
- (c) Providing related feedback arising from the strategies to the Board;
- (d) Considering and approving nominations for life membership; and
- (e) Making recommendations to the Board where appropriate.

14.4 Terms of Reference: The President's Group will operate in accordance with the terms of reference to be advised by the Board from time to time.

15 Sub-Unions

15.1 Functions

15.1.1 Co-ordinating junior rugby in the region;

15.1.2 Providing a communication channel for junior rugby to BOPRU;

15.1.3 Setting rules for junior competitions (subject to BOPRU sign-off);

15.1.4 managing Sub-Union representative teams and matches as agreed with BOPRU.

15.1.5 Administering local senior competitions;

15.1.6 Appointing suitable club representatives to form the Senior Club Rugby Working Group.

15.2 The Sub-Unions at the Commencement Date are listed in Schedule 1. The boundaries of each Sub-Union shall be determined by the Union as necessary from time to time.

15.3 No constitution, rules, regulations or by-laws of a Sub-Union including any amendments to the same shall be effective until they have first been approved in writing by the Board.

- 15.4 Subject to the other provisions of this Constitution, a Sub-Union may not disaffiliate or otherwise withdraw from the Union without the prior consent of the Board, and may not be affiliated with any other provincial union without the prior written consent of the Board.
- 15.5 Representation at General Meetings**
- 15.5.1 Each Sub-Union may be represented at General Meetings by one delegate.
- 15.5.2 A delegate of a Sub-Union cannot act as a delegate of another Member at the same General Meeting.
- 15.5.3 Each Sub-Union must provide the Chief Executive Officer with written notice of the name of the delegate appointed by that Sub-Union to attend a General Meeting not less than 48 hours prior to the commencement of such General Meeting. The written notice must be in the form prescribed in Schedule 2 and must be signed by the president or secretary of that Sub-Union.
- 15.6 The Sub-Unions shall have such other powers, authorities and duties as the Board shall determine from time to time.

16 Affiliated Bodies

- 16.1 The Affiliated Bodies at the Commencement Date are listed in Schedule 3.
- 16.2 Other bodies may become Affiliated Bodies by approval at a General Meeting upon recommendation by the Board. If the Board's recommendation is approved at a General Meeting the body will be admitted as an Affiliated Body 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 that General Meeting.
- 16.3 Each Affiliated Body listed in Section A of Schedule 3 and each team affiliated to and playing for that Affiliated Body in grades under 19 and above, taking a full part in a competition (by entering into and competing in all rounds of a competition approved by the Board for which it qualifies), including a women's team and president's team if they take part in a competition approved by the Board of not less than six weeks consecutive duration for which they qualify, shall pay the Affiliation Fee to the Union within 20 Working Days of receiving notice of the level of the Affiliation Fee from the Union.
- 16.4 Each Affiliated Body listed in Schedule B of Schedule 3 shall pay the Affiliation Fee to the Union within 20 Working Days of receiving notice of the level of the Affiliation Fee from the Union.

- 16.5 Where any Affiliated Body has not paid the Affiliation Fee applicable to the previous Rugby season by the start of the current Rugby season then no team from that defaulting Affiliated Body shall be permitted to take part in any competition approved by the Board until such time as the Affiliated Body has settled the full amount of the arrears of Affiliation Fee.
- 16.6 The Affiliated Bodies shall have such powers, authorities and duties as the Board shall determine from time to time.

17 Schools

- 17.1 Schools who enter one or more teams in competitions under the jurisdiction of the Union will be deemed to be Members for the purposes of this Constitution.

18 General Provisions for Members

18.1 Compliance: Each Member:

- 18.1.1 Agrees to be bound by and comply with this Constitution and the By-laws;
- 18.1.2 Agrees to be bound by and comply with the laws of Rugby and the rules, By-laws and regulations of the Union, NZRU and World Rugby and the decision of the NZRU on any appeal submitted to it; and
- 18.1.3 Shall ensure that its members agree to be bound by and comply with this Constitution, the By-laws, the laws of Rugby and the rules and regulations of the Union, NZRU and World Rugby and any decision of the NZRU on any appeal submitted to it.

18.2 Non-compliance: If any:

18.2.1 Member:

- (a) does not comply with any provision of this Constitution, the By-laws, the laws of Rugby or the rules and regulations of the Union, NZRU or World Rugby; or
- (b) does not give effect to any decision of the Board, the Union, the NZRU or World Rugby including the decision of the NZRU on any appeal submitted to it (as the case may be); or
- (c) permits any of its members not to:
- (i) comply with any provision of this Constitution, the By-laws, the laws of Rugby or the rules and regulations of the Union, NZRU or World Rugby; or

- (ii) give effect to any decision of the Board, the Union, the NZRU or World Rugby including the decision of the NZRU on any appeal submitted to it (as the case may be); or
- (d) being a Club, Sub-Union, Affiliated Body or School fails to field teams for regular competitions applicable to it and authorised by the Union, or the Sub-Union having jurisdiction over that entity;

or if any:

18.2.2 member of any Club, Sub-Union, Affiliated Body or School:

- (a) does not comply with any provision of this Constitution, the By-laws, the laws of Rugby or the rules and regulations of the Union, NZRU or World Rugby; or
- (b) does not give effect to any decision of the Board, the Union, the NZRU or World Rugby including the decision of the NZRU on any appeal submitted to it (as the case may be);

that Member or member as appropriate shall be liable to:

18.2.3 Where the provisions of the NZRU Disciplinary Rules apply to the non-compliance in question, disciplinary action in accordance with the NZRU Disciplinary Rules; and

18.2.4 Where the provisions of the NZRU Disciplinary Rules do not apply to the non-compliance in question:

- (a) in the case of a Club, Sub-Union, Affiliated Body or School, a deduction of competition points in respect of any team of that Club, Sub-Union or Affiliated Body, participating in any Union competition; and/or
- (b) in the case of a Club, Sub-Union or Affiliated Body, the prohibition or demotion of any team of that Club, Sub-Union or Affiliated Body, participating in any Union competition; and/or
- (c) suspension of membership of the Union for a period; and/or
- (d) such other sanction of any kind (including the imposition of any penalty or fine) other than expulsion; and/or
- (e) expulsion from the Union;

as, in the case of:

- (i) rules 16.2.4(a) to 16.2.4(d), the Board thinks fit; or
- (ii) Rule 16.2.4(e), by a resolution put forward upon not less than 5 Working Day's notice to a General Meeting, and carried by persons holding a majority of not less than two thirds of the eligible votes present at that General Meeting in accordance with rule 17.5.4.

