

NEW ZEALAND RUGBY UNION

INCORPORATED

CONSTITUTION





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1. **NAME**

1.1 **Name:** The name of the NZRU is "New Zealand Rugby Union Incorporated".

1.2 **Rules:** This Constitution sets out the rules governing the NZRU.

2. **OBJECTS AND POWERS**

2.1 **Objects:** The objects of the NZRU are to:

- (a) promote, foster and develop rugby throughout New Zealand and the world and to control rugby throughout New Zealand;
- (b) arrange and participate in international, trial and other rugby matches and tours both within New Zealand and overseas;
- (c) represent New Zealand rugby on World Rugby and to submit any amendments to the Laws of the Game and the by-laws and regulations of World Rugby, to World Rugby that the NZRU considers to be in the best interests of New Zealand rugby;
- (d) subject to domestic safety law variations adopted by the NZRU, comply with the Laws of the Game and the by-laws, regulations and resolutions of World Rugby and to require Members to similarly comply;
- (e) form and manage New Zealand representative rugby teams;
- (f) foster rugby matches between Affiliated Unions;
- (g) encourage participation in, and support for, rugby by all participants in, and supporters of, the game and at all levels (including by way of example, administrators, players, coaches, referees, match officials and supporters); and
- (h) do all such other things to promote the interests of rugby as the NZRU may determine from time to time.

2.2 **Powers:** Subject to clause 2.4, the NZRU has all of the powers of a natural person to give effect to the objects set out in clause 2.1 to the maximum extent permitted by law, including the power to:

- (a) make, amend, suspend and/or revoke the Regulations;
- (b) admit new Members;
- (c) withdraw, suspend or terminate a Member's membership;
- (d) set and impose penalties for the breach of any provision of this Constitution or the Regulations or for bringing the NZRU or rugby into disrepute by any Member, or by any club, referee, match official, team or member of any club or team under the jurisdiction of a Member;
- (e) carry on any business or undertaking in connection with the promotion, fostering, development and control of rugby in New Zealand;
- (f) develop, apply for, purchase, or otherwise acquire any Intellectual Property Rights, and to use, exploit, exercise, develop, or grant licences in respect of such

Intellectual Property Rights on such terms and conditions as the NZRU thinks fit;

- (g) enter into any partnership, joint venture or other arrangement for the conduct of any activity and the sharing of surplus resources, and to co-operate with any person carrying on or about to carry on any business or transaction;
- (h) subscribe to, or otherwise acquire, hold and deal with, shares, debentures, or other securities of any kind and to sell, or dispose of, any interest in any securities;
- (i) enter into any arrangements with any Government or authority and to obtain from any Government or authority, any rights, privileges and concessions and to exercise any such rights, privileges and concessions;
- (j) purchase, take on lease or in exchange, hire, and otherwise acquire any real and/or personal property and any rights or privileges to real and/or personal property;
- (k) invest and deal with the money of the NZRU;
- (l) lend and advance money or give credit to any person;
- (m) give guarantees and/or indemnities for the payment of money or the performance of contracts or obligations by any person and otherwise to assist any person;
- (n) borrow, raise money or secure the payment of money charged upon all or any of the NZRU's property and to purchase, redeem or pay off any such securities;
- (o) enter into any contract or arrangement (whether legally binding or otherwise);
- (p) apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment; and to oppose any bills, proceedings, or applications;
- (q) appoint, dismiss or retire employees;
- (r) remunerate any person for services rendered or to be rendered;
- (s) sell, improve, manage, develop, exchange, lease, distribute, dispose of or otherwise deal with all or any part of the property and rights of the NZRU;
- (t) take or hold mortgages, liens, and charges to secure payment of any money due to the NZRU from any other person;
- (u) undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise;
- (v) appoint, elect or nominate persons to represent the NZRU;
- (w) delegate to any person the powers of the NZRU and to allow the Board, and any other person, to delegate any of the powers delegated to the Board, or such other person;



- (x) decide any disputes or hear any appeals on matters relating to the NZRU and/or rugby;
- (y) carry out all or any of the objects of the NZRU and do all or any of the above things as principal, agent, contractor, trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
- (z) do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the NZRU.

