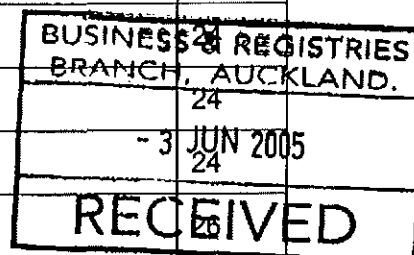


THE CONSTITUTION AND RULES
- O F -
THE NORTHLAND RUGBY FOOTBALL UNION INCORPORATED

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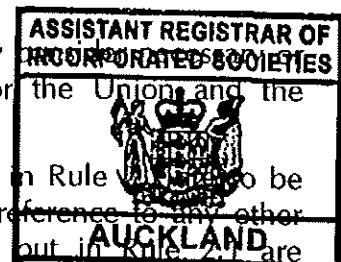
THE CONSTITUTION AND RULES OF NORTHLAND RUGBY UNION INCORPORATED

1. NAME AND CONSTITUTION

- .1 **Name:** The name of the Union is "The Northland Rugby Union Incorporated" (referred to in these Rules as "the Union").
- .2 **Incorporation:** The Union was incorporated under the Incorporated Societies Act 1908 on 23 March 1933, under Number AK222932.
- .3 **Registered Office:** The Registered Office of the Union shall be at Whangarei or at such other 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.
- .4 **Constitution:** These rules were adopted by way of amendment on
- .5 **Membership of NZRU:** The Union must be affiliated to the NZRU, and shall be subject to and abide by the rules and regulations of the NZRU and any alterations to those rules and regulations as may be in force from time to time.
- .6 **Composition of the Union:** The Union comprises the Members listed in Schedule 1 of this Constitution which operate within the boundaries of the Union as may be admitted to the Union from time to time in accordance with this Constitution

2. OBJECTS

- .1 **Objects:** The objects of the Union 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 Union representative teams.
 - d. 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 deem desirable to promote the interests of Rugby for the Union and the Province.
- .2 **Independent Construction:** Each of the objects set out in Rule 2.1 are 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 Union.



3. POWERS

.1 In addition to its statutory powers under the Act, the Union 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 Rule 2.1, the Union shall have the following powers:

a. **Expenditure**

To use Union money and property to pay the costs and expenses of 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.

b. **Acquisition of Property, Rights and Privileges**

To purchase, lease, hire, exchange or otherwise acquire any property or any related right or privilege, and to hold, improve, develop, manage, let or lease, sell, exchange or otherwise dispose of, any such property, rights and privileges.

c. **Management of Buildings and Improvements**

To construct, alter, improve, enlarge, pull down, remove, replace or otherwise manage any buildings, playing grounds or other improvements which may be on any of the real or leasehold property of the Union or on any property in respect of which the Union enjoys a license to occupy or any other occupation right.

d. **Power to Borrow**

To borrow money in such manner as the Union may think fit, and to give security for such borrowing by the issue of securities or by mortgage or charge upon the whole or any part of the property or assets of the Union (whether present or future), and to purchase, redeem or pay off any such securities.

e. **Loans and Guarantees**

To lend and advance money, and to give guarantees or become surety for the payment of money or the performance of contracts or obligations of any person.

f. **Raising Funds**

To raise money by subscriptions or any other means, and to grant rights to sponsors, promoters or fund raisers.

g. **Power to Invest**

To invest and deal with the money of the Union 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 property or securities, or by depositing such money with any institution at interest, and to vary such investments from time to time.

h. **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 Board Member, employee or Trustee of the Union.

i. **Remuneration of Directors**

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

j. **Power to Contract**

To act in the exercise of all or any of the powers conferred upon the Union jointly with any person, partnership, corporation, company, trust or society (whether incorporated or not), and to become jointly or jointly and severally liable with any of the foregoing on any such contract or obligation.

k. **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.

l. **Power to Delegate**

To delegate to any person committee or body the powers of the Union to deal with any matters determined by the Union 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.

m. **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.

n. **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.

o. **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 Union for consideration, provided that any such appeal may be referred to the NZRU if such action is believed by the Union to be warranted or desirable.

.2 **No Pecuniary Gain**

Nothing in this Constitution shall permit any part of the funds or property of the Union 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 **Transactions with Members**

Any transactions between the Union and any Member or any associated person shall be at arms' length and in accordance with prevailing commercial terms on which the Union would deal with third parties not associated with the Union, 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 Independent Construction

Each of the powers set out in this Constitution are to be construed independently and are not to be limited by reference to any other power set out in the Rule. Each of the powers set out in this Constitution are independent powers of the Union.