18.3 Notification of Penalty: If the Board, the Union or a Sub-Union resolves to disqualify, suspend or expel any Club, team, player, official or other person such action taken shall be notified by the Board or the Sub-Union (as appropriate) to the Chief Executive Officer who shall provide notice of such action to all Members and any such disqualification, suspension or expulsion shall be observed by all Members from the date of receipt of the Chief Executive Officer's notice.

18.4 Boundary adjustment: where an alteration to the boundaries of the District results in any Club, School or Sub-Union currently being a Member, being located outside the District each such Club, School and/or Sub-Union shall cease to be a Member of the Union with effect from the date that the boundary alteration comes into force.

18.5 Cessation of Membership: Any person or body ceasing to be a Member, or a member of a Club, Sub-Union, or Affiliated Body or School shall do so without prejudice to the Union's right to recover any outstanding money payable to the Union or to insist on the performance of any obligation or prior arrangement up to and including the date of effective discontinuance of membership.

19 General Meetings

19.1 Annual General Meeting: The Annual General Meeting shall be held once in each calendar year on a date fixed by the Board, being a date no later than 31 March in that year, and of which no less than 20 Working Days written notice has been given to the Members. Notice of the Annual General Meeting will include the nominees for any vacancy for a Rugby Director position together with the assessment of the Board Appointments Panel as set out in clause 23.5.

19.2 Special General Meetings

19.2.1 Any meetings of Members other than the Annual General Meeting shall be a Special General Meeting.

19.2.2 A Special General Meeting may be convened by the Chief Executive Officer at any time at the direction of the Board or on receipt of a requisition setting forth the business to be considered at the meeting signed by persons holding not less

than 10 percent of the eligible votes available to be cast at such meeting.

19.2.3 The Board shall give Members not less than 15 Working Days written notice of a forthcoming Special General Meeting.

19.3 Notice of Nominations and General Business

19.3.1 Nominations and recommendations for the positions of Vice President and the Directors and recommendations of nominees for life membership, together with any matters of general business to be discussed at a General Meeting shall be submitted in writing to the Chief Executive Officer no later than 10 Working Days before the General Meeting.

19.3.2 The Chief Executive Officer shall acknowledge any such nominations, recommendations and/or matters of general business and shall send notice of such nominations, recommendations and/or matters of general business to the Members not less than 5 Working Days before the General Meeting to which they apply.

19.4 Right to attend General Meetings

19.4.1 The following shall be entitled to attend General Meetings:

- (a) the Patron;
- (b) the President;
- (c) the Vice-President;
- (d) Life Members;
- (e) Distinguished Service Award Recipients;
- (f) one or more delegate(s) from each Club;
- (g) the Directors;
- (h) one delegate from each Sub-Union;
- (i) one delegate from the Referee Management Group;
- (j) one delegate from the Te Waiariki Maori Rugby Committee; and
- (k) any member of a Club, Sub-Union or Affiliated Body.

19.4.2 A delegate of one body cannot act as a delegate for another at the same General Meeting.

19.5 Procedure

19.5.1 Chairperson: All General Meetings shall be chaired by the Chairperson or in the absence of the Chairperson by the President or in the absence of both the Chairperson and the President, by a person elected by the Board as chairperson for that General Meeting. The chairperson for that General Meeting has the right to speak at the General Meeting and has a casting vote in addition to a deliberative vote if they are one of the persons entitled to vote at a General Meeting under rule 16.5.4(b).

19.5.2 Quorum: No business may be transacted at any General Meeting if a quorum is not present. A quorum for a General Meeting is present if persons holding not less than 60 percent of the eligible votes at a General Meeting are present.

19.5.3 Business at Annual General Meeting: The business to be transacted at an Annual General Meeting is:

- (a) confirmation of the minutes of the previous Annual General Meeting and any Special Meeting held since the previous Annual General Meeting;
- (b) consideration and adoption of the Board's annual report, income and expenditure account and balance sheet;
- (c) election of a Patron;
- (d) appointment of the current Vice President as President (every second year);
- (e) election of the Vice President (every second year);
- (f) election of the Rugby Directors;
- (g) announcement of the appointment of the Independent Directors;
- (h) announcement of Life Members;
- (i) recording of Distinguished Service Award Recipients.
- (j) appointment of the Union's auditor and honorary solicitor; and
- (k) consideration and resolution of such other business of which due and proper notice has been given.

