

DECLARATION THAT THE ALTERATION OF RULES BE ADOPTED

We, Peter Robinson of Rodney Subunion
Dana Paraha of Nomenic and
Karl Milne of Whangarei

do solemnly and sincerely declare as follows:

1. That we are the elected representation of 3 full members of the Northland Rugby Union Incorporated
2. That the alteration of the rules of Incorporated Society as set out in the document have been made in accordance with the rules of the society.

SIGNED BY FULL MEMBERS

Declared at NRU Headquarters, Pohe Island, Whangarei, on 6th December 2023.

Peter Robinson

Signature

Dana Paraha

Signature

Karl Milne

Signature

CONSTITUTION
of
**THE NORTHLAND RUGBY
UNION
(INCORPORATED)**

**as adopted at the Special General Meeting of the Members of the
NRU held at the offices of the NRU, Pohe Island, Whangarei on the
6th day of November 2023**

November 2023

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THE CONSTITUTION
OF
THE NORTHLAND RUGBY UNION (INCORPORATED)

1. NAME AND ENTITY

The Northland Rugby Union is an Incorporated Society, incorporated under the Incorporated Societies Act 1908 on 23 March 1933, under Number AK222932. The Society is called "Northland Rugby Union Incorporated" (referred to in this Constitution as "NRU").

2. OBJECTS

2.1 Objects

The objects of the NRU are to:

- a) Foster and encourage Rugby and supporters of Rugby throughout the Province, at all levels
- b) Arrange and participate in inter-provincial, trial and other Rugby matches
- c) Form and manage NRU representative teams
- d) Administer and control the conduct of Rugby in the Province and of players belonging to Members
- e) Do all such other acts or things as the Board may consider necessary or desirable to promote the interests of Rugby for the NRU and the Province

2.2 Independent Construction

Each of the objects set out in Rule 2.1 is to be construed independently and are not to be limited by reference to any other object set out in the Rule. Each of the objects set out in Rule 2.1 are independent objects of the NRU.

2.3 Binding Constitution and Regulations

NRU shall observe the laws of New Zealand and shall affiliate with, and shall be bound by, the Constitution of and Regulations adopted by the New Zealand Rugby Union (NZRU), and subject to domestic safety law variations, the Laws of the Game and the bylaws, regulations and resolutions of the International Rugby Board.

2.4 Founding Documents

NRU acknowledge that He Whakaputanga o te Rangatira o Niu Tirenī (He Whakaputanga 1835), Te Tiriti o Waitangi and the Treaty of Waitangi are the founding documents of Aotearoa New Zealand. NRU are determined to uphold the mana of He Whakaputanga o te Rangatira o Niu Tirenī (He Whakaputanga 1835), Te Tiriti o Waitangi and all the articles pertaining (Kāwanatanga, Tino Rangatira, Ōritenga and Wairuatanga) and all its principles (Partnership, Protection and

Participation). This is recognised in this Constitution with the appointment of a Kaumātua to serve with and alongside the President and an appointed Te Tai Tokerau Māori Rugby Trust Board member to the NRU Board.

3. POWERS OF NRU

3.1 Powers

NRU shall have the power to do all such acts, deeds, matters, and things as may be necessary or conducive to the furtherance of the objects set out in Rule 2.1. In particular, and without limiting the generality of the foregoing NRU, shall have the following powers:

3.1.1 Acquisition of Property and Rights

To purchase, take on lease, hire, or otherwise acquire, any real or personal property, or any related rights and privileges, and to hold, improve, manage, develop, let, or lease, sell, or otherwise dispose of any such property rights and privileges.

3.1.2 Management of Playing Grounds

To construct, maintain, or alter any playing or training grounds or areas on any property in respect of which NRU enjoys a lease, tenancy, licence to occupy or any other occupation right.

3.1.3 Management of Buildings

To construct, build, alter, improve, enlarge, pull down, remove, or replace any buildings or other improvements which may be in upon and about any of the real or leasehold property of NRU, or any property in respect of which NRU enjoys a lease, tenancy, licence to occupy, or any other occupation right.

3.1.4 Powers to Borrow

To borrow money in such manner as NRU may think fit and to secure the repayment thereof by the issue of security documents or by mortgage or charge upon the whole or any part of the property or assets of NRU (whether present or future) and to purchase redeem or pay off any such securities.

3.1.5 Raising Funds

To raise money by subscriptions and to grant rights and privileges to sponsors, promoters, funders and fund raisers.

3.1.6 Loans and Guarantees

To lend and advance money or to give guarantees or become surety for the payment of moneys or the performance of contracts or obligations of any Member of NRU referred to in Rule 4.1(a) or 4.1(b).

3.1.7 Powers to Invest

To invest and deal with the moneys of NRU not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or purchase of real leasehold or personal property or securities or by depositing the same with any bank at interest and to vary such investments from time to time.

3.1.8 Powers to Contract

To act in the exercise of all or any of the powers conferred upon NRU jointly with any person, partnership, corporation, company, trust or society and to become jointly or jointly and severally liable with any such person, partnership, corporation, company, trust or society (whether incorporated or otherwise) on any such contract or obligation.

3.1.9 Indemnity and Insurance

To give indemnities and obtain such insurances as may be appropriate, in favour of or for the benefit of any current or former Director, employee or Trustee of the NRU.

3.1.10 Remuneration of Directors

To determine at the AGM what remuneration shall be appropriate in respect of all or any of the Directors on the Board.

3.1.11 Power to Establish Entities

To establish and disestablish companies, societies, trusts and any other entities, and to appoint and remove officers, directors and trustees of such bodies as deemed appropriate.

3.1.12 Power to Delegate

To delegate to any person committee or body the powers of the NRU to deal with any matters determined by the NRU from time to time, and to allow the Board to delegate any of the powers delegated to the Board to any person committee or body as the Board considers appropriate from time to time.