2.3 **Objects and Powers independent:** Each of the objects and powers set out in clauses 2.1 and 2.2 are independent objects and powers of the NZRU, are to be construed independent of one another and are not to be limited by reference to any other object or power set out in clauses 2.1 or 2.2.

2.4 **Amateur Rugby:** The NZRU is incorporated for the purpose of promoting amateur rugby for the recreation or entertainment of the general public. The capacity of the NZRU to carry on any business or activity, do any act, or enter into any transaction, is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with, or in seeking to achieve, this purpose, or which is conducive or incidental to this purpose.

2.5 **Involvement in Professional Rugby for the Advancement of the Amateur Game:** The NZRU's capacity to carry on any business or activity, do any act, and enter into any transaction, as outlined in clause 2.4, includes the capacity to:

- (a) undertake rugby activities and competitions in which paid players and paid officials participate;
- (b) solicit licensing of brands; and
- (c) seek sponsorship.

2.6 **No Pecuniary Profit:** Nothing in this Constitution shall permit the NZRU to use its funds, or make its funds available, to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the term "private pecuniary profit" does not include remuneration or payments for services rendered reasonable and relative to that which would be paid in an arms-length transaction (being the open market value). This clause 2.6 applies, notwithstanding any other provision of this Constitution to the contrary.

3. MEMBERSHIP

3.1 **Membership:** The Members of the NZRU are the Affiliated Unions, the Associate Members, the Life Members and New Zealand Maori Rugby Board Incorporated.

3.2 **Current Affiliated Unions:** As at the date of this Constitution, the Affiliated Unions are the persons listed in Schedule 1.

3.3 **No Other Affiliation:** No Affiliated Body may be affiliated to any rugby organisation other than the NZRU. Each Affiliated Body must ensure that no rugby team under its control or jurisdiction plays any team under the control or jurisdiction of any entity which is not an Affiliated Body (including any team under the control or jurisdiction of an overseas entity), without the prior written consent of the Board.



- 3.4 **Status of Affiliated Union:** To be, and to remain eligible to be, a Member, an Affiliated Union must be:
- (a) an incorporated society registered under the Act; or
 - (b) another incorporated entity to which the Inland Revenue Department has granted a binding ruling to the effect that its income is exempt from taxation under section CW39 of the Income Tax Act 2004.
- 3.5 **Affiliated Body Information:** Each Affiliated Body must provide to the NZRU such information about the Affiliated Body's affairs as may be required by the Board from time to time.
- 3.6 **Associate Members:** As at the date of this Constitution, the Associate Members are the persons listed in Schedule 2.
- 3.7 **Application:** Application for membership to the NZRU as an Affiliated Union, application for amalgamation of two or more existing Affiliated Unions, or application for membership as an Associate Member, must be made in accordance with the process set out in Schedule 4.
- 3.8 **Binding:** Each Member:
- (a) is bound by this Constitution and the Regulations;
 - (b) must comply with the Laws of the Game and the by-laws, regulations and resolutions of World Rugby, subject to domestic safety law variations adopted by the NZRU;
 - (c) must ensure that its members agree to be bound by this Constitution, the Regulations and, subject to domestic safety law variations adopted by the NZRU, the Laws of the Game and the by-laws, regulations and resolutions of World Rugby; and
 - (d) must require in its own rules that its members ensure that their respective members agree to be bound by this Constitution, the Regulations and, subject to domestic safety law variations adopted by the NZRU, the Laws of the Game and the by-laws, regulations and resolutions of World Rugby,
- with the intention that all sub-unions, clubs and all other bodies or persons connected with the playing or administration of rugby within New Zealand, who are directly or indirectly affiliated to any Member, agree to be bound by this Constitution and the Regulations and, subject to domestic safety law variations adopted by the NZRU, the Laws of the Game and the by-laws, regulations and resolutions of World Rugby.
- 3.9 **Conflict of clauses:** Any rule or regulation of a Member or other rugby playing organisation bound by this Constitution, which is in conflict with this Constitution, the Regulations, the Laws of the Game or domestic variations, or the by-laws, regulations or resolutions of World Rugby, shall be deemed to be inoperative.
- 3.10 **Withdrawal of Membership:** A Member may only withdraw from membership of the NZRU with the prior written consent of the Board. Withdrawal of membership shall take effect from the date on which the Board consents to such withdrawal and the Member must cease to hold itself out as a member of the NZRU from that date.