19.5.4 Voting

- (a) **Method:** In respect of voting for Officers, where the number of the persons nominated or recommended exceeds the number required, the voting shall be by secret ballot. Except as provided elsewhere in this Constitution, all other motions shall be decided by the chairperson of that General Meeting on the basis of a simple majority on a show of hands, or by secret ballot on the demand on any person present and entitled to vote. If there is only one nominee for a vacancy, no vote is required and that person will be deemed to be elected to the vacant position.
- (b) **Entitlement and number of votes:** Subject to rule 16.5.4(c)(iv) the persons entitled to vote at a General Meeting and their voting entitlement are as follows:
- (i) each Director - one vote;
 - (ii) each Club will have the number of votes referred to in clause 12.9 and will nominate one delegate to exercise those votes;
 - (iii) each Sub-Union delegate - one vote;
 - (iv) Referees Management Group delegate - one vote;
 - (v) Te Waiariki Maori Rugby Committee delegate - one vote.
- (c) **General**
- (i) if the delegate of a Sub-Union does not attend a General Meeting, that Sub-Union delegate's vote may be exercised by a replacement delegate from that Sub-Union provided the Sub-Union has provided the Chief Executive Officer with written notice of the replacement prior to the start of the meeting.
 - (ii) no Member or their delegate shall be entitled to vote on a resolution proposing the imposition of any penalty upon that Member in accordance with rule 15.2.
 - (iii) No delegate from a Club shall be entitled to vote if the Club or any "team" (as defined in rule 12.9.1) affiliated to that Club has defaulted and remains in default in respect of payment of the Affiliation Fee due by that Club or "team".

20 The Board

20.1 **Composition:** The Board shall comprise of:

20.1.1 up to two Rugby Directors who have been nominated by a Club and who are elected at the AGM; and

20.1.2 Up to five Independent Directors appointed by the Board Appointments Panel.

21 Powers and Duties of the Board

21.1 **Functions:** To manage the affairs of the Union and to exercise all powers of the Union except those that the Act or this Constitution require to be exercised at a General Meeting. In exercising such powers the Board shall be bound by the provisions of the Act, this Constitution and any By-law in force. No regulation made by the Union at a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

21.2 **Particular Powers:** Without limiting the generality of rule 21.1 the Board has the following powers:

21.2.1 To appoint such committee(s) or sub-committee(s) as it may deem necessary from time to time to assist it in carrying out its duties and to fix and limit the powers and authorities of such committee(s) or sub-committee(s) and to delegate any of its powers to such committee(s) or sub-committee(s).

21.2.2 To determine the level of Affiliation Fee for the following Rugby season.

21.2.3 To establish the Advisory Groups.

21.2.4 To award Distinguished Service Awards, admit Distinguished Service Award Recipients to the Union, approve for life membership to the Union, and from time to time determine the rights and privileges available to Distinguished Service Award Recipients and/or Life Members.

21.2.5 To:

- (a) establish and publish a procedure for appointing a selector or selectors for the representative teams of the Union and to follow that procedure; and
- (b) establish the rules applicable to such selector(s), including the length of their term in office; and
- (c) amend such rules as the Board considers necessary from time to time; and

- (d) enforce those rules as required.
- 21.2.6 To determine all matters of policy concerning relationships with the NZRU and other local or national authorities or bodies.
 - 21.2.7 To determine all matters of policy relating to the promotion and sponsorship of Rugby and the Union.
 - 21.2.8 To appoint persons to represent the Union to the NZRU and other bodies as necessary.
 - 21.2.9 To provide for the continuation of primary and secondary school committees and to generally promote the playing of Rugby in schools.
 - 21.2.10 To employ the services of a Chief Executive Officer and such other staff as may be required from time to time, including, without limiting the foregoing, coaching staff, team management and players.
 - 21.2.11 To decide all disputes under the Constitution, subject to appeal in accordance with rule 31.
 - 21.2.12 To impose such penalties as it deems appropriate upon any Member in accordance with the provisions of rule 15 other than the power to expel a Member or a member of any Club, Sub-Union or Affiliated Body from the Union.
 - 21.2.13 To make decisions on any matters concerning Rugby which are not in the opinion of the Board, provided for by this Constitution or by any By-law or the rules or regulations of the NZRU or World Rugby.
 - 21.2.14 To hold inquiries into all questions and disputes relating to financial matters of the Union, such inquiries to be conducted in such manner as the Board may deem proper:
 - (a) on the motion of the Board; or
 - (b) at the written request of any Club, Sub-Union or other Member.
 - 21.2.15 To make and amend the By-laws. The Board shall ensure that the By-laws and any amendments are notified to the Members in writing.
 - 21.2.16 To approve the Union's strategic plan and budgets, monitor progress against these and take corrective action (if required).

21.2.17 To exercise all other powers of the Board provided for in this Constitution.

21.2.18 To determine, in such manner as it deems expedient, any case or situation which, in the opinion of the Board, is not provided for in this Constitution.

22 Board Meetings

22.1 **Right to attend Board meetings:** The following shall be entitled to attend Board meetings:

22.1.1 The President;

22.1.2 The Directors; and

22.1.3 The Chief Executive Officer.

22.2 **Summoning:** A Board meeting may be convened by the Chief Executive Officer at any time upon receipt of a written requisition signed by two Directors. The Board meeting shall be held within 5 Working Days of receipt of such requisition. Prior written notice of any Board meeting must be given to each Director not less than 2 Working Days before the Board meeting and the notice must include the date, time and place of the Board meeting and the matters to be discussed.

22.3 Procedure

22.3.1 At the first meeting of the Board after an Annual General Meeting the Directors shall elect the Chairperson and a deputy chairperson of the Board.

22.3.2 All Board meetings shall be chaired by the Chairperson, or in the absence of the Chairperson by the deputy chairperson or in the absence of both the Chairperson and the deputy chairperson by a person elected by the Board as chairperson for that meeting. The chairperson for each meeting has a casting vote in addition to a deliberative vote.

22.3.3 At any Board meeting, four Directors shall form a quorum.

22.3.4 A Board meeting may be held as follows:

(c) by a number of the members of the Board sufficient to constitute a quorum being assembled together at the place, date and time appointed for the Board meeting; or

(d) by the contemporaneous linking together by means of audio, or audio and visual communication by which all members of the Board participating and contributing to

the quorum can simultaneously hear each other throughout the Board meeting.