3.1.13 Rule-making Power

To make and amend rules, regulations and by-laws relating to the administration conduct and control of Rugby in the Province, provided that such rules, regulations and by-laws are not inconsistent with those of the NZRU.

3.1.14 Discipline

To determine those disciplinary matters that the Board considers appropriate disciplinary matters within the Province as provided for by the NZRU Rules for Disciplinary Hearings, and on any other matter relating to the conduct of any Member.

3.1.15 Appeals

To act as an appeal authority in the Province in respect of all matters relating to Rugby played in the Province or by players belonging to Members if there is a dispute, alleged misconduct or any other matter brought to the NRU for consideration, provided that any such appeal may be referred to the NZRU if such action is believed by the NRU to be warranted or desirable.

3.1.16 Expenditure

To use NRU money and property to pay the costs and expenses relating to furthering or carrying out the objects set out in Rule 2.1, and for that purpose to employ or remunerate such people as may seem expedient.

3.1.17 General

To do all such things as are incidental or conducive to the attainment of the above Objects.

3.2 No Pecuniary Gain

Nothing in this Constitution shall permit any part of the funds or property of the NRU to be used:

- a) Other than to further purposes recognized by the law, or
- b) For the sole personal or individual benefit of any Member. For the avoidance of doubt, "personal or individual benefit" does not include remuneration or payments for services rendered which comply with the requirements of this Constitution

3.3 Transactions with Members

Any transactions between the NRU and any Member or any associated person shall be at arms' length and in accordance with prevailing commercial terms on which the NRU would deal with third parties not associated with the NRU, and any payments made in respect of such transactions shall be limited to:

- a) A fair and reasonable reward for services performed;
- b) Reimbursement of expenses properly incurred;
- c) Usual professional, business or trade charges; and
- d) Interest at no more than current commercial rates.

4. MEMBERSHIP

4.1 Members of NRU

The Members of NRU shall comprise *three types*:

- (a) Full Members as per Schedule of Members.
- (b) Associate Members as per Schedule of Members.

- (c) Life Members as NRU in General Meeting shall elect under Rule 5 and as per Schedule of Members.

4.2 Membership Process

The persons defined in Rules 4.1 (a) and (c) shall by virtue of their election or appointment become members of NRU and shall remain members until retirement or until their terms of office or appointment cease.

Any rugby organisation or body within the Province, which is willing to conform to this Constitution, may apply to be considered for acceptance as a Full Member or as an Associate Member by applying in writing (in the form and including the information required by the Council of Union from time to time) with supporting material directly to the Chief Executive.

On receiving any such supporting application, the Chief Executive shall place the application before the next meeting of the Council of Union.

The Council of Union shall consider all such applications, and may request additional information from the applicant or any other person that the Council of Union considers appropriate.

If an application for acceptance as a Member is approved by a majority of the Council of Union, the applicant will be admitted as a Member from the date of such approval or such other date as may be stipulated by the Council of Union. The Council of Union shall determine whether a Member is admitted as a Full Member or as an Associate Member.

The Council of Union may at any time review the membership terms of any Full Member or Associate Member and may, if it considers it appropriate, change a Member or Members from one class of membership to the other.

4.3 Restrictive Conditions of Membership

Membership of NRU shall not confer on any member thereof any privilege or any estate, proprietary right, interest, or share in the funds and property of NRU, nor shall any member be personally liable for any of the liabilities of NRU.

4.4 Resignation of Membership

Any Member by giving to the Chief Executive notice in writing may resign the office or appointment by virtue of which such membership derives. Every such resignation shall take effect as from the date of the meeting of the Council of Union at which such resignation is accepted and thereupon such member shall cease to be a member of NRU.

4.5 Obligations of Membership

Members of NRU agree to be bound by the NRU Constitution, the Constitution of the NZRU, any regulations adopted by the NZRU, and subject to any domestic safety law variations, the Laws of the game, and the bylaws, regulations and resolutions of

the IRB and to ensure that, where applicable, the relevant rules provide that each of their respective members are bound by these same obligations.

4.6 Non-Compliance by Members

Any Member breaching any provision of this Constitution or any Regulation or By-Law of the NRU, or acting in a manner prejudicial to the interests of the NRU, shall be liable to:

- i) Suspension for a period by the Council of Union; and/or
- ii) Expulsion by the Council of Union; and/or
- iii) Such penalty as the Council of Union may at its discretion see fit to impose

4.7 Annual Subscriptions

The annual subscription payable by members or classes of Members to the NRU shall be fixed from time to time by the Council of Union. The Council of Union may, in its discretion, fix different subscriptions for different types of Members.

The Council of Union may suspend a Member from membership for such time as the Council of Union, in its absolute discretion, thinks fit if that Member's annual subscription is unpaid.

4.8 Termination of Membership

4.8.1 Grounds for Termination

A Member will cease to hold membership of the NRU if the Council of Union determines that, in the opinion of the Council of Unions

- an alteration of the boundaries of the Province has resulted in the activities of the Member no longer being carried on within the boundaries of the Province; or
- the Member is in willful breach of the powers, rights, obligations, responsibilities or authorities vested in the Member by this Constitution, or
- the Member is bringing or has brought the NRU or the game of Rugby into disrepute.

4.8.2 Expulsion

Any expulsion of a Member or any termination of membership shall be effected by resolution of the Council of Unions, such resolution being carried by a two thirds majority of the members of the Council of Unions at a meeting of the Council of Unions convened for that purpose.

Any inquiry or consideration of Member conduct by the Council of Unions shall be conducted in any such manner as the Council of Unions may deem proper within the constraints of natural justice.

5. LIFE MEMBERSHIP

5.1 Criterion for Life Membership

At any Annual General Meeting of NRU a Life Member or Life Members of NRU may be elected by reason of outstanding service rendered to NRU and taking into account the length of service, excellence of service and outstanding sacrifices and contribution to the NRU.