3.11 **Non-compliance:** If any Member:

- (a) does not comply with any provision of this Constitution, the Regulations or, subject to any domestic safety law variations adopted by the NZRU, the Laws of the Game or the by-laws, regulations or resolutions of World Rugby; or
- (b) does not give effect to any decision of the Board or the Appeal Council (as the case may be); or
- (c) in the case of an Affiliated Union or an Associate Member, permits any club or member of any club under its jurisdiction to:
 - (i) fail to comply with any provision of this Constitution, the Regulations or, subject to any domestic safety law variations adopted by the NZRU, the Laws of the Game or the by-laws, regulations or resolutions of World Rugby; or
 - (ii) not give effect to any decision of the Board or the Appeal Council (as the case may be),

the Member shall be liable to:

- (d) deduction of competition points in respect of any team affiliated with the Member participating in any NZRU competition; and/or
- (e) prohibition or demotion of any team affiliated with the Member participating in any NZRU competition; and/or
- (f) suspension of its Membership for a period; and/or
- (g) expulsion from the NZRU; and/or
- (h) such other sanction of any kind (including the imposition of any penalty or fine), as the Board or the Appeal Council (as the case may be) thinks fit.

4. **LIFE MEMBERS**

4.1 **Life Members:** Life Members are natural persons elected as Life Members in recognition of exceptional service rendered to the NZRU and to rugby.

4.2 **Nomination of Life Members:** A nomination for membership as a Life Member must be made by an Affiliated Body, in writing, to the NZRU not less than eight weeks prior to an Annual General Meeting.

4.3 **Board Consideration:** Following receipt of a valid nomination for membership as a Life Member, the Board will:

- (a) consult with the existing Life Members; and
- (b) consider the nomination at a Board meeting.

If not less than 75% of the Board Members present at the Board meeting at which the nomination is considered vote in favour of the nomination, the nominee's name will be submitted to the next Annual General Meeting for consideration by the Members.

4.4 **Consideration by Annual General Meeting:** If the nominee's name is submitted by the Board to an Annual General Meeting and is approved by a Special Resolution at an Annual General Meeting, that person will be admitted as a Life Member.

4.5 **Rights:** Life Members have such privileges as are determined by the Board from time to time.

5. MEETINGS OF MEMBERS

5.1 **Annual General Meeting:** The NZRU must hold an Annual General Meeting once in each calendar year, on a date to be fixed by the Board being no later than 15 months after the previous Annual General Meeting.

5.2 **Business:** The Annual General Meeting will:

- (a) receive the Board's report and statement of accounts for the past year;
- (b) fill vacancies for the ensuing year for Patron, Officer(s), and Elected Board Members, as the case may be;
- (c) appoint an auditor;
- (d) consider the Appointments and Remuneration Committee's recommendation as to the maximum annual amount of remuneration for the Board Members and Officers;
- (e) elect the Appeal Council;
- (f) consider any nominations to be appointed as a Life Member that are submitted by the Board to the Annual General Meeting;
- (g) approve the maximum amount of the deposit that can be determined by the Chief Executive Officer for the purposes of clause 19.1; and
- (h) consider any other business of which not less than six weeks prior written notice has been given to the Chief Executive Officer by a Member or the Board.

5.3 **Special General Meetings:** All meetings of Members other than the Annual General Meeting are Special General Meetings.

5.4 **Right to attend General Meetings:** The following persons may attend a General Meeting:

- (a) up to two delegates representing each Affiliated Body may attend, speak at and vote at the General Meeting;
- (b) the Patron, Board Members, Officers and Life Members may attend and speak at the General Meeting, but are not entitled to vote in that capacity; and
- (c) up to two delegates representing each Associate Member, and persons invited by the Board to attend, may attend the General Meeting and will be entitled to speak if invited to do so by the chairperson of the General Meeting, but are not entitled to vote.



5.5 **Methods of Holding Meetings:** Except where matters may be determined under this Constitution by way of a postal ballot, matters to be considered by the Members in accordance with this Constitution will be considered by the Members in a General Meeting held by a meeting of the delegates of the Members attending the General Meeting in person.