22.3.5 A resolution in writing signing by all Directors for the time being entitled to receive notice of meetings of the Board is as valid and effectual as if it had been passed at a Board meeting duly convened and held provided that all the Directors received the resolution timeously and the Directors signing the resolution would constitute a quorum and would have power to pass such resolution at that Board meeting. Any such resolution may consist of several documents in similar form each signed by one or more Directors. Any such document sent by a Director by facsimile transmission or other electronic means approved by the Board is deemed to have been signed by such Director.

22.4 Voting: At all Board meetings:

22.4.1 The President is not entitled to vote;

22.4.2 The Chief Executive Officer is not entitled to vote;

22.4.3 Each Director has one vote;

22.4.4 The voting shall be taken on a show of hands unless a motion to take a secret ballot is carried by a majority of Directors present; and

22.4.5 No debate shall be permitted on a motion to take a ballot.

23 Board Appointments Panel

23.1 Functions: The function of the Board Appointments Panel is:

- (a) to assess persons nominated by a Club for suitability for Rugby Director positions, and to assess those persons who apply for Independent Director positions;
- (b) to provide an assessment and ranking of the nominees to fill any vacancies for the position of Rugby Director to be voted on at an Annual General Meeting; and
- (c) appoint up to 5 Independent Directors who will be announced at an Annual General Meeting. It must use its best endeavours to appoint 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 taking into account the need for diversity and ethnicity that reflects the make up of the Members.

- 23.2 **Composition:** No later than one month before the end of the financial year of the Union, the Board Appointments Panel for the next Annual General Meeting (the “new Board Appointments Panel”) shall be formed. The new Board Appointments Panel shall comprise:
- 23.2.1 the Chairperson of the Board (or his or her nominee);
 - 23.2.2 One person appointed by the NZRU, following consultation with the Union who is independent of the Union and has significant governance experience; and
 - 23.2.3 One person appointed by the Senior Club Rugby Working Group.
- 23.3 **Independence:** No member of the Board Appointments Panel may be standing for election or appointment to the Board at the next Annual General Meeting, or be involved in the governance, management or administration of a Sub-Union, or be an employee of the Union.
- 23.4 **Chairperson:** At the first meeting after its formation each year, the members of the Board Appointments Panel shall elect a chairperson who shall not be the chairperson of the Board.
- 23.5 **Process:** The process to be followed by the Board Appointments Panel for the assessment of nominees for election as Rugby Directors is as follows:
- 23.5.1 The Board Appointments Panel will be constituted prior to 31 December in each year;
 - 23.5.2 The Union will call for nominations in January the following year;
 - 23.5.3 The Board Appointments Panel will assess each nominee against a skills and competencies matrix to be adopted and updated by the Board on an annual basis;
 - 23.5.4 The Board Appointments Panel will assess and rank nominees and provide that to the AGM;
 - 23.5.5 All nominees will be eligible to stand for any vacancy at an Annual General Meeting.

24 Committees dealing with disciplinary matters

24.1 Judicial Committee

- 24.1.1 **Functions:** To act in the name of the Union in hearing and determining disciplinary proceedings in relation to Foul Play and/or misconduct within its jurisdiction in respect of matters covered by the NZRU Disciplinary Rules by the Board.

24.1.2 Composition:

- (a) the Chairperson shall appoint a panel of individuals (the “Judicial Panel”) of such number as the Chairperson decides, each of whom shall be eligible to sit as members of the Judicial Committee. The Chairperson shall have the discretion of add further individuals to or remove any individuals from the Judicial Panel and the Judicial Panel at the same time but may not be appointed to the Judicial Committee if they are appointed to the Appeal Committee at the same time.
- (a) members of the Judicial Panel shall be appointed for up to three years from the date of their appointment following which they shall automatically cease to be a member of the Judicial Panel unless reappointed by the Chairperson.
- (b) the Chairperson of the Judicial Panel or his nominee shall appoint three persons from members of the Judicial Panel to be the Judicial Committee for the purposes of hearing and determining any disciplinary proceedings allocated to the Judicial Committee in accordance with rule 24.1.1.

24.1.3 Procedures/Action: Where the NZRU Disciplinary Rules apply to the disciplinary proceedings to be dealt with by the Judicial Committee, the Judicial Committee shall follow the procedures and take such applicable action as provided for in the NZRU Disciplinary Rules and where the NZRU Disciplinary Rules do not apply to the disciplinary proceedings to be dealt with by the Judicial Committee, the Judicial Committee shall follow the applicable rules and take such applicable action as provided for in this Constitution.

24.1.4 Meetings: The Judicial Committee shall meet as required at a time and place determined by the Board.

24.1.5 Quorum: Three (in accordance with rule 24.1.2(c)).

25 Appeal Committee

25.1 Functions: To deal with any appeal lodged with the Union in accordance with the NZRU Disciplinary Rules or in respect of any action taken in accordance with rule 14 in a fair and reasonable manner taking into account the NZRU Disciplinary Rules (if applicable), the rules of natural justice, the interests of the appellant, the Union or Sub-Union that took the action giving rise to the appeal, and Rugby in the District. To give all relevant parties

timeous notice of the decision reached and the reasons for such decision.

25.2 Composition

25.2.1 The Chairperson shall appoint a panel of individuals (the "Appeal Panel") of such number as the Chairperson decides, each of whom shall be eligible to sit as members of the Appeal Committee. The Chairperson shall have the discretion to add further individuals to or remove any individuals from the Appeal Panel at any time. An individual may not be appointed to the Appeal Panel if they are appointed to the Judicial Panel and/or the Disciplinary Panel at the same time.

25.2.2 Members of the Appeal Panel shall be appointed for up to three years from the date of their appointment following which they shall automatically cease to be a member of the Appeal Panel unless reappointed by the Chairperson.

25.2.3 The Chief Executive Officer or his nominee shall appoint three persons from members of the Appeal Panel to be the Appeal Committee for the purposes of hearing and determining any appeal lodged with the Union.