5.2 Nomination Procedure

Each nominee for Life Membership shall be proposed and seconded by two (2) Full Members. Such nomination shall be in the hands of the Chief Executive at least 28 days before the Annual General Meeting. The Chief Executive will forward the nomination to the Council of Union for a vote on this nomination. The Council of Unions must support nominations with at least 75 percent of votes at any general meeting before the Chief Executive notifies all Members.

5.3 Notification to Members

Once Council of Unions support nomination with at least 75 percent of votes at any general meeting, the Chief Executive shall give 14 days' notice to all Members of NRU.

5.4 Voting

At the Annual General Meeting the Life Membership shall be voted upon by ballot in accordance with Rule 11.3.4 and will become a Life Member if elected with no less than 75 percent of the formal votes cast by the Full Members.

5.5 Privileges

Upon election a Life Member shall be entitled to:

- (a) Receive a suitable badge.
- (b) Complimentary admission to all matches and grounds and grandstands under the jurisdiction of NRU.
- (c) Attend all General Meetings of NRU.
- (d) Such other privileges (if any and whether of a permanent or temporary nature) granted by NRU (or the Board of NRU on its behalf) from time to time.

6. PRESIDENT & KAUMĀTUA - PATRON

6.1 Definition

Subject to the provisions of Rule 6.3, the Members at the Annual General Meeting may elect a President of NRU [the President]. The Kaumātua of NRU [the Kaumātua] shall be appointed. The President or Kaumātua need not be a Member

of a Club or an Affiliated Body. No member of staff or Board of NRU shall be elected to the office of President or appointed as a Kaumātua.

6.2 Nomination Procedure

Any Member seeking to nominate a person for the office of President shall forward such nomination and a curriculum vitae ("CV") to the Chief Executive of NRU no later than 28 days before the Annual General Meeting. The Te Tai Tokerau Māori Rugby Trust Board will recommend the Kaumātua to the AGM.

6.3 Election and Term of President and Kaumātua

The President and Kaumātua shall be elected triennially (every third year) at the Annual General Meeting for a term of three (3) years. The maximum length of term a President or Kaumātua shall fill the role shall be six (6) years.

6.4 Vacancy

After the election of a President or appointment of the Kaumātua at an Annual General Meeting, should the office then become vacant during the year, the vacancy may be filled by appointment of the Council of Union for the balance of the term.

6.5 Role of President and Kaumātua

The functions of the President and Kaumātua shall be to carry out such duties as the Board may from time to time specifically request or delegate which may include but may not be limited to:

- (a) Representing NRU at specific ceremonial and official events approved by the Board or as invited by the Chief Executive from time to time.
- (b) Making agreed announcements requested or authorised by the Board in respect of teams and squads.
- (c) Assisting where possible the Board in fulfilling its intended long-term goals.
- (d) Carrying out such liaison duties between NRU and its Members as may be requested from time to time by the Board or by the Chief Executive.
- (e) The President and Kaumātua may attend Meetings of the Board with speaking but not voting rights.

6.6 Privileges

A President and Kaumātua shall be entitled to:

- (a) Receive a President or Kaumātua badge.
- (b) Complimentary admission to all matches and grounds and grandstands under the jurisdiction of NRU.
- (c) Attend all General Meetings of NRU.
- (d) Such other privileges (if any and whether of a permanent or temporary nature) granted by NRU (or the Board of NRU on its behalf) from time to time.

6.7 Patron

The Patron shall be elected by the members at the AGM and shall hold the position for 3 years and may be reappointed at subsequent AGMs. The Patron will be entitled to attend and speak at General Meetings but shall have no right to vote in his/her capacity as Patron. If the Patron through death or resignation does not complete their term, a replacement may be appointed by the Council of Unions.

The role of the Patron is to show their support for the NRU and to help establish or maintain public credibility of the NRU.

7. BOARD OF DIRECTORS

7.1 Composition of Board of Directors of NRU

The Board of Directors ["Board"] shall comprise a minimum of six (6) and maximum of eight (8) persons [Directors] appointed as follows:

- a. Up to Five Independent members selected by the Appointments Committee
- b. A representative of the Northland Council of Unions appointed Chairperson (Council of the Union Representative) ex officio
- c. A further Full Member representative of the Council of Unions appointed ex officio by the Council of Union
- d. Te Tai Tokerau Māori Rugby appointed member

7.2 Rotation of Directors

Two appointed Independent Directors shall retire each year by rotation and shall be eligible for re-election. The Chief Executive shall advise all Members with the notice of the Annual General Meeting which elected Director is retiring. The order of rotation shall be:

- a) Any independent Director who wishes to retire and does not offer to stand for re-appointment.
- b) Directors who have been longest in office since their last appointment.
- c) These compulsory retirement provisions do not apply to the Representatives appointed ex officio who will retire when he or she ceases to qualify for membership and will be replaced by the new holder of the relevant office or the Te Tai Tokerau Māori Rugby Trust Board appointed member.

7.3 Co-opted Directors

There will be no co-opted Directors appointed to the Board.

7.4 Advertising Vacancies

No later than 42 days (6 weeks) before the Annual General Meeting the Chief Executive shall place advertisements in the appropriate media, seeking applications from interested candidates to be considered for vacancies on the Board.

7.5 Vacancy

Any vacancy in the Board occurring between successive appointments of Board Directors of NRU may be filled by an appointment by the Board and that Director appointed shall be deemed to have been in office since the appointment of the Director whom he or she has been appointed to replace.