5.6 **Powers Exercisable by Ordinary Resolution:** Unless otherwise specified in this Constitution, a power or right reserved to Members may be exercised by an Ordinary Resolution.

5.7 **Procedure for General Meetings:** The procedure for convening and conducting any General Meeting is set out in Schedule 5.

6. VOTES OF MEMBERS

6.1 **Voting Entitlements:** The only persons entitled to vote at a General Meeting or in a postal vote are the Affiliated Bodies. The voting rights of each Affiliated Body at a General Meeting or in a postal vote are as follows:

- (a) each Affiliated Union having less than 60 affiliated teams has two votes;
- (b) each Affiliated Union having between 60 and 89 affiliated teams (inclusive) has three votes;
- (c) each Affiliated Union having between 90 teams and 119 affiliated teams (inclusive) has four votes;
- (d) each Affiliated Union having between 120 teams and 169 affiliated teams (inclusive) has five votes;
- (e) each Affiliated Union having between 170 teams and 224 affiliated teams (inclusive) has six votes;
- (f) each Affiliated Union having 225 or more affiliated teams has seven votes; and
- (g) New Zealand Maori Rugby Board Incorporated has two votes.

6.2 **Number of Teams:** For the purposes of calculating each Affiliated Union's voting entitlement in accordance with clause 6.1, each Affiliated Union must give the Chief Executive Officer notice of the number of teams affiliated to the Affiliated Union not less than six weeks prior to each General Meeting. For the purposes of this clause 6, "teams" means all teams playing in a competition conducted under the jurisdiction and control of an Affiliated Union during the previous year including secondary school teams (but excludes teams taking part in primary school competitions and teams in which the players are under the age of 14 years).

6.3 **Other Members:** Neither Associate Members nor Life Members have any voting rights.

7. PATRON AND OFFICERS

7.1 **Patron:** The Patron is elected at the Annual General Meeting in accordance with this Constitution. A person nominated for the office of Patron must be a natural person nominated by the Board.



7.2 **Officers:** The Officers are elected at the Annual General Meeting in accordance with this Constitution.

7.3 **Nominations for Officers:** Nominations for election as an Officer:

- (a) must be for natural persons and may only be made by Affiliated Unions;
- (b) in respect of the Vice President, may only be received from Affiliated Unions within the Zone from which nominations are to be taken for that appointment. For the specific purpose of the nomination for the Vice President, New Zealand is divided into three geographical zones: North Zone, Central Zone and South Zone as set out in Schedule 3, with each Affiliated Union to belong to one zone only. The right to make nominations for the Vice President must rotate around the three Zones in the following order: Central Zone, South Zone, North Zone, commencing with the Central Zone; and this rotation sequence will be repeated for all subsequent periods when nominations for the office of Vice President are required;
- (c) must be received by the Chief Executive Officer not less than six weeks before the date of the Annual General Meeting; and
- (d) must be circulated to Members not less than two weeks before the date of the Annual General Meeting.

7.4 **Term of Appointment of Patron and Officers:** Subject to clause 7.5, the Patron and the Officers hold office for the following terms:

- (a) the Patron holds office for a term of three years;
- (b) the President holds office for a term of two years; and
- (c) the Vice President holds office for a term of two years.

7.5 **Extension of Terms:**

- (a) Bill Osborne, who was elected President in 2019, will be entitled to hold office in that position for a term of three years; and
- (b) Max Spence, who was elected Vice President in 2019, will be entitled to hold office in that position for a term of three years.

7.6 **Officers' Rights:** Officers are entitled to attend, and participate in, Board Meetings. Officers are not entitled to vote at any Board Meeting and do not constitute Board Members.

7.7 **Eligibility:** Neither the President nor the Vice President will be eligible for re-election to his or her position after the expiry or termination of his or her appointment to that position. A member of the Board is ineligible for election as President or Vice President until the expiry of not less than five years since that person ceased to be a Board Member.

8. BOARD MEMBERS

8.1 **Number of Board Members:** Subject to the transitional provisions in clause 8.2, the Board shall consist of not more than nine Board Members, being comprised of:

- (a) three Elected Board Members elected in accordance with this Constitution;
- (b) three Nominated Board Members, including one Maori Representative, appointed in accordance with this Constitution; and
- (c) three Appointed Board Members appointed in accordance with this Constitution.