4. CONDUCT OF BUSINESS

.1 The affairs of the Union shall be transacted in accordance with the provisions of this Constitution, by:

- a. the Union at General Meeting, or
- b. the Board.

5. MEMBERSHIP

.1 Members

The Union shall have three types of Members: Full Members, Associate Members and Life Members.

.2 General Provisions for Members

a. Compliance with Rules

All Members:

- i. Are bound by this Constitution and any Regulations and By-Laws of the Union;
- ii. Accept and enforce all decisions of the Union, the Board, or other decision-making body duly constituted under this Constitution; and
- iii. Agree to promote the interests and the objects of the Union.

b. Non-Compliance by Members

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

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

.3 Restrictive Conditions of Membership

Membership of the Union shall not confer on any Member any privilege, right, interest or share in the funds and property of the Union, nor shall any Member be personally liable for any of the liabilities of the Union.

.4 Register of Members

The Chief Executive Officer shall keep a membership register recording Members' names and addresses and the dates each Member became a Member. The register shall also state which class of Members each Member belongs to.

Every Member shall advise the Chief Executive Officer of any change of address.

.5 Full Members

The Full Members at the commencement of this Constitution shall comprise those listed in the Schedule together with any other Full Member accepted in accordance with this Constitution.

.6 Associate Members

The Associate Members at the commencement of this Constitution shall comprise those listed in the Schedule together with any other Associate Member accepted in accordance with this Constitution.

.7 Life Members

The Life Members at the commencement of this Constitution shall comprise those listed in the Schedule together with any other Life Member accepted in accordance with this Constitution.

.8 Membership Procedure for Full and Associate Members

Any sub-union, 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 Board from time to time) with supporting material directly to the Chief Executive Officer.

On receiving any such application the Chief Executive Officer shall place the application before the next meeting of the Board.

The Board shall consider all such applications, and may request additional information from the applicant or any other person that the Board considers appropriate. If the Board considers it appropriate the Board may refer any application or applications to the Council for consultation.

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

The Board 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. If the Board considers it appropriate the Board may refer any proposed change to the classification of any Member or Members to the Council.

.9 Members' Rules

A copy of the rules or constitution adopted by each Member and of any subsequent changes to such rules shall be submitted to and approved by the Board. In any case where the constitution and rules of such Member conflict with the Constitution and Rules of the Union, the Union's Constitution and Rules shall apply.

The jurisdiction of the Union extends to and is acknowledged by all Members. A Member shall where appropriate and subject to the jurisdiction of the Union,

exercise control in its locality. In the event of a dispute the Union shall be the adjudicator.

.10 Delegation

The Union or the Board may delegate to Members such powers and authorities as may be deemed necessary and advisable and from time to time may extend, limit, alter or revoke such delegated powers and authorities.

.11 Annual Subscriptions

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

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

.12 Resignation of Membership

- a. Any Member may, by giving the Chief Executive Officer notice in writing, resign the office or appointment by virtue of which such membership derives.
- b. Every such resignation shall take effect as from the date of the meeting of the Board at which such resignation is accepted, and such Member shall then cease to be a Member.

.13 Termination of Membership

a. Grounds for Termination

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

- 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 wilful 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 Union or the game of Rugby into disrepute.

b. Expulsion

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

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

.14 Outstanding Obligations

If any Member ceases to be a Member that cessation of membership shall be without prejudice to the Union's right to recover any property of the Union or outstanding money payable to the Union, or for the Union to insist on the performance of any obligation or prior arrangement up to and including the date of effective cessation of membership.

6. LIFE MEMBERSHIP

.1 Criterion for Life Membership

At any Annual General Meeting a Life Member or Life Members may be elected by reason of outstanding service rendered to the Union.

.2 Nomination Procedure

Each nominee for Life Membership shall be proposed and seconded by two Members. Such nomination shall be in the hands of the Chief Executive Officer at least 35 days before the Annual General Meeting. On receiving the nomination the Chief Executive Officer shall place the nomination before the next meeting of the Board.

.3 Role of the Board

The Board shall consider the merits of the nomination for Life Membership and determine whether or not the nominated person should be approved for election as a Life Member at an Annual General Meeting.

No person's name shall be put forward at any Annual General Meeting for election as a Life Member unless the nomination of such person shall first have been approved by at least 75 percent of the members of the Board.

.4 Notification to Members

Following approval of a nomination by the Board, the Chief Executive Officer shall give at least 14 days notice of such nomination to the Members.

.5 Election at AGM

A nominated Life Member will become a Life Member if elected by at least 75 percent of the formal votes cast by ballot at an Annual General Meeting.

.6 Privileges

From time to time the Board shall determine what benefits are to be provided to Life Members.