7.6 Vacating Office

The office of Director shall be vacated if the person holding that office:

- (a) Dies; or
- (b) Resigns by notice in writing to the Chief Executive; or
- (c) Is removed from office by a Resolution of the Board on the basis the said Director brings disrepute to the office, passed by all remaining Members of the Board, excluding the Member under consideration. All Members of the Board, excluding the Member under consideration, shall be present at a Meeting of the Board convened for that purpose.
- (d) Are absent for 3 consecutive Board meetings without leave.

7.7 Maximum Term

The maximum concurrent term a Director, including a council or NRU appointed board member (ex officio) or the Te Tai Tokerau Māori appointed member can serve on the Board is 3 terms (9 years). Unless a further term of no more than 3 years for that Director is approved by special resolution at an AGM or SGM. A Directors' term of office continues in any relevant year until the close of business of the Annual General Meeting of that year.

7.8.1 Chairperson

At its first meeting following an AGM, the board must elect a chairperson.

7.8.2 The Council of Union chairperson (ex officio) and the further full Member (ex officio) shall not be chairperson of the Board save and except only in the event of a casual vacancy created by a Chair departing where the best person on the Board should be elected as Chairperson. In that event the new Chairperson must immediately cease any ex officio role.

7.8.3 Any ex officio may apply through the Appointments Panel to be an appointed director and upon appointment must immediately cease their ex officio role and may then be elected as Chairperson.

7.8.4 Te Tai Tokerau Māori Rugby Trust Board member can be elected as the Chairperson.

7.9 Disclosure of Interests

Any Director who may derive some personal or financial gain shall disclose the nature and extent of their interest to the Board and shall take no part whatsoever in the matter before the Board where they hold such interest.

7.10 Domicile of Directors

All Directors must domicile in the Northland provincial rugby union region.

8. BOARD MEETINGS

8.1 Conduct of Meetings

- (a) At all Meetings of the Board each Director shall have one vote.
- (b) The voting at all Meetings of the Board shall be taken on a show of hands unless a motion to take a ballot shall be carried.
- (c) No debate shall be permitted on a motion to take a ballot.
- (d) Proxy and Postal votes are not permitted.

8.2 Chairperson's Voting Rights

The Chairperson of the Board shall have a casting vote as well as a deliberative vote.

8.3 Calling of Meetings

A Meeting of the Board may be summoned by the Chief Executive at any time and must be summoned on receipt of a written requisition signed by two Members of the Board specifying the object of the Meeting. Such Meeting shall be held within 5 days of the receipt of such requisition.

8.4 Quorum for Meeting

At any Meeting of the Board, two thirds of the Directors shall form a quorum. In the absence of the Chairperson (for that meeting), the Directors present will elect a chairperson.

8.5 Method of Meetings

A Meeting of the Board may be held as follows:

- (a) By a number of the Members of the Board which constitute a quorum being assembled together at the place, date and time appointed for the Meeting; or
- (b) 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 a quorum can simultaneously hear each other throughout the Meeting.

8.6 Resolution in Writing (Outside of meetings)

A Resolution in writing signed by 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 Meeting of the Board duly convened and held provided that the Directors signing the Resolution would constitute a quorum of the Board and would have the power

to pass such Resolution at a Meeting of the Board. 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 other electronic means is deemed to have been signed by such Director.

- 8.7 Except to the extent specified in this constitution, the Board will regulate its own procedure.

9. BOARD OF DIRECTORS - POWERS AND DUTIES

9.1 General Powers & Duties

- (a) The affairs of NRU shall be governed and managed by the Board of Directors. The Board shall be bound by the provisions of the Act and any Regulations, Bylaws, or directions made by NRU in General Meeting, which are not inconsistent with the Act.
- (b) In carrying out that responsibility the Board shall follow good commercial practice and shall ensure that a proper distinction is drawn between the Board's responsibility for governance of the NRU's affairs and the Chief Executive Officer's responsibility for management of the NRU's affairs.
- (c) The Board may exercise all powers of NRU other than those powers required by the Act or those powers required by this Constitution to be exercised by NRU in General Meeting. No Regulation made by NRU in General Meeting shall invalidate any prior act of the Board which would have been valid if that Regulation had not been made.
- (d) The Board may delegate to a Chief Executive such powers and authorities as may be deemed necessary and advisable and from time to time may extend, limit, amend, or revoke such delegated powers and authorities.
- (e) The Chief Executive shall attend Meetings of the Board or its Committees and at the discretion of the Board be afforded speaking rights. The Chief Executive shall have no voting rights.

9.2 Specific Powers and Duties

Without limiting the generality of the powers conferred by Rule 9.1 [*General Powers and Duties*] the Board shall have the following specific powers:

9.2.1 Stewardship of Assets

To provide stewardship of the finances and assets of NRU and to raise or borrow moneys and incur such liabilities for the purposes of NRU 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 NRU and to effect repayment from time to time.

9.2.2 Formation of Committees

- (a) To appoint/establish such committees as it may deem necessary, from time to time, to assist it in carrying out its duties, to fix and limit the powers and authorities of full committee, and to delegate any of its power to such committee.

9.2.3 External Relationships

To determine all matters of policy relating to any relationship between NRU and the NZRU and other local or national authorities or other bodies.

9.2.4 Promotion, Marketing and Sponsorship

To determine all matters of policy relating to the promotion, marketing and sponsorship of NRU including the power to delegate all or any of such powers to the Chief Executive or any Committee of the Board of NRU.

9.2.5 International and Representative Matches

To determine all matters of policy relating to promoting, marketing, sponsorship and administration of International and Representative matches.

9.2.6 Appointment of NRU Representatives

After consultation with the Chief Executive to appoint persons to represent NRU on any reviews, panels or working parties established by the NZRU and on other bodies as necessary.

9.2.7 Youth and Schools Rugby

To actively promote the playing of rugby by Youth in Clubs and in schools.