8.2 Transitional Board provisions:

- (a) Until the conclusion of the 2018 Annual General Meeting the Board shall consist of not more than nine Board Members, being comprised of:
 - (i) five Elected Board Members;
 - (ii) one Maori Representative; and
 - (iii) three Appointed Board Members.
- (b) From the conclusion of the 2018 Annual General Meeting until the conclusion of the 2019 AGM the Board shall consist of not more than nine Board Members, being comprised of:
 - (i) five Elected Board Members;
 - (ii) one Nominated Board Member, being the Maori Representative; and
 - (iii) three Appointed Board Members.
- (c) From the conclusion of the 2019 Annual General Meeting until the conclusion of the 2020 AGM the Board shall consist of not more than nine Board Members, being comprised of:
 - (i) four Elected Board Members;
 - (ii) two Nominated Board Members, including the Maori Representative; and
 - (iii) three Appointed Board Members;
- (d) From the conclusion of the 2020 Annual General Meeting the Board shall consist of not more than nine Board Members, being comprised of:
 - (i) three Elected Board Members;
 - (ii) three Nominated Board Members, including the Maori Representative; and
 - (iii) three Appointed Board Members.

8.3 Nomination or Application of Candidates: Candidates for election or appointment (as the case may be) to the Board:

- (a) in the case of Elected Board Members are nominated and voted upon in accordance with the process set out in Schedule 6;
- (b) in the case of Nominated Board Members, are nominated and appointed in accordance with the process set out in Schedule 6; and
- (c) in the case of the Appointed Board Members, apply for the position and are appointed in accordance with the process set out in Schedule 6.

8.4 **Independence:** All Board Members must be, on election or appointment and throughout the entirety of their term as Board Members, Independent.

9. CESSATION OF BOARD MEMBERSHIP

9.1 **Rotation of Board Members:** Each Board Member will retire at the end of the term of that Board Member's appointment as follows:

- (a) At and from the 2018 Annual General Meeting, until the 2020 Annual General Meeting, rotation will occur as follows:
 - (i) in 2018 one Elected Board Member, one Appointed Board Member, and the Maori Representative will retire;
 - (ii) in 2019, two Elected Board Members, and one Appointed Board Member, will retire; and
 - (iii) in 2020, two Elected Board Members, and one Appointed Board Member, will retire.
- (b) At and from the 2021 Annual General Meeting, the rotation will follow a three-year cycle as follows, with 2021 to be the first year one:
 - (i) in year one, one Nominated Board Member (being the Maori Representative), one Elected Board Member, and one Appointed Board Member, will retire;
 - (ii) in year two, one Nominated Board Member, one Elected Board Member, and one Appointed Board Member, will retire; and
 - (iii) in year three, one Nominated Board Member, one Elected Board Member, and one Appointed Board Member, will retire.

9.2 **Vacancy:** If the office of a Board Member becomes vacant for any reason before the end of that Board Member's term of office:

- (a) the Board will call for nominations (where the vacancy is an Elected Board Member or a Nominated Board Member, including the Maori Representative) or applications (where the vacancy is an Appointed Board Member), within two weeks of the Board becoming aware of the vacancy;
- (b) the replacement Board Member to fill the vacancy will be elected or appointed (as the case may be) in accordance with the process set out in the Constitution provided that:

- (i) in the case of the vacancy being an Appointed Board Member or a Nominated Board Member, no General Meeting or postal vote will be required to appoint a replacement; and
 - (ii) in the case of the election of a new Elected Board member, the election may be held at an Annual General Meeting or a Special General Meeting (whether called solely for this reason or for a number of reasons), or by a postal vote;
- (c) provided that if the vacancy occurs within three months prior to the date of the Annual General Meeting at the conclusion of which the Board Member's term of office is due to end, the Board may decide that the vacancy need not be filled prior to the Annual General Meeting; and
- (d) the person elected or appointed under this clause 9.2 to fill the vacancy will hold office for the period from the date of election or appointment (as the case may be) and ending on the date on which the term of office of the Board Member, whose office became vacant, was due to expire.
- 9.3 **Removal of Board Members:** An Affiliated Body can seek the removal of an Officer or a Board Member by requisitioning a Special General Meeting in accordance with Schedule 5 or by giving notice to the Chief Executive Officer in accordance with clause 5.2(h). An Officer or Board Member can be removed from office by a Special Resolution passed at a General Meeting. An Officer or Board Member cannot be removed by a postal vote. The Chief Executive Officer must give not less than three weeks' notice to the Officer or Board Member concerned of the meeting at which a motion for removal from office is to be considered.
- 9.4 **Suspension:** The Board may suspend any Officer or any Board Member who, in the opinion of the Board, has failed to comply with the duties of an Officer or Board Member or whose conduct has been prejudicial to the Board or to the interests of the NZRU or rugby.
- 9.5 **Forfeiture:** A Board Member absent without leave from three consecutive meetings of the Board shall be deemed to have forfeited his or her position as Board Member.
- 9.6 **Resignation:** A Board Member may resign at any time by giving written notice:
- (a) in the case of the chairperson of the Board, to the President; and
 - (b) in the case of any other Board Member, to the chairperson of the Board.
- 9.7 **Disqualified persons:** The following persons are disqualified from being appointed or elected as a Board Member:
- (a) a person who is under 18 years of age;
 - (b) an undischarged bankrupt;
 - (c) a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three months or more unless that person has obtained a pardon or has served the sentence or otherwise suffered the sentence imposed upon that person;

- (d) a person who is prohibited from being a director, or promoter of, or being concerned or taking part in the management of, a company under section 382 or section 383 or section 385 of the Companies Act 1993;
- (e) a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988;
- (f) a person who is mentally incapable as defined in the Protection of Personal and Property Rights Act 1988; or
- (g) a person who is an employee or a contractor of the NZRU or a wholly-owned subsidiary of the NZRU (excluding a person who acts for, or is appointed to an office of, the NZRU in a professional capacity); or
- (h) any person who will not be, on appointment or election, Independent.

9.8 **Board Member Ceasing to Hold Office:** The office of a Board Member will be vacated if the person holding that office:

- (a) resigns in accordance with clause 9.6;
- (b) is removed from office in accordance with clause 9.3;
- (c) forfeits office in accordance with clause 9.5;
- (d) becomes disqualified from being a Board Member pursuant to clause 9.7; or
- (e) dies; or
- (f) ceases to be Independent; or
- (g) becomes an employee or contractor of the NZRU or a wholly-owned subsidiary of the NZRU (excluding a person who acts for, or is appointed to an office of, the NZRU in a professional capacity; or
- (h) otherwise vacates office in accordance with this Constitution.

10. POWERS AND DUTIES OF BOARD

10.1 **Management by Board:** Subject to clause 10.2 and clause 7 of Schedule 5, the business and the affairs of the NZRU are managed by, or under the direction and supervision of, the Board.

10.2 **Powers:** The Board has all of the powers necessary for managing, and for directing and supervising the management of, the business and affairs of the NZRU, including, in addition to the powers set out elsewhere in this Constitution, the power to:

- (a) exercise any of the powers of the NZRU other than those required to be exercised by the Members at a General Meeting or by a postal vote;
- (b) to delegate any of its powers to such person or persons as the Board may determine from time to time;
- (c) to appoint committees of the Board and to delegate any of the Board's powers to any such committee or body, including (without limitation):