.7 Termination of Life Membership

A Life Member may be removed by resolution of the Union at a General Meeting of which prior notice was given in the notice of meeting, and which is passed by a 75 percent majority of the formal vote cast by ballot.

No person's name shall be put forward at any General Meeting for removal as a Life Member unless the removal of such persons shall first have been recommended by a majority vote of at least 75 percent of the members of the Board.

7. OFFICERS OF THE UNION

.1 Definition

The Officers of the Union shall be

- the Patron,
- the President,
- the immediate Past President, and

- the Presidents for the time being of any Sub-Unions who shall be the Vice Presidents of the Union.

.2 Term of Office

The Patron and President shall be elected annually by ballot at the Annual General Meeting for a term of one year, and shall hold office until their successors are elected at the next ensuing Annual General Meeting or until their office is vacated in accordance with Rule this Constitution.

The Patron shall be eligible for re-election.

The President shall be eligible for re-election until he or she has held such office for a period of not more than three successive years, and then shall retire. Thereafter he or she shall not be eligible for re-election until after the expiry of three years from the date of his or her retirement.

.3 Nomination Procedure

Nominations of persons for election as Patron and President 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 21 days before the Annual General Meeting.

Not less than 14 days prior to the Annual General Meeting the Chief Executive Officer shall circulate to all Members a list of all people nominated for office and such information as may be supplied to the Chief Executive Officer in support of each nomination.

The intention is that nominations of officers are made in the manner outlined above. However if no written nominations are received in the manner described above then nominations may be made from the floor at the Annual General Meeting. It is not intended that nominations should be taken from the floor as a matter of course and that that method of nomination should only be used in exceptional circumstances to enable appointments to be made in the absence of nominations made in the ordinary manner.

.4 Vacating Office

a. Vacancy

An Officer shall cease to hold office if such person:

- Dies; or
- Resigns by notice in writing to the Chief Executive Officer; or
- The Board passes a resolution by a 75 percent majority that the Officer has brought or is bringing the Union or the game of Rugby into disrepute.

b. Return of Union Property

Each Officer shall, within one calendar month of submitting their resignation or ceasing to hold office, deliver to that Officer's successor all books, papers and other property of the Union held by such former Officer.

c. Casual Vacancy

If a vacancy in the Officers occurs during any year, such vacancy may be filled by the Board. Any such nominee shall retire at the next Annual General Meeting, but shall be eligible for re-election subject to the provisions of this Constitution.

8. BOARD

.1 Definition

The Board shall consist of not fewer than seven and not more than nine persons. The Board in existence at the date of the adoption of this Constitution shall continue in office subject to the other provisions of this Constitution. The Council Chairperson for the time being (or another nominee of the Council in his or her place) shall be a member of the Board ex officio. The number of members of the Board (within the limits mentioned above) shall be determined by the board from time to time in consultation with the Appointments Committee.

.2 Term of Office

Each Director shall hold office as a Director from the time of their appointment until their retirement from office or until that office is vacated.

.3 Sequence of Retirement

Each year three Directors shall retire from office. The Directors to retire shall be selected as follows:

- a. First: Any Director who wishes to retire and does not offer to stand for re-appointment.
- b. Second: Those Directors who have been longest in office since their last appointment. As between persons who were last appointed Directors on the same day, those to retire shall be determined by lot. A retiring Director shall be eligible for re-appointment.
- c. These compulsory retirement provisions do not apply to the ex officio member of the Board who will retire when he or she ceases to qualify for membership and will be replaced by the new holder of the relevant office.

.4 Vacating Office

a. Vacancy

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

- i. Dies; or
- ii. Resigns by notice in writing to the Chief Executive Officer; or
- iii. There is a new Director planed as replacement for Director.

or if the Board passes a resolution by a 75 percent majority that the Officer has brought or is bringing the Union or the game of Rugby into disrepute.

b. Return of Union Property

Each Director shall, after submitting resignation or ceasing to hold office,

- i. forthwith deliver to the Chief Executive Officer all books, papers and other property of the Union or records of the Union's affairs held by such former Director and
- ii. Be bound to keep confidential the business and affairs of the Union.

.5 Casual Vacancies

Any vacancy in the Board occurring between successive Annual General Meetings may be filled by the Board, but any Director so appointed shall retire prior to the next Annual General Meeting when a replacement Director is appointed. Such Director shall be eligible for nomination.

.6 Nominations

By 1 October each year the Chief Executive Officer shall advise the Full Members of the number of vacancies on the Board for which nominations may be received. Nominations and applications must be in writing in the form and containing the information required by the Directors by 1 November.

Applications for appointment as a Director shall be made by either:

- a. Nomination by a Member in writing accompanied by the written consent of the nominee; or
- b. Application in writing, with material in support of such application, directly to the Chief Executive Officer.