9.2.8 Employment of Chief Executive

To employ the services of a "Chief Executive" (or such other title as the Board shall designate) on such terms as the Board shall negotiate with them. The Chief Executive shall carry out such duties and shall have such delegated powers and responsibilities as from time to time may be prescribed by the Board.

9.2.9 Extent of Powers

To make decisions on any matters concerning the game of rugby which are not or which in the opinion of the Board are not provided for by this Constitution or by any Bylaws of NRU or the Constitution or regulations of the NZRU.

9.2.10 Regulations and Bylaws

To make alter or revoke Regulations and Bylaws affecting any matters concerning or in relation to the administration and control of the game of rugby within its own boundaries.

9.2.11 Resolution of Disputes

To hold enquiries into all matters questions and disputes and such enquiries shall be conducted in such manner as the Board may deem proper 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 thereof.

The disputes are not to be in relation to any appeal relating to a disciplinary matter dealt with at a lower level by a sub union or the NRU. Those disciplinary matters which are on appeal are to be dealt with by the NRU Appeals Committee appointed for that purpose.

9.2.12 Standing Orders

To make standing orders for the conduct of its affairs provided such standing orders are not inconsistent with this Constitution.

9.3 Appeals

The decision of the Board on all matters questions and disputes whatsoever shall be final. Nothing in this Rule shall prevent any Club or Affiliated Body appealing any such decision to the NZRU in accordance with any regulations or the Constitution of the NZRU.

9.4 Indemnity

The NRU shall indemnify the Directors in respect of all liabilities and expenses incurred in carrying out or attempting to carry out any of their powers under this Constitution or the Regulations or By-Laws of the NRU, and against all actions, proceedings, costs, expenses, claims and demands in respect of any matter done or omitted in relation to this Constitution, unless done or omitted through their own dishonesty, wilful default or negligence.

The Directors may retain and pay out of the funds of the NRU all such sums necessary to give effect to such indemnity.

9.5 Common Seal

The NRU shall have a common seal which shall be kept in the custody of the Executive Officer. The common seal shall be affixed to any document only by the authority of the Board.

10. COUNCIL OF THE UNION

10.1 Definition

The Northland Rugby Union Council [Council of Union] shall consist of delegates appointed by each Full Member and by each Associate Member. Each Full Member shall have the right to appoint one or two Delegates as determined by the Council

of Union. The number of Delegates for each of the Full Members at the date of adoption of this Constitution is as shown in the Schedule. Associate Member delegates will appoint Full Member delegates.

10.2 Role of the Council of the Union

The role of the Council of Union shall be to provide advice and assistance to NRU on matters associated with every aspect of the administration of rugby in Northland.

10.3 Appointment of Delegates

- a) The appointment of delegates to the Council of Union shall be made in writing to the Chief Executive Officer, under the hand of the Secretary of the relevant Member within 30 days of their respective AGMs.
- b) Such Delegates shall hold office as members of the Council until vacated in accordance with Rule 10.4.

10.4 Vacating Office

A delegate of the Council of Union shall cease to hold office if:

- i) The person ceases to be the delegate of or a member of a Full Member or an Associate Member
- ii) The body of which the delegate is a member ceases to be a Full Member or an Associate Member
- iii) Notice of the withdrawal of the appointment is given in writing by the Secretary of the Full Member or an Associate Member
- iv) The delegate resigns office by notice in writing to the Chief Executive Officer
- v) The delegate brings disrepute to their office or to the game of Rugby, as determined by the Council of Unions.

10.5 Casual Vacancy

In the event of any vacancy on the Council arising the appointing Member shall appoint some person other than the former Delegate to fill the vacancy by notice in writing to the Chief Executive Officer.

10.6 Election of Chairperson of Council of Union

The Council of Union shall elect a chairperson every year [the Council Chairperson] at the Council of Union AGM. Once appointed the Chairperson shall, whilst he or she holds office, cease to be a delegate of a Member and the Member which had appointed that person as a delegate shall be entitled to appoint a replacement delegate. In addition, the Council of Union may elect at its discretion a Deputy Chairperson to stand in for the Chairperson when the Chairperson is not available or as otherwise determined by Council of Union to be appropriate.

10.7 Quorum and Conduct of Meetings

- (a) At a meeting of the Council two thirds of Delegates of Full Members shall form a quorum.

- (a) At all Meetings of the Council of Union each Full Member Delegate shall have one vote.
- (b) The voting at all Meetings of the Council of Union shall be taken on a show of hands unless a motion to take a ballot shall be carried.
- (c) No debate shall be permitted on a motion to take a ballot.
- (d) The Chairperson of the Council of Union shall have a casting vote.

10.8 Powers and Duties of the Council

The Council shall function as a representative forum for Members.

10.8.1 Power to Appoint

At each Annual General Meeting, the Council shall elect members of the Appointments & Appeals Committee in accordance with this Constitution.

10.8.2 Remuneration of Directors

To determine at AGM what remuneration shall be appropriate in respect of all or any of the Directors on the Board.

10.8.3 Consultation

The Council shall be available for consultation on any matter relating to the administration, conduct or control of Rugby in the Province that the Board may see fit to put before them.

10.8.4 Power to Nominate

Members of the Council with voting rights are entitled to exercise, for and on behalf of their appointing Member, the rights and powers to nominate Officers and Directors of the Board conferred on Members by this Constitution.

11. MEETINGS

11.1 ANNUAL GENERAL MEETINGS

11.1.1 Nature and Purpose

The Annual General Meeting of the NRU shall be held not later than 31 May annually on a date determined by the Board for the purpose of:

- (a) Receiving the Board Report and audited statement of financial performance and statement of financial position for the past year.
- (b) Receiving the report of the Chairperson of the Board of NRU.