- (i) the Judicial Committee, the Post-Hearing Review and such other body as may be contemplated by the NZRU's anti-doping regulations from time to time;
 - (ii) any NZRU committee or other body referred to in the Regulations for disciplinary hearings;
 - (iii) the power to sub-delegate any of the committee's (or other body's) powers to the chairperson of the committee (or other body) or such other person(s) approved by the Board; and
 - (iv) the power to determine the membership, terms of reference and powers of any such committee.
- (d) appoint a Chief Executive Officer of the NZRU for such period and on such terms as it thinks fit. The Board may, from time to time, confer upon the Chief Executive Officer any of the Board's powers, upon such terms and conditions as the Board sees fit, and may revoke or vary any or all of such powers;
- (e) make or amend any Regulations (which, without limitation, include rules and penalties for the conduct of disciplinary proceedings by Affiliated Unions, the NZRU and the Appeal Council), other than the regulations for the Ranfurly Shield which will be varied only by a resolution of a General Meeting;
- (f) appoint or approve the appointment of selectors, managers or coaches of New Zealand rugby teams (whether representative teams or otherwise) and such other persons as the Board may decide;
- (g) decide any question in dispute arising out of an interpretation of the Laws of the Game which has first been heard and determined by an Affiliated Union;
- (h) consider any appeal from a decision of an Affiliated Union in relation to the disqualification, deregistration or otherwise of any club, team, player or match official;
- (i) furnish rulings upon the Laws of the Game when requested to do so by an Affiliated Body;
- (j) settle disputes between Affiliated Unions when one of the Affiliated Unions which is a party to the dispute requests the NZRU to do so;
- (k) nominate persons for the office of Patron; and
- (l) do all such other things that are necessary or desirable to give effect to the objects of the NZRU.

10.3 **Board to Interpret:** If any difference of opinion arises as to the meaning of any provision of this Constitution, the Regulations, or, subject to any domestic safety law variations adopted by the NZRU, the Laws of the Game or the by-laws, regulations or resolutions of World Rugby, it will be determined by the Board (subject to any decision by the Appeal Council under clause 13), except if the difference of opinion arises at a General Meeting, in which case it will be determined by the chairperson of that meeting.



- 10.4 **Saving:** If any case should occur which, in the opinion of the Board, is not provided for in this Constitution, it shall be determined by the Board in such manner as it deems expedient.
- 10.5 **Ratification:** The purported exercise by an Officer, the Chief Executive Officer, any other NZRU employee or a Board Member of a power vested in the Board may be ratified or approved by the Board in the same manner in which the power may be exercised. The purported exercise of a power ratified under this clause is deemed to be, and to always have been, a proper and valid exercise of that power.
- 10.6 **Funds and Investment:** The funds and property of the NZRU shall be controlled, invested and disposed of by the Board subject to this Constitution. The funds shall be devoted solely to the promotion of the objects of the NZRU.
- 10.7 **Indemnity of Officers:** Each Board Member, Patron, Officer and employee of the NZRU (whether past or present) is indemnified by the NZRU in respect of:
- (a) any costs incurred by him or her in any proceeding that relates to liability for any act or omission by that person in his or her capacity as a Board Member, Patron, Officer or employee of the NZRU in which judgment is given in his or her favour, or in which he or she is acquitted or which is discontinued; and
 - (b) any liability to any person other than the NZRU for any act or omission in his or her capacity as a Board Member, Patron, Officer, employee or representative of the NZRU and costs incurred by him or her in defending or settling any claim or proceeding relating to such liability, not being criminal liability or liability in breach of any fiduciary duty owed by him or her to the NZRU.
- 10.8 **Insurance:** The NZRU may effect insurance for each Board Member, Patron, Officer and employee of the NZRU (whether past or present) in respect of any cost, claim, expense, loss or liability incurred in connection with any act or omission in his or her capacity as a Board Member, Patron, Officer, employee of the NZRU or otherwise, as the Board may determine.
11. **REMUNERATION OF BOARD MEMBERS AND OFFICERS**
- 11.1 **Remuneration:** Subject to the maximum annual amount determined in accordance with clause 11.2, the Board may authorise:
- (a) the payment of remuneration or the provision of other benefits by the NZRU to:
 - (i) a Board Member for services as a Board Member; or
 - (ii) an Officer for services as an Officer; or
 - (iii) a Board Member or an Officer in any other capacity; and
 - (b) the NZRU may enter into any contract to do so.
- 11.2 **Maximum amount of remuneration:** The annual amount of remuneration for Board Members and Officers must not exceed the maximum amount approved by an Ordinary Resolution at the preceding Annual General Meeting.
- 11.3 **Expenses:** Board Members and Officers may be reimbursed for reasonable travelling, accommodation and other expenses incurred in the course of performing duties or

exercising powers in that person's capacity as a Board Member or Officer with the approval of the Board.

12. APPOINTMENTS AND REMUNERATION COMMITTEE

12.1 **Appointments and Remuneration Committee:** The Appointments and Remuneration Committee is responsible for:

- (a) considering nominations and recommending candidates for the offices of the Elected Board Members;
- (b) appointing the Nominated Board Members;
- (c) appointing the Appointed Board Members; and
- (d) recommending the maximum annual amount of remuneration for Board Members and Officers for consideration by the Annual General Meeting for the purposes of clause 11.2.

12.2 **Proceedings:** The procedures relating to the formation, composition and proceedings of the Appointments and Remuneration Committee are set out in Schedule 8.

13. APPEAL COUNCIL

13.1 **Right of Appeal:** An Affiliated Body has the right to appeal to the Appeal Council in respect of any decision of the Board on all matters coming within its power or referred to it (other than matters decided under clause 7 of Schedule 5, clause 10.2(g) or clause 10.2(i)) and from the decision of any body which exercises the delegated authority or powers of the Board. The decision of the Appeal Council on any matter referred to it is final. An appeal application, accompanied by the deposit determined under clause 19.1, must be sent to the Chief Executive Officer.

13.2 **Role of Appeal Council:** The role of the Appeal Council is to hear any appeal referred to it within the terms of reference set out in Schedule 9.

13.3 **Proceedings:** The procedures relating to the appointment, composition and proceedings of the Appeal Council are set out in Schedule 9.

14. EXECUTION OF INSTRUMENTS

14.1 **Execution:** Contracts and other enforceable obligations requiring the signature of the NZRU may be signed:

- (a) if a deed, under the common seal of the NZRU; and
- (b) if a contract, by a person acting on behalf of and under the authority of the Board or the Chief Executive Officer.

14.2 **Common Seal:** The common seal of the NZRU must be kept in the custody of the Chief Executive Officer and may be affixed to any document:

- (a) by resolution of the Board, and must be countersigned by two Board Members or by one Board Member and the Chief Executive Officer; or
- (b) by such other means as the Board may resolve from time to time.



14.3 **Authority of Members:** For the purposes of this Constitution, a notice signed by the Chairperson or the Chief Executive of an Affiliated Body or an Associate Member, on behalf of the Affiliated Body or the Associate Member, will be binding on that Affiliated Body or Associate Member.

15. ACCOUNTS

15.1 **Books to be kept:** The Board must ensure proper accounting records of the NZRU are kept.

15.2 **Financial Year:** The financial year of the NZRU will commence on 1 January and end on 31 December of the same calendar year.

15.3 **Receipts and Payments:** All money received by the NZRU must be paid into a bank to the credit of the NZRU. All cheques, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the NZRU must be signed by two signatories authorised by the Board.

15.4 **Audit:** The accounts of the NZRU shall be audited by an auditor, being a duly qualified chartered accountant, who is a current member of the New Zealand Institute of Chartered Accountants, appointed at the Annual General Meeting. The auditor shall not hold any other office in the NZRU.

16. NOTICES

16.1 **Manner of Notice:** A notice under this Constitution must be in writing and may be delivered personally, by post, by facsimile or by email.

16.2 **Receipt of Notice:** A notice will be deemed to have been received:

- (a) if personally delivered, when received;
- (b) if sent by post, 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 recipient's facsimile number; and
- (d) if sent by email, on the day it is sent, provided that no error message was received by the information system used by the sender,

provided that if a notice is received after 5.00 pm, it will be deemed to have been received on the next day.

17. LIQUIDATION

17.1 **Liquidation:** The NZRU may be put into liquidation in accordance with the manner specified by the Act. Upon liquidation, any property or assets remaining after the satisfaction of all the NZRU's debts, liabilities and obligations shall be given or transferred to such amateur club, union or organisation as the NZRU by a majority of votes decides.

18. ADJUDICATION

- 18.1 **Final Decision by Union:** All Members must recognise the NZRU as having the final right to determine all disputes in relation to rugby whether by way of appeal or otherwise.
- 18.2 **Misconduct:** Subject to clause 18.3, in the event of an allegation of off-field misconduct by a club, team, player or match official, the procedure set out in Schedule 10 will apply.
- 18.3 **Players Contracted to the NZRU:** In the event of an allegation of off-field misconduct by any player or match official employed by the NZRU or any company owned wholly or in part by the NZRU, or any related entity of the NZRU