.7 Disqualification

No staff member directly employed by the Union is eligible for appointment to the Board, provided however, that a person who acts for the Union in a professional capacity may be a Board member.

.8 Appointment

As soon as may be practicable after 1 November each year, the Chief Executive Officer shall convene a meeting of the Appointments Committee. Such meeting shall be convened for the purpose of considering the nominations and appointing the replacement or (where required) new Directors who shall take office immediately they are appointed.

.9 Election of Chairperson of Board

Each year, at the first meeting of the Board after the replacement and any new Directors have been appointed, the Board shall elect a Board Chairperson.

9. POWERS AND DUTIES OF THE BOARD**.1 Board to Manage**

The Board shall be responsible for the governance and management of the affairs of the Union, and in doing so the Board may exercise all powers of the Union not required by the Act or by this Constitution to be exercised in General Meeting. 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 Union's affairs and the Chief Executive Officer's responsibility for management of the Union's affairs.

In exercising such powers the Board shall be bound by the provisions of the Act, this Constitution, any Regulation or By-law of the Union in force, and any direction made by the Union in General Meeting not inconsistent with any of the foregoing.

No Regulation made by the Union in General Meeting shall invalidate any prior act of the Board which would have been valid if that Regulation had not been made.

.2 Particular Powers

Without limiting the generality of the powers conferred by this Constitution, the Board shall have the following powers:

a. Management of Assets and Borrowing

To control and manage the funds and property of the Union, except such funds and property as may be under the control of the Trustees of the Union.

To raise or borrow money and incur such liabilities as may be necessary or desirable for the purposes of the Union, and to secure the repayment of the same by mortgage or charge upon the whole or any part of the assets of the Union.

b. Right to Vest in Trustees

To vest in the Trustees of the Union any property, securities or money of the Union upon such trusts and subject to such conditions as may from time to time be determined.

To define the powers and duties of the Trustees with respect to such property, securities or money so vested, and from time to time to vary such powers and duties.

c. Conditions of Affiliation

To determine all matters of policy relating to the affiliation to the Union.

d. Planning

To develop the Union's Annual Plan and Budget, and Strategic Plan for the Union. The Council shall be consulted in developing such plans.

e. Monitoring

To be responsible for ensuring that appropriate systems are established to monitor and report on the use of Union resources, strategic plan achievements, financial performance, budget achievement, management performance and risk assessment.

f. Formation of Committees

To appoint, from its own members or otherwise, such Committees, Sub-Committees or Advisory Groups as it may deem necessary or desirable from time to time to assist it in carrying out its duties, and to fix and limit the powers and authorities of such bodies and to delegate powers to those bodies as it deems appropriate.

Such powers shall include, without limitation, the appointment of any Union committee or other body referred to in the NZRU Rules for Disciplinary Hearings.

g. External Relationships

To determine all matters of policy dealing with relationships with the NZRU and other local and national authorities and bodies.

h. Matches

To determine all matters of policy and arrangements relating to International and Representative matches, Inter Sub-Union matches and any other match under the Union.

To arrange, regulate and control all matches other than International and Senior Representative matches as it may seem desirable. For such purposes it shall have the power to make, alter and revoke By-Laws and Regulations relating to grade competitions.

i. Promotion, Marketing and Sponsorship

To be responsible for promotion and sponsorship of the game of Rugby in the Province.

j. Appointment of Union Representatives

To appoint persons to represent the Union as delegates to the NZRU and on other bodies as necessary.

k. Appointment of Selectors

To appoint a Selector or Selectors and Managers for the purpose of selecting and managing Representative Teams of the Union.

l. Employment of Staff

To employ the services of a Chief Executive Officer and such other staff as may be necessary from time to time, in order to establish a staffing structure to enable the Union to function effectively and comply with NZRU governance and administration requirements.

The Chief Executive Officer and other staff shall be employed on such terms as the Board shall negotiate with them, and shall carry out such duties as may from time to time be prescribed by the Board.

The Chief Executive Officer shall be entitled to attend all meetings of the Union and the Board, but shall have no vote.

m. Regulations and Bylaws

To make, alter or revoke Regulations and By-laws affecting any matters concerning or in relation to the administration, conduct or control of the game of Rugby within the Province, provided that such Regulations and By-laws do not contradict those of the NZRU.