- (c) Receiving the report of the Chief Executive.
- (d) Electing:
 - (i) Subject to Rule 6.3 the President and Kaumātua of NRU; and
 - (ii) Such other Honorary positions as from time to time shall be necessary.
 - (iii) Members of the Appointments Committee for the ensuing year
- (e) Appointing the Auditor. The Auditor shall not hold any other office in NRU.
- (f) Considering Notices of Motion provided that if the carrying of a proposed Motion would in the opinion of the Board materially affect any of the above-mentioned business, then such Motion shall be dealt with prior to such business.
- (g) Transacting General Business.

11.1.2 Notification of Business

Not less than 21 days' notice of the date of an Annual General Meeting shall be given by the Chief Executive of NRU by sending notice to the Members of NRU defined in Rule 4.1(c) [*Individuals as Members*] and in the case of Members of NRU defined in Rule 4.1(a) and (b) [*Organisations as Members*] by sending notices for them to the President and Secretary of the Clubs and Affiliated Bodies appointing the Members.

11.1.3 Business of Meeting

No business other than that stated shall be transacted unless notice thereof shall have been given in writing to the Chief Executive of NRU, at least 10 days prior to the Meeting.

11.1.4 Agenda and Reports

A copy of the Agenda and the Annual Accounts and Annual Reports referred to in Rule 12.2 [*Reports*] shall be forwarded in the same manner hereinbefore provided for Notice of the Meeting at least 7 days before the date of the Meeting.

11.2 SPECIAL GENERAL MEETINGS

11.2.1 Requisition Procedure

A Special General Meeting may be convened by the Chief Executive of NRU at any time and shall be so convened and held within 21 days after receipt of a requisition signed by three Full Members, or a requisition authorised by the Board in each case stating the business for which the Meeting is called.

11.2.2 Notification Procedure

Fourteen days' notice must be given by the Chief Executive of NRU of such Meeting and the Agenda for such Meeting shall be sent to the Members of NRU in the same manner as provided for in Rule 11.1.2 [*Notification of Business*] stating the business

for which the Meeting is called. No business other than that stated in the notice shall be transacted at such Meeting.

11.2.3 Requirement to Notify Members

Every notice required to be given to the Members or any of them shall be deemed to have been duly delivered if posted in a pre-paid letter addressed to each Member at that Member's last known place of residence or business or emailed to an email address notified to the Chief Executive or NRU by the Member.

11.3 GENERAL MEETINGS

11.3.1 The Role of the Chairperson

The Chairperson of the Council of Union shall Chair the Annual General Meetings and Special General Meetings of NRU. In the event of the absence of the Chairperson of the Council of Union the Chairperson of the Board shall take the Chair.

11.3.2 Representation at General Meetings

At all General Meetings of NRU whether Annual or Special the Members as well as the Auditor, Affiliated Bodies, persons holding Honorary positions or representing Honorary appointees and the Delegates to the NZRU shall be entitled to be represented and to attend and speak.

11.3.3 Delegates

Delegates at a General meeting shall comprise the following persons only:

- a) Representatives from each Full Member as per the Schedule of Members.
- b) The Patron, President and Chairperson
- c) Directors of the NRU may not act as Delegates. No Delegate shall represent more than one member.

11.3.4 Conduct of General Meetings

(i) Voting

- a) Each Delegate of a Full Member shall be entitled to one vote. Delegates of Associate Members shall not have a vote.
- b) The Chairperson of the Council of Unions if entitled to a vote shall have a casting vote but no deliberative vote.

(ii) At all General Meetings whether Annual or Special, the provisions of rules 11.3.4 to 11.3.5 shall apply.

(iii) The voting on all matters (except those provided for in Rule 5 [Life Members] which shall be by ballot) shall be taken by a show of hands or majority by voice, either option being at the choice of the Chairperson of the meeting, unless a motion to take a ballot shall be proposed and carried, or unless the Chairperson decides upon a ballot, Parties entitled to vote are members as defined, with the

modifications as set out in 11.3.4 above, subject to actual persons being physically present at the meeting and representing the member.

(iv) For any election required at General Meetings:

- (a) If the number of candidates is the same as the number of vacancies those candidates are deemed elected,
- (b) Where the number of candidates exceeds the number of vacancies, each vacant position will be voted on individually. The successful candidate must receive a majority of the votes cast.
- (c) The person with the least number of votes at each ballot will be removed from the list and a further ballot held. This process will be repeated until the vacancies have been filled. In the case of any dispute as to the admission or rejection of a vote at a General Meeting the Chairperson of the General Meeting will determine the same and such determination will be conclusive.

(v) No debate shall be permitted on a motion to take a ballot.

(vi) In any ballot for election every vote cast shall be for not more than the full number allotted otherwise the vote shall be invalid.

(vii) Every question shall be decided by a majority of formal votes cast unless otherwise provided herein.

(viii) In the case of an equality of votes the Chairperson of the Meeting shall have a deliberative vote as well as a casting vote.

(ix) In the event of any one person being entitled to vote by more than one qualification such person shall vote only on behalf of one body and shall at the commencement of the Meeting specify the body on behalf of which such vote is cast.

11.3.5 Quorum for General Meetings

A quorum at all General Meetings whether Annual or Special shall consist of not less than 66 percent of the voting entitlement, as measured under the ballot rules of Rule 11.3.4, of the Full Members referred to in Rule 4.1(a).

11.3.6 Resolutions Binding

A resolution passed by the required majority at any General Meeting binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

11.3.7 Irregularity of Meeting

- a) If any irregularity shall occur in the convening or holding of any General Meeting, whether Annual, Scheduled or Special, or in any election or any other proceedings at any such meeting:
 - i) If such irregularity has not been noticed and objected to during that meeting, all such proceedings at such meetings shall be of the same force and validity as if no irregularity had occurred.

- ii) If any such irregularity shall be noticed and objected to, the meeting shall decide on the matter by majority vote, and such decision shall be final and conclusive.
- b) This Rule shall not apply to any proceedings involving any alteration to this Constitution.