25.2.4 A member of the Appeal Panel who is a member of the same Club or Affiliated Body as the person, Club or Affiliated Body that is a party to the appeal, the victim player or complainant, or who formed part of the Judicial Committee or Disciplinary Committee in the first instance disciplinary proceedings, shall not be a member of the Appeal Committee that determines the appeal and shall not attend the appeal hearing.

25.3 **Procedures/Action:** Where the appeal in question relates to first instance disciplinary proceedings to which the NZRU Disciplinary Rules applied, the Appeal Committee shall follow the procedures and take such applicable action relating to appeals as provided for in the NZRU Disciplinary Rules and where the appeal in question relates to first instance disciplinary proceedings to which the NZRU Disciplinary Rules did not apply, the Appeal Committee shall follow the procedures and take such applicable action relating to appeals as provided for in this Constitution or as laid down by the Union from time to time.

25.4 **Meetings:** The Appeal Committee shall meet as required at a time and place determined by the Committee.

25.4.1 **Quorum:** Three (in accordance with rule 25.2.3).

25.4.2 The Appeal Committee may, in its discretion, make a costs award against any party or parties to the appeal, on such basis as it may think fit.

26 Advisory Groups

- 26.1 The Board may establish advisory groups as required and at its discretion.

27 Te Waiariki Maori Rugby Committee

27.1 Functions

- 27.1.1 To assist the Board to achieve clear communication between the Board and players and officials involved in Maori Rugby.
- 27.1.2 To appoint one delegate to represent the Te Waiariki Maori Rugby Committee at General Meetings.
- 27.1.3 To appoint one delegate to represent the Te Waiariki Maori Rugby Committee at the Bay of Plenty Rugby Committee.
- 27.1.4 To promote representative Maori Rugby games within the District and, with the prior approval of the Board, to accept invitations to play Maori teams in other districts.

- 27.2 **Composition:** The Te Waiariki Maori Rugby Committee shall comprise:

- 27.2.1 One representative from the Western Bay of Plenty Rugby Football Sub-Union who comply with the qualifications laid down by the NZRU governing participation in Maori Rugby;
- 27.2.2 One representative from the Central Bay of Plenty Rugby Football Sub-Union who comply with the qualifications laid down by the NZRU governing participation in Maori Rugby;
- 27.2.3 One representative from the Eastern Bay of Plenty Rugby Football Sub-Union who comply with the qualifications laid down by the NZRU governing participation in Maori Rugby; and
- 27.2.4 Three representatives to be appointed by the Te Waiariki Appointment Panel.

- 27.3 **Quorum:** Two, excluding the chairperson.

- 27.4 **Appointment Panel:** An Appointment Panel will be established comprising the following persons:

- (a) In 2018, 2 persons appointed by the Board who are to be independent of the Board plus the Chairperson of the Te Waiariki Maori Rugby Committee being the incumbent as at the date of adoption of this Constitution; and

- (b) From 2019 onwards, 2 persons appointed by the Board plus an independent person appointed by the Te Waiariki Maori Rugby Committee.

27.5 Procedures

27.5.1 The Te Waiariki Maori Rugby Committee will elect a chairperson from their members from time to time. Each member present will receive one vote. The Te Waiariki Maori Rugby Committee will notify the Board of the identity and contact details of the chairperson shall notify the Board of any change in chairperson from time to time.

27.5.2 The Te Waiariki Maori Rugby Committee shall otherwise determine their meeting structure, format of meetings, method of determining their representative to General Meetings, the term of office of all office holders and all other aspects of the Board's procedures not covered by applicable NZRU rules and regulations, this Constitution or the By-laws.

27.6 **Games:** No game of Rugby shall be arranged by the Te Waiariki Maori Rugby Committee without the prior consent of the Board.

27.7 **Finances:** Revenue and expenditure in relation to Rugby games arranged by the Te Waiariki Maori Rugby Committee shall require the prior approval of the Board.

28 Rugby Directors

28.1 Election of Rugby Directors

28.1.1 The Clubs will advise the Chief Executive Officer of their nominee(s) for the vacant role(s) by the deadline to be advised by the CEO each year before the Annual General Meeting and that person(s) will be referred to the Board Appointments Panel for assessment and ranking.

28.2 **Term of Office:** Subject to rules 26.5 and 26.6 each Rugby Director will hold office from the date of their appointment to conclusion of the Annual General Meeting closest to the expiry of the period of three years from the date of their election with a maximum of three terms (starting at the Annual General Meeting in 2018).

28.3 Vacancies:

28.3.1 An office of Rugby Director shall be vacated if the person holding that office:

- (a) dies or is permanently incapacitated; or

- (b) resigns by giving one month's prior notice in writing to the Board; or
- (c) in the reasonable opinion of the Board bring disrepute to the Union or to Rugby; or
- (d) is removed from the office by a resolution:
 - (i) at a General Meeting passed by persons holding a majority of the eligible votes present at that General Meeting; or
 - (ii) signed by all of the other Directors noting that such Directors have lost confidence in the Director being removed.

28.3.2 Casual Vacancies: 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 conclusion of the Annual General Meeting closest to the expiry of the term of the office of the Director whom he or she is appointed to replace, 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 election or appointment in his or her own right.

28.4 Eligibility for Re-election: Subject to rule 28.2, a retiring Rugby Director is eligible for re-election

29 Independent Directors

29.1 Background

29.1.1 Pursuant to rule 17 there are to be five Independent Directors on the Board. It is intended that one or two Independent Directors is appointed each sequential year, all with a term of three years. It is therefore intended that at each Annual General Meeting one or two positions of Independent Director will be available for appointment.

29.2 Applications and Recommendations

29.2.1 Not less than 20 Working Days before the Annual General Meeting the Chief Executive Officer shall provide the Members with written notice of which Independent Director(s) will retire at the Annual General Meeting, as determined in accordance with rules 27.5 and 27.6.