Such Regulations and By-laws are to be notified to the Members.

n. Extent of Powers

To make decisions on any matters concerning Rugby which are not, in the opinion of the Board, provided for by this Constitution or any By-laws of the Union, or by the rules or regulations of the NZRU.

o. Resolution of Disputes

i. To hold enquiries into all matters, questions and disputes relating to the administration, conduct or control of the game of Rugby within the Province, provided that such enquiries are not in relation to any appeal relating to a disciplinary matter dealt with at a lower level by a sub union. Those disciplinary matters which are on appeal are to be dealt with by the Union Appeals Committee appointed for that purpose.

ii. The Board's power shall include the determination of all questions or disputes as to the construction and meaning of this Constitution

or any By-Laws or Regulation of the Union or the Board; or anything done or omitted by any Member or member of any Member in relation to the game of Rugby.

- iii. Such enquiries shall be conducted in such manner as the Board of Directors may deem proper.
- iv. The decision of the Board on any such matter, question or dispute whatsoever shall be final and conclusive, except that a Member may appeal such decision to a General Meeting. Nothing in this Rule shall prevent any Member appealing to the NZRU under its rules and regulations following the decision of a General Meeting.

p. Discipline

Following any inquiry, to impose such penalty as it sees fit upon any Member, or member of a Member found to have:

- i. Broken any of the Rules, Regulations or By-Laws of the Union or the conditions governing competition; or
- ii. Refused to give effect to any resolution of the Union or of the Board; or
- iii. Breached the Laws of Amateurism by betting on any match played under the auspices of the Union; or
- iv. Been found guilty of improper, unfair or unsportsmanlike conduct.

q. Control of Grounds

To prohibit for a time any Member from using any ground on which a disturbance has taken place in connection with any match under the auspices of the Union.

r. Standing Orders

To make standing orders for the conduct of its own affairs, provided however that such standing orders are not inconsistent with the Act or this Constitution.

.3 Indemnity

The Union 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 Union, 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 Union all such sums necessary to give effect to such indemnity.

10. CONDUCT OF BOARD MEETINGS

.1 Calling of Meetings

A meeting of the Board may be summoned by the Chief Executive Officer at any time, and must be summoned by him or her 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 five days of the receipt of such requisition.

.2 Method of Meetings

A meeting of the Board may, at the discretion of the Chairperson, be held by means of teleconference or video-conferencing in which all members of the Board participating in and contributing to a quorum can simultaneously hear each other throughout the meeting.

.3 Quorum

At any meeting of the Board, two thirds of the Directors shall form a quorum. Only such Directors who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.

.4 Voting

At all meetings of the Board:

- a. Each Director shall be entitled to one vote.
- b. The Chairperson of the Board shall have a deliberative and a casting vote.
- c. Voting shall be taken by voice or on a show of hands, unless a motion to take a ballot is proposed and carried.
- d. No debate shall be permitted on a motion to take a ballot.
- e. For the purposes of a meeting conducted by teleconference or video-conference a ballot may be conducted by facsimile or e-mail.

.5 Majority

All matters for decision at Board meetings shall be decided by a majority of votes of Directors present except as may be otherwise provided for in these Rules.

.6 Attendance

The President shall be entitled to attend all meetings of the Board and to speak at such meetings, but shall have no vote.

.7 Record of Meeting

The Chairperson of the Board shall cause a record of the Minutes of all Board meetings to be recorded. Such Minutes, when confirmed by the next such meeting and signed by the Chairperson of that meeting, shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.

11. COUNCIL OF THE UNION

.1 Definition

The Northland Rugby Union Council 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 Board. The number of Delegates for each of the Full Members at the date of adoption of this Constitution is as shown in the Schedule. Each Associate Member shall be entitled to appoint one Delegate.

.2 Appointment of Delegates

- a. The appointment of Delegates to the Council shall be made in writing to the Chief Executive Officer, under the hand of the Secretary of the relevant Member.
- b. Such Delegates shall hold office as members of the Council until vacated in accordance with these Rules.

.3 Vacating Office**a. Vacating Office**

A member of the Council 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 person 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 appointing body.
- iv. The person resigns office by notice in writing to the Chief Executive Officer.
- v. The person brings disrepute to their office or to the game of Rugby, as determined by the Board.

b. Return of Union Property

Each member of the Council shall, within one calendar month of submitting their resignation or ceasing to hold office, deliver to the Chief Executive Officer all books, papers and other property of the Council held by such former member.

.4 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.

.5 Election of Chairperson of Council

The Council shall elect a chairperson every year (the Council Chairperson). 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 may elect a deputy chairperson to stand in for the chairperson when the chairperson is not available or as otherwise determined by Council to be appropriate.

.6 Quorum

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

12. POWERS AND DUTIES OF THE COUNCIL**.1 Representation**

The Council shall function as a representative forum for Members.

.2 Power to Appoint

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

.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.

.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.

13. MEETINGS OF THE COUNCIL OF THE UNION

.1 Annual General Meeting

The Annual General Meeting shall be held no later than 31 March in each year at a time and place fixed by the Board.