12. APPOINTMENTS COMMITTEE

12.1 Definition

The Appointments Committee shall consist of:

- a) The Appointments Committee Chairperson, and
- b) The Board Chairperson or, if his or her position on the Board is up for consideration then his or her place on the Appointments Committee will be taken by another appointee of the Board; and
- c) The Council of Unions Chairperson; and
- d) Two persons elected annually by the Council at the Annual General Meeting who should have experience in Governance.

12.2 Terms of Office

The elected members of the Appointments Committee shall hold office for a term of one year, until the election of members of the Appointments Committee at the next ensuing Annual General Meeting.

12.3 Appointments Committee Chairperson

The Appointments Committee Chairperson shall be appointed by the NZRU or their nominee. If there is no such person to make that appointment or if that person declines to make the appointment then that role of appointing the Appointments Committee Chairperson will be filled by an alternative similar body selected by the Board and the present members of the Appointments Committee. In selecting the person to fill that role of appointing the Appointments Committee Chairperson will be had to have a person who is able to act independently from the NRU and has expertise and understanding in matters relating to sports governance.

12.4 Nomination

Nominations of persons for election to the Appointments Committee (other than ex officio members of that Committee) may only be made by Members in writing accompanied by the written consent of each nominee. Such nominations shall be in the hands of the Chief Executive Officer not less than 28 days before the Annual General Meeting of the Council.

12.5 Disqualification

- a) No Director shall be eligible for appointment to the Appointments Committee by election.
- b) No staff member directly employed by the NRU is eligible for appointment to the Appointments Committee.

- c) No Officer shall be eligible for appointment to the Appointments Committee including President, Kaumātua or Patron.

12.6 Responsibility of Appointments Committee

- a) In exercising its power under this Rule, the Appointments Committee shall consider nominations made under this Constitution, but is not restricted to appointments from such nominations
- b) In making such determinations, the Appointments Committee shall have regard to the other provisions of this Constitution.

12.7 Principles for Appointment of Directors

- a) Domicile of Director to be in Northland rugby provincial union province in accordance with clause 7.10.
- b) The Appointments Committee shall use its best endeavours to appoint Directors of the Board who have specific and relevant skills, qualifications and experience that are likely to add value and benefit to the activities of the Board.
- c) The Board shall brief the Appointments Committee on its needs, but, without limitation, the Committee shall consider the need for:
 - i) A suitable balance of well-developed business and professional skills, relevant experience, and membership representation
 - ii) Personal attributes that enhance the Board's team dynamics and harmonization; and
 - iii) The inclusion of at least two independent Directors to the Board. For the purposes of this paragraph "independent" shall mean independent of management and free from any business, club or NRU or sub-union relationship, affiliated committees or Funders or circumstance that could materially interfere with the exercise of a Director's judgment.
- d) In considering candidates for appointment the Appointments Committee shall take into account the relevant skills required for the Board to meet the needs of the NRU. Without limiting the generality of the foregoing the following skills/attributes should be available within the Board:
 - Diversity
 - Geographical spread
 - Accounting/financial
 - Chairpersonship
 - Communications
 - Contemporary management experience
 - Corporate/Sports governance
 - Human resources (CEO issues particularly)
 - Rugby knowledge
 - Information technology
 - Legal
 - Marketing
 - Risk Management

- Strategic vision

12.8 Committee Meetings

A meeting of the Appointments Committee shall be summoned by the Chief Executive Officer as required to make appointments.

12.9 Quorum

At a meeting of the Appointments Committee four members of the Committee shall constitute a quorum

12.10 Voting

- a) Each member of the Appointments Committee shall have one vote.
- b) The voting at all meetings of the Appointments Committee shall be by ballot or as determined by the Appointments Committee.
- c) The Chairperson of the Appointments Committee shall have a deliberative and a casting vote.

12.11 Aspiring Director

The Appointments Committee may appoint an aspiring director to the board as follows:

- a) For a term of one year and may be appointed for a further term of one year by the Appointments Committee
- b) The aspiring director has no vote

13. JUDICIAL PANEL & APPEALS COMMITTEE

13.1 Judicial Panel

There shall be a Judicial Panel or Officer of the NRU appointed in accordance with NZRU Regulations. All Judicial Officers will not be a Full Member or be an NRU Officer.

13.2 Appeals Committee

There shall be an Appeals Committee of the NRU which shall be appointed by Members at Annual General Meeting.

13.3 Terms of Office

The elected members of the Appeals Committees shall hold office for a term of one year and may be re-appointed at the next ensuing AGM.

13.4 Function of the Appeals Committee

It shall be the function of the Appeals Committee to act in the name of the NRU for the purposes of hearing and determining any appeal in relation to disciplinary proceedings.

14. FINANCE, ANNUAL REPORT AND AUDIT

14.1 The Financial Year

The financial year of Northland Rugby shall close on 31st December in each year or until changed at a Annual General Meeting.

14.2 Reports

A report of the year's activities and a Balance Sheet and a Statement of Accounts shall be prepared by the Board of Directors for presentation to the AGM. The balance sheet and statement of accounts shall be audited prior to the AGM.

14.3 Appointment of Auditor

The accounts of Northland Rugby shall be audited by an Auditor who shall be appointed by the Annual General Meeting of Northland Rugby and who shall not hold any other office in Northland Rugby. The Auditor shall be a practicing Chartered Accountant and who shall, not later than one month after the end of the financial year, examine the accounts, and shall certify the annual statement of accounts and balance sheet. The Board of Directors shall, in the event of such appointed Auditor being unable to act or resigning his office, appoint another Auditor.