29.2.2 Any person wishing to apply to be appointed as an Independent Director shall submit a written application along with a supporting curriculum vitae to the Chief Executive

Officer between the opening and closing dates for applications in accordance with the advertisements issued by the Union.

29.2.3 The Chief Executive Officer shall obtain any other relevant information on all applicants and shall collate the names and curricula vitae of, and other relevant information on, all applicants and forward the same to the Appointments Committee.

29.2.4 From the applications for the position(s) of Independent Director that are received, the Appointments Committee will appoint one candidate for each available position which will be confirmed at the Annual General Meeting. No staff member directly employed by the Union or who is involved in the management of any Sub-Union may be recommended by the Appointments Committee for the position of Independent Director.

29.3 **Term of Office:** Each Independent Director will hold office from the date of their appointment to the conclusion of the Annual General Meeting closest to the expiry of three years from the date of their appointment.

29.4 Vacancies

29.4.1 An office of Independent Director shall be vacated if the person holding that office:

- (a) dies or is permanently incapacitated; or
- (b) resigns by giving one month's prior notice in writing to the Board; or
- (c) in the unreasonable opinion of the Board brings disrepute to the Union or to Rugby; or
- (d) is removed from the office by a resolution:
 - (i) at a General Meeting passed by persons holding a majority of the eligible votes present at that General Meeting; or
 - (ii) signed by all of the other Directors noting that such Directors have lost confidence in the Director being removed.

29.4.2 **Casual Vacancies:** 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 conclusion of the Annual General Meeting

closest to the expiry of the term of office of the Director whom he or she is appointed to replace, and shall be deemed to have been in office since the last appointment of the Director whom he or she is appointed to replace, but shall be eligible for re-appointment in his or her own right.

- 29.5 Subject to rule 29.3, a retiring Independent Director is eligible for re-appointment. A re-appointed Independent Director shall retain the position for the period from the date of the Annual General Meeting at which they are re-appointed to conclusion of the Annual General Meeting closest to the expiry of the period of three years from such Annual General Meeting.

30 Indemnity

The Union will indemnify all Directors in respect of all liabilities and expenses incurred by the Directors in carrying out or attempting to carry out any of their powers under this Constitution or the By-laws and against all actions, proceedings, costs, expenses, claims and demands in respect of any matter done or omitted to be done in relation to this Constitution unless done or omitted to be done through their own dishonesty, default or negligence. The Union may retain and pay out from the funds of the Union all sums necessary to give effect to such indemnity.

31 Referee Management Group

31.1 Functions of Referee Management Group: The functions of the Referee Management Group will be:

- (a) To govern all aspects of the refereeing in the Bay of Plenty region;
- (b) To provide oversight of the day to day management of the referees;
- (c) To provide a delegate or delegates as appropriate to represent the referees at meetings or to vote on behalf of the referees;
- (d) To ensure referees compliance with the constitution;
- (e) To advise the board on matters of policy within their specialist area;
- (f) To control Bay of Plenty rugby referees' strategic direction.

31.2 Composition: Three individuals will form an appointment panel comprised of one member of the referees elected from each Sub-Union ("RMG Appointment Panel"). The appointment panel will then appoint a Referee Management Group which shall comprise:

- (a) Five members appointed by the RMG Appointment Panel;
- (b) One staff member from the Bay of Plenty Rugby Union;

(c) One Bay of Plenty Rugby Union Board member.

31.3 **Meetings:** The Referee Management Group shall meet as required at the time and place determined by the Referee Management Group.

31.4 **Quorum:** Three members of the Referee Management Group.

31.5 **Chairperson:** At the first meeting after its formation each year, the members of the Referee Management Group shall elect a chairperson.

31.6 **Term:** The RMG Appointment Panel has the power to decide the term of appointments to the Referees Management Group and to remove appointed members from the Referee Management Group.

32 Colours

32.1 The representative colours of the Union shall be royal blue and gold.

32.2 The representative colours of the Clubs and Sub-Unions shall be regulated as follows:

32.2.1 The Chief Executive Officer will keep a register recording the approved representative colours of each Club and Sub-Union;

32.2.2 Any Club or Sub-Union wishing to change their approved registered colours or any new Club wishing to register approved colours for the first time shall submit a written request to the Chief Executive Officer for approval; and

32.2.3 The Chief Executive Officer shall not approve a request to change or register new representative colours where the new colours would be in the same combination as the approved representative colours of another Club or Sub-Union.

32.3 Each Club or Sub-Union must ensure that any representative team of that Club or Sub-Union wears only the approved representative colours for that Club or Sub-Union provided that any representative team may wear alternative colours for a particular match if the approved representative colours for that team are confusingly similar to the colours of the other team playing in that match and the Chief Executive Officer has approved such alternative colours for that match.

33 Representative Requirements

33.1 No person shall play in a representative team of a Sub-Union unless he or she is a member of a Club which is a member of that Sub-Union.

33.2 No Member of any Sub-Union shall play during the same Rugby season for a representative team of any other Sub-Union unless pursuant to a bona fide clearance under rule 29.4.

- 33.3 The representative team of any Sub-Union shall consist only of players who are under the control and resident within the boundaries of that Sub-Union and no Sub-Union shall select a player to represent it who has not been a bona fide resident within such boundaries for a period of at least 10 Working Days prior to the relevant fixture or who has not produced a clearance from the other union or Sub-Union under which he or she is resident.
- 33.4 Any player who has been selected for a representative team or trial and who advises the selector of his inability to play shall not be permitted to play for either of his or her Club or Sub-Union on the date of such representative fixture without the special sanction of the Board. Should this rule be disobeyed or the player refuse to play in the representative team or trial without, in the opinion of the Board, good reason, he or she shall be subject to sanction under rule 15.2.

34 Notices

- 34.1 **Manner of Notice:** A notice under this Constitution may be given personally, by post, by facsimile or by email.
- 34.2 **Receipt of Notice:** A notice will be deemed to have been received:
- 34.2.1 If personally delivered, when received by the addressee;
- 34.2.2 If sent by post, 3 Working Days after it was sent to the addressee's last known address;
- 34.2.3 If sent by facsimile, on receipt by the sender of a transmission report indicating that the facsimile was sent in its entirety to the recipient's facsimile number; and
- 34.2.4 If sent by email, on receipt by the sender of an email message indicating that the email has been opened at the recipient's terminal,

provided that if a notice is received on a date that is not a Working Day or after 5pm on a Working Day, it will be deemed to have been received on the next Working Day.

35 Appeals

- 35.1 Any Member, team, player, official or other person shall be entitled to appeal to the Appeal Committee in respect of:
- 35.1.1 Any action taken by the Union pursuant to the NZRU Disciplinary Rules or otherwise (in its own right or by the Judicial Committee or the Disciplinary Committee acting in the name of the Union) or by a Sub-Union against that Member, team, player, official or other person; or

35.1.2 Any matter in dispute between any two or more of: the Union, a Member or Members, team(s), player(s), official(s) or other person(s).

35.2 An appeal to the Appeal Committee:

35.2.1 Must be lodged in writing with the Appeal Committee within 7 days after written notification of such action taken by the Union in its own right or the Judicial Committee or the Disciplinary Committee or a Sub-Union has been sent by the Chief Executive Officer to the Member(s), team(s), player(s), official(s) or other person(s) involved; and

35.2.2 Must be accompanied by a bond of \$1,000.00 plus GST payable to the Union.

35.3 The Union may retain the bond referred to in rule 31.2.2 if, in the opinion of the Appeal Committee, the appeal is deemed to be frivolous.

36 Administration

36.1 **Financial Year:** The financial year of the Union shall close on 31 December in each year.

36.2 **Bank Account:** All funds of the Union shall be paid into a bank account to the credit of the Union, and all accounts must be passed by the Board and paid by cheque signed by the Chief Executive Officer together with the Chairperson or any one of two other members of the Board appointed by resolution of the Board for that purpose.

36.3 **Audit and Auditors:** The accounts of the Union shall be audited by an auditor who shall be appointed at the Annual General Meeting. The auditor shall not hold any other office of the Union.

36.4 **Accounts:** The Board shall cause true accounts to be kept of the assets and liabilities of the Union, of all monies received or expended by the Union, and the matters in respect of which such receipts and expenditure may take place.

36.5 **Financial Statements:** At each Annual General Meeting the Board shall submit an annual report, income and expenditure account and balance sheet showing the assets and liabilities of the Union. A printed copy of such report, income and expenditure account and balance sheet shall be posted to each Member at least 5 Working Days before the said Annual General Meeting.

36.6 **Accounts from grant recipients:** Each Club, Sub-Union and Affiliated Body in receipt of a grant from the Union, shall, prior to 1 April in

each year, forward to the Union an audited statement of its accounts for the preceding year.

36.7 Common Seal: The common seal of the Union shall be kept in the control of the Chief Executive Officer and shall be affixed to any document pursuant only to a resolution of the Union or Board by two Directors or one Director and the Chief Executive Officer.

36.8 Execution of Documents: The Union shall sign documents as follows:

36.8.1 If a deed, under the common seal of the Union or by a duly authorised attorney of the Union or as otherwise determined by the Board; and

36.8.2 If a contract, by a person acting on behalf of the Union under the authority of the Board.

37 Amendment to Rules

37.1 The rules of the Union shall be amended, added to, repealed or new rules shall be made only in accordance with a resolution passed at a General Meeting by persons holding a majority of not less than two thirds of eligible votes present at such General Meeting, and of which due notice has been given in accordance with rule 33.2.

37.2 Notice of any amendment, addition, repeal, or proposals for new rules must be given in writing to the Chief Executive Officer at least 15 Working Days before the General Meeting at which the amendment, addition, repeal, or proposal for new rules is intended to be proposed and not less than 10 Working Days written notice of such intention must be given by the Chief Executive Officer to the Members.

38 Winding Up

38.1 In the event of the winding up of the Union or of its dissolution by any means whatever, all surplus assets, after the payment of all debts and liabilities and all legal claims against the Union have been satisfied, and after the payment of all costs, shall, subject to any trust affecting the same, be disposed of in such a manner as may be determined, to a body or entity with such objects and functions as closely mirror those of the Union and in default (due to there being no such body or entity) to the NZRU, by resolution passed by persons holding not less than two thirds of the eligible votes present at a Special Meeting convened for that purpose. Notice of such resolution shall be sent to the Registrar of Incorporated Societies.

39 Constitution

39.1 This Constitution replaces all existing rules of the Union which are revoked from the Commencement Date.

40 Date of Adoption

- 40.1 Date of Adoption: This Constitution was adopted at a properly constituted Special Meeting of the Union held in Tauranga on the 28th day of March 2018.

41 Transition

- 41.1 At the 2019 Annual General Meeting, the position of the Rugby Director whose term is due to expire will cease to exist and that position will be converted into a vacancy for an Independent Director.
- 41.2 At subsequent Annual General Meetings, the position of the Rugby Director whose term expires at that Annual General Meeting will be replaced with an Independent Director Role for a three year term.

SCHEDULE 1**Sub-Unions and Clubs that are Members at the Commencement Date**

The following Sub-Unions and Clubs are Members of the Union:

Sub-Unions

Western Bay of Plenty Rugby Football Sub-Union
 Central Bay of Plenty Rugby Football Sub-Union
 Eastern Bay of Plenty Rugby Football Sub-Union

Clubs

(Te Whanau) Apanui Sports Club
 Arataki Sports Club Inc
 Eastern Districts Rugby and Sports Club
 Edgcumbe Sports Club Inc
 Galatea Rugby Football Club
 Greerton Marist Recreation and Community Sports Club Inc
 Judea Rugby Club
 Kahukura Rugby and Sports Club
 Katikati Rugby Football Club
 Kawerau Rugby Sports and Cultural Club
 Marist St Michaels Rugby and Sports Club
 Matakana Island Recreation and Community Inc
 Matata Rugby and Sports Club
 Mt Maunganui Sports Club
 Murupara Rugby and Sports Club
 Ngongotaha Western Heights High School Old Boys Rugby Club
 Opotiki Sports Rugby Club
 Papamoa Sports Rugby Club
 Paroa Sports Rugby Club
 Poroporo Rugby Club
 Rangataua Sports and Cultural Club
 Rangiuru Sports Club
 Reporoa Rugby Club
 Rotoiti Sports and Community Association
 Ruatoki Sports and Cultural Club
 Taneatua Rugby Club
 Tauranga Sports Club
 Te Puke Sports and Recreation Club
 Te Puna Rugby Football Club
 Te Teko Rugby Football Club
 Waikite Sports Club
 Waimana Rugby Club
 Welcome Bay Rugby Club
 Whakarewarewa Rugby Community Sports
 Whakatane Marist Rugby and Sports Club

Whakatane United Rugby Sports Club

SCHEDULE 2
Form of Notice of Appointment of Delegates

To	The Chief Executive Officer Bay of Plenty Rugby Union Incorporated
From	(Name of Body)
Date	(Date of Notice)
Subject	Appointment of Delegates

(Name of Body) appoints (name (s) of delegates) to act on its behalf at the General Meeting to be held on (Date)

Authorised Person

SCHEDULE 3
Affiliated Bodies at the Commencement Date

The Affiliated Bodies at the Commencement Date are:

Section A

1. *WASPS Rugby Football Club*

Section B

1. *Aquinas College*
2. *Bethlehem College*
3. *Edgecumbe College*
4. *John Paul College*
5. *Katikati College*
6. *Kawerau College*
7. *Mount College*
8. *Opotiki College*
9. *Otumoetai College*
10. *Rangatahi College*
11. *Reporoa College*
12. *Rotorua Boys High School*
13. *Rotorua Lakes High School*
14. *Tauhara College*
15. *Taupo-Nui-Tia College*
16. *Tongariro High School*
17. *Tauranga Boys College*
18. *Tauranga Girls College*
19. *Te Puke High School*
20. *Trident High School*
21. *Western Heights High School*
22. *Whakatane High School*

SCHEDULE 4
Senior Club Rugby Working Group Terms of Reference

1. Purpose

- 1.1 To assist the Board in setting the Senior Club Rugby competition format (for men and women) and draws each year in the District.
- 1.2 To provide advice to Board and management on how to be more responsive to club and Sub-Union needs and views.
- 1.3 To assist in improving relationships with the Rugby community, stakeholders, sponsors and other community providers and agencies.
- 1.4 To promote greater awareness of Rugby related issues and challenges along with positive outcomes.

2. Role

- 2.1 The Senior Club Rugby Working Group is an advisory body and will make recommendations to the Board and management for consideration and ratification.
- 2.2 The Senior Club Rugby Working Group will actively seek to be involved in planning all aspects of club rugby in the District.

3. Responsibilities

- 3.1 Advise the Board in relation to the promotion and improvement of the health of the Rugby community including women's rugby.
- 3.2 Support Rugby promotion initiatives in the community e.g. workshops, seminars, coaching / player / manager / administrator pathways and any other related skill set courses.
- 3.3 Support the goal of seeking greater Rugby community awareness and involvement.
- 3.4 Advise BOPRU on how to be more responsive to Rugby community needs and views.
- 3.5 Foster relationships and partnerships with club, sub-union, community and other sports related providers.
- 3.6 Respect the confidentiality of the meeting discussions and not to disseminate unofficial information or comments.
- 3.7 Respond to communications within the time period given.
- 3.8 Appoint a member of the Board Appointments Panel.

4. Membership

- 4.1 There shall be 3 Members from each Sub-Union (nominated by each Sub-Union), 1 Board representative and 1 management representative.
- 4.2 Nominations will be for the period 1 September to 30 August and received and ratified by the Board.

- 4.3 Members should be chosen according to their skill base and their ability to represent the interests of BOP Rugby interests as well as Sub-Unions and Clubs. The following skills will be sought:
- Ability to elicit and understand a wide range of rugby community views;
 - access to/contact with a wide range of rugby community networks;
 - interest in Rugby and sports and recreation;
 - a non political approach to Rugby issues; and
 - passion and genuine commitment for the betterment of BOP Rugby.
- 4.4 The Senior Club Rugby Working Group Chairperson will be the Board Chairperson or as determined by the Board. The Deputy Chairperson will be elected from within the Senior Club Rugby Working Group at the first scheduled meeting for the year.

5. Meeting Procedure

- 5.1 Meetings of the Senior Club Rugby Working Group will be held a minimum of four times per annum unless agreed otherwise by the Senior Club Rugby Working Group. Meetings will be approximately 1½ hours in duration and usually held between 7pm and 8.30pm on a weekday at a designated venue.
- 5.2 A meeting reminder will be sent to all members 14 days before the date of the meeting. Agenda items and background information papers must be forwarded to the BOPRU Operations Manager or his or her nominee 7 days before the date of the meeting in time to prepare final agenda.
- 5.3 A re-occurring agenda item will include any Club / Sub-Union interface feedback from the bi-monthly Board meeting.
- 5.4 Minutes of the Club Rugby Working Group meetings will be forwarded to the Board.
- 5.5 A quorum for the meeting will be 2 members from each Sub-Union.
- 5.6 Business transacted at a meeting with no quorum must be ratified by the following meeting if a quorum is then present.
- 5.7 Decision making will be by consensus. Where consensus cannot be reached the responsibility for making the decision will be handed to the Board.