.2 Notification of Annual General Meeting

- a. The Chief Executive Officer shall give at least 21 days' written notice to each Member and Life Member of the date of an Annual General Meeting and the business to be conducted at such meeting.
- b. The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- c. Any Member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of such business to the Chief Executive Officer not less than 14 days before the date of the meeting.
- d. No business shall be transacted at the Annual General Meeting, unless notice of such business shall have been given in writing to the Chief Executive Officer at least fourteen days before the date of the meeting. The Chief Executive Officer shall give written notice of such business to each Member of the Council and of the Board at least ten days before the date of the Annual General Meeting.

.3 Business at Annual General Meeting

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

- a. To consider and adopt the Board' Report and audited Balance Sheet and Statement of Income and Expenditure for the past year.
- b. To receive the Board's Report.
- c. To confirm the minutes of the previous Annual General Meeting
- d. To receive announcements of replacement Directors of the Board for the ensuing year.
- e. To elect members of the Appointments Committee for the ensuing year.
- f. To elect the Officers for the ensuing term.
- g. To appoint the Auditor or Auditors of the Union for the ensuing year.
- h. To consider Notices of Motion, provided that if the carrying of any such proposed Motion would materially affect any of the above mentioned business, then such Motion shall be dealt with prior to such business.
- i. To transact general business of which proper notice has been given under this Constitution.

.4 Scheduled General Meetings

Each year three Scheduled General Meetings shall be convened by the Chief Executive Officer, such meetings shall be held during the months of March August and November or on such other months as the Board determines.

The Scheduled General Meeting held in March shall be the Annual General Meeting.

.5 Notification of Scheduled General Meetings

The Chief Executive Officer shall give at least 21 days written notice to each Full Member, Associate Member, Life Member, officer and Board Member of the date of a Scheduled General Meeting and the business to be conducted at such meeting.

.6 Special General Meetings

A Special General Meeting:

- a. may be convened by the Chief Executive Officer at any time; and
- b. shall be convened by the Chief Executive Officer and held within 21 days of receiving a requisition signed by not less than three Full Members, or a requisition authorized by the Board. In either case such requisition shall state the business for which the meeting is called.

.7 Notification of Special General Meetings

The Chief Executive Officer must give at least 14 days written notice to each Full Member, Associate Member, Life Member, officer and Board Member of the date of a Special General Meeting and the business for which the Meeting is being called.

14. CONDUCT OF GENERAL MEETINGS

.1 Composition

All General Meetings, whether Annual, Scheduled or Special, may be attended by:

- a. Full, Associate and Life Members.
- b. Officers of the Union.
- c. Members of the Board

.2 Quorum

A quorum at all General Meetings, whether Annual, Scheduled or Special, shall consist of at least two thirds of the Full Members.

.3 Chairperson

The Council Chairperson for the time being, shall take the chair at all General Meetings. In the absence of the Council Chairperson, the chair shall be taken by the deputy Chairperson. If neither of those persons is present then the chair shall be taken by the Chairman of the Board.

.4 Voting

At all meetings of the Council:

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

- c. A Delegate of a Full Member shall be entitled to appoint a proxy to exercise his or her vote.
- d. Voting shall be taken on a show of hands, unless a motion to take a ballot is carried or the subject matter of voting is the election of members of the Appointments Committee in which case a ballot shall be taken.
- e. All matters shall be decided by a simple majority of the votes cast.
- f. The voting on all matters shall be taken by a show of hands unless a motion to take a ballot shall be proposed and carried.
- g. No debate shall be permitted on a motion to take a ballot.
- h. In any ballot for election every vote cast shall be for not more than the full number to be elected otherwise the vote shall be informal.

.5 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.

.6 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.

.7 Minutes of General Meetings

The Chairperson of the meeting shall cause a record of the Minutes of all General Meetings to be recorded, and all such Minutes, when confirmed by the next such meeting and signed by the Chairperson of that meeting, shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.

15. APPOINTMENTS COMMITTEE

.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. Three persons elected annually by the Council at the Annual General Meeting.

.2 Term 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.

.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 regard will be had to have a person who is able to act independently from the Union and has expertise in matters relating to the governance of institutions.

.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.

The intention is that nominations to the Appointments Committee are made in the manner outlined above. However if no written nominations are received in the manner described above then nominations may be made from the floor at the Annual General Meeting. It is not intended that nominations should be taken from the floor as a matter of course and that that method of nomination should only be used in exceptional circumstances to enable appointments to be made in the absence of nominations made in the ordinary manner.

.5 Disqualification

- a. No Director shall be eligible for appointment to the Appointments Committee by election.
- b. No staff member directly employed by the Union is eligible for appointment to the Appointments Committee, provided however, that a person who acts for the Union in a professional capacity may be appointed to the Appointments Committee.