14.4 Responsibilities of Board of Directors

- (a) All funds of NRU shall be paid into a bank to the credit of NRU and all accounts shall be authorised for payment by the Chief Executive pursuant to levels of delegated authority set by the Board of Directors from time to time.
- (b) The Board of Directors shall cause true accounts to be kept of the assets and liabilities of Northland Rugby, of all monies received and expended by Northland Rugby, and the matters in respect of which such receipt and expenditure takes place. The books of account shall be kept at the registered office of Northland Rugby.

15. REGISTERED OFFICE

The Registered Office of NRU 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.

16. REPRESENTATIVE COLOURS

- a) The colours of Northland Rugby shall be blue, and can be decided by the Board and with the approval of the Council.

17. ALTERATION OF RULES

17.1 Required Majority at a General Meeting

This Constitution shall not be altered added to or rescinded except on a vote of a majority of two-thirds of the Members present and entitled to vote at any Annual General Meeting or at a Special General Meeting duly convened for that purpose.

17.2 Notification Procedure

Notice of any proposed alteration addition or rescission must be given in writing to the Chief Executive at least 28 days before the Meeting at which it is intended to propose such alteration addition or rescission and be signed by the proposer and seconder who may be any Member of NRU. At least 14 days before the General Meeting this shall be accompanied by a written explanation of the reasons for the proposed alterations, additions, or rescission, and any recommendations from the Board in respect of the proposal.

17.3 IRD

No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be approved without the approval of the IRD. The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

18. LIQUIDATION

18.1 Criteria for Liquidation

NRU may be put into liquidation in the manner provided by the Act.

18.2 Criteria for Transfer of Surplus Assets to the NZRU

Upon the liquidation of NRU the surplus assets available after the payment of all liabilities shall be paid or transferred to the NZRU to be applied by the NZRU for the promotion of Rugby in Northland.

18.3 Criteria for Transfer of Surplus Assets to Other than the NZRU

If at the time of the winding up of NRU the NZRU shall not be in existence then the said surplus assets shall be applied to such object or objects as may be decided by a majority of votes of the members present at a Special General Meeting of NRU provided that such object or objects are consistent with the objects of NRU and provided further that no Member of NRU obtains a pecuniary gain as a result of any such decision.

Definitions

“Act” means the Incorporated Societies Act 2022 and any regulations made under that Act.

“Board” means the NRU Board of Directors

“Domiciled” means place where you maintain a permanent home

“Province” means the area and boundary of the NRU’s Jurisdiction as determined by NZR from time to time.

19. Transition

The current Directors of the Board shall continue in their role until the next AGM held and are eligible to apply to be re-appointed in accordance with this constitution.

The Te Tai Tokerau Māori Rugby Trust Board appointed member and Council of Union (ex officio) Directors shall be appointed immediately following the meeting where this constitution is passed and shall attend the first meeting of the Board after the constitution is passed. It is acknowledged that the number of directors up the AGM in 2024 may be more than 8 Directors.

The Kaumātua shall be appointed at the AGM held in 2024.

20. SCHEDULE OF MEMBERS

FULL MEMBERS

Whangarei and Districts Sub Union	2 delegates
Northern Wairoa Sub Union	2 delegates
Rodney Sub Union	2 delegates
Bay of Islands Sub Union	2 delegates
Hokianga Sub Union	2 delegates
Mangonui Sub Union	2 delegates
Northland Junior Council	2 delegates
Northland Rugby Referees Association	2 delegates
Northland Womens Rugby	1 delegate
Te Tai Tokerau Māori Rugby Trust Board	1 delegate

LIFE MEMEBERS

Glenn Taylor	Barry Beazley (deceased)
Graham Kidd	Sid Going
Keith Pearson (deceased)	George Goodhew
Percy Erceg (deceased)	Merv Paul
Phil Halse	Graham McRae
Richie Guy	Don Nicholson

ASSOCIATE MEMBERS

Aupouri Rugby Football Club	Okaihau Rugby Football Club
Awanui Rugby Football Club	Old Boys Marist Rugby & Sports Club (OBM)
Broadwood Rugby Club	Onerahi Rugby Football Club
City Rugby Football Club Inc	Opononi Rugby Football Club
Dargaville Old Boys Rugby Club	Otamatea Hawks Rugby
Dargaville Rugby & Sports Club	Otaua Rugby Football Club
Eastern United Rugby Club	Otiria Rugby Football & Sports
Eastern Kaiwaka Rugby Club	Paihia Rugby Football Club
Hikurangi Rugby Football Club	Panguru Rugby Football Club
Hora Hora Rugby Football Club	Paparoa Rugby Football Club
Horeke Rugby Club	Pawarenga Rugby Football Club
Kaeo Rugby Football Club Inc	Pipiwai Rugby Football Club
Kaihu Valley Rugby Football Club	Rawene Rugby Football Club
Kaikohe Rugby Football Club	Ruawai Rugby Football Club
Kaitaia City Rugby Football Club	Southern Rugby Football Club
Kaitaia Pirates Rugby Football Club	Taheke Football Club
Kamo Rugby & Squash Club	Takahue Rugby Football Club
Kerikeri Rugby Football Club	Te Rarawa Rugby Football Club
Manaia Rugby Club	Tikipunga Rugby Football Club
Mangakahia Rugby Football Club	Tomarata Rugby Football Club
Marist Rugby Football Club	United Kawakawa Rugby Club
Mangamuka Football Club	Vikings Rugby Football Club
Maungaturoto Rugby Club	Waima Rugby Football Club
Mid Northern Rugby Football Club	Waimamaku Rugby Football Club
Mid Western Rugby Club	Waipapakauri Rugby Football Club
Moerewa Rugby Football Club	Waipu Rugby & Squash Club
MotuKohu Rugby Football Club	Wellsford Rugby Football Club
North Hokianga Sports Club	Whangaruru Rugby Football Club
Ohaeawai Rugby Football Club	Whirinaki Rugby Football Club