.6 Appointment of Committee

- a. Not less than 21 days prior to the Annual General Meeting the Chief Executive Officer shall circulate to each Member a list of all people nominated for the Appointments Committee and such information as may be supplied to the Chief Executive Officer in support of each nomination.
- b. At every Annual General Meeting the Members shall consider the nominations for membership of the Appointments Committee and the Full Members shall elect the three elected members of the Appointments Committee for the forthcoming year.

.7 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.

.8 Principles for Appointment of Directors

- a. 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.
- b. 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 harmonisation; 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 union or sub-union relationship or circumstance that could materially interfere with the exercise of a director's judgment.
- c. 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 Union. Without limiting the generality of the foregoing the following skills should be available within the Board:
 - Accounting / financial
 - Chairpersonship
 - Communications
 - Contemporary management experience
 - Corporate governance
 - Human resources (CEO issues particularly)
 - Sector knowledge
 - Information technology
 - Legal
 - Marketing
 - Risk management
 - Strategic visioning and thought.

.9 Committee Meetings

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

.10 Quorum

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

.11 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.

The Chairperson of the Appointments Committee shall have a deliberative and a casting vote.

16. NOTICES

.1 Manner of Notice

A notice required to be given under this Constitution may be delivered personally, by post, by facsimile, or by e-mail.

.2 Receipt of Notice

Every notice required by this Constitution to be given to the Members or to any of them shall be deemed to have been received:

- a. If personally delivered, when received
- b. If posted in a pre-paid letter addressed to each Member at the Member's last known place of residence or business, three days after it was sent
- c. If sent by facsimile, on receipt by the sender of a transmission report indicating that the facsimile was sent in its entirety to the recipients facsimile number
- d. If sent by e-mail, on receipt by the sender of an e-mail message indicating that the e-mail has been opened at the recipient's terminal.

17. ADMINISTRATION

.1 Financial Year

The financial year of the Union shall close on the 31st day of December in each year or until changed at a General Meeting.

.2 Audit

At the Annual General Meeting in each year an Auditor who is a member of the New Zealand Institute of Chartered Accountants shall be appointed to audit the accounts of the Union for the ensuing year. The Auditor shall not hold any other office in the Union.

In the event that the Auditor is unable or unwilling to act, the Board shall appoint a replacement Auditor.

.3 Accounts

The Board shall cause the annual accounts to be prepared in accordance with the Financial Reporting Act 1993 and to account for subsidiary interests in accordance with generally accepted accounting practice.

.4 Financial Statements

The Board shall supply a copy of the audited Balance Sheet and Statement of Income and Expenditure to each Member not later than 14 days before the Annual General Meeting.

At each Annual General Meeting the Board shall submit the audited Balance Sheet and Statement of Income and Expenditure.

.5 Bank Account

All funds of the Union, except such funds as shall be under the control of the Trustees, shall be paid into a Bank to the credit of the Union immediately it is received.

.6 Execution of Documents

Contracts and other enforceable obligations requiring the signature of the Union may be signed:

- a. If a deed, under the common seal of the Union or by a duly authorized attorney of the Union
- b. If a contract, by a person acting on behalf of and under the authority of the Board.

.7 Common Seal

The Common Seal of the Union shall be kept in the control of the Chief Executive Officer Union and shall be affixed to any document or writing only by Resolution of the Board, and in the presence and under the signatures of two members of the Board.

18. REPRESENTATIVE COLOURS

The Representative colours of the Union shall be as decided from time to time by the Board with consultation with the Council.

19. SAVINGS CLAUSE

If any case should occur which, in the opinion of the Board is not provided for in these Rules, it shall be determined by the Board in such manner as it is deemed expedient.

20. ALTERATION OF CONSTITUTION**.1 Alteration to Constitution**

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 duly convened General Meeting.

.2 Notice

Any Member wishing to propose such alteration, addition or rescission must give notice in writing to the Chief Executive Officer at least 28 before the meeting at which it is to be considered, accompanied by a written explanation of the reasons for such proposal.

At least 14 days before the General Meeting at which any such proposal is to be considered, the Chief Executive Officer shall give written notice to each Member of the proposed motion, the reasons for the proposal, and any recommendations from the Board in respect of the proposal.

.3 Approval of Inland Revenue Department

No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the prior approval of the Inland Revenue Department. The provision and effect of this clause shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

21. LIQUIDATION

The Union may be put into liquidation under the provisions of the Act.

Upon the liquidation of the Union 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 New Zealand.

If at the time of the winding up of the Union the NZRU shall not be in the 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, provided that such object or objects are consistent with the objects of the Union, and provided further that no Member obtains a pecuniary gain as a result of any such decision.

22. AVAILABILITY OF RULES

This Constitution and any regulations, bylaws and policies of the Union shall be available at all reasonable times for inspection by Members, and copies shall be provided (at cost) to any Member on request.

23. INTERPRETATION

.1 Definitions

In this Constitution, unless the context otherwise requires

"Act" means the Incorporated Societies Act 1908

"Board" means the Board of Directors of the Union.

"Chief Executive Officer" means the person appointed from time to time by the Board under this Constitution as the chief executive officer of the Union.

"Club" means a body of persons operating together to form playing teams participating in competitive club rugby, and situated in the Province.

"Constitution" means this Constitution, including the schedules annexed to this constitution, as amended from time to time.

"Council" means the Northland Rugby Union Council as constituted under Rule 11.

"Director" means a member of the Board.

"Province" means the area within the geographical boundaries of the Union's jurisdiction as determined by the NZRU from time to time.

"General Meeting" means a meeting of the Council.

"Life Member" means a member admitted to membership of the Union as a Life Member.

"Member" means a member of the Union, being one of the persons or bodies listed in Rule 5.1.

"NZRU" means the New Zealand Rugby Union (Incorporated).

"Objects" means the objects of the Union recorded in Rule 2

"Rugby" means rugby union

"Scheduled General Meeting" means a meeting of Members held under this Constitution.

"Union" means the Northland Rugby Union Incorporated.

.2 Interpretation

In this Constitution, unless the context otherwise requires:

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

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

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

Plural and Singular: Words importing the singular will include the plural and vice versa.

Persons: Reference to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organizations, governmental or other regulatory bodies or authorities, or other entities, in each case whether or not having separate legal personality.

Constitution: References to the Constitution are references to this Constitution.

Rules: References to rules are references to the rules in this Constitution.

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.

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 Maori Rugby Board	1 delegate
Northland Junior Management Council	2 delegates
Northland Rugby Referees Association	1 delegate
Northland Womens Rugby	1 delegate

LIFE MEMBERS

Glenn Taylor
 Graham Kidd
 Keith Pearson
 Percy Erceg
 Phil Halse
 Richie Guy
 Barry Beazley
 Sid Going
 George Goodhew

ASSOCIATE MEMBERS

Aupouri Rugby Football Club	Ruawai Rugby Football Club
Awanui Rugby Football Club	Southern Rugby Football Club
City Rugby Football Club Inc	Takahue Rugby Football Club
Dargaville High School	Te Rarawa Rugby Football Club
Dargaville Old Boys Rugby Club	Tikipunga Rugby Football Club
Dargaville Rugby & Sports Club	Tomarata Rugby Football Club

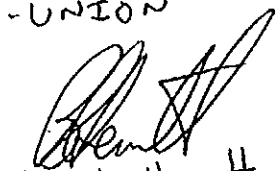
Eastern United Rugby Club
 Hikurangi Rugby Football Club
 Hora Hora Rugby Football Club
 Kaeo Rugby Football Club (Inc)
 Kaihu Valley Rugby Football Club
 Kaikohe Rugby Football Club
 Kaitaia City Rugby Football Club
 Kaitaia Pirates Rugby Football Club
 Kamo Rugby & Squash Club
 Kerikeri Rugby Football Club
 Mangakahia Rugby Football Club
 Mangamuka Rugby Football Club
 Marist Rugby Football Club
 Mid Northern Rugby Football Club
 Mid Western Rugby Club
 Moerewa Rugby Football Club
 Ohaeawai Rugby Football Club
 Okaihau Rugby Football Club
 Old Boys Rugby & Sports Club
 Onerahi Rugby Football Club
 Opononi Rugby Football Club
 Otamatea Hawks Rugby
 Otiria Rugby Football & Sports
 Panguru Rugby Football Club
 Paparoa Rugby Football Club
 Pipiwai Rugby Football Club

United Kawakawa Rugby Club
 Vikings RFC
 Waimarie Rugby Club
 Waipapakauri RFC
 Waipu Rugby & Squash Club
 Waitangi Rugby Football Club
 Wellsford Rugby Football Club

Western United Rugby Football Club
 Whangarei Boys High School
 Whangaruru Rugby Football Club
 Whirinaki Rugby Football Club

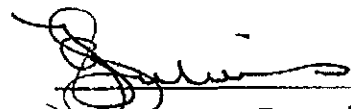


MURRAY DUNN
 WHANGAREI + DISTRICTS
 SUB-UNION



Brent Hewitt
 Bay of Islands Sub Union.

SIGNED by three members of the)
 NORTHLAND RUGBY FOOTBALL UNION)
 INCORPORATED:)



Grant Julius
 Mangonui Sub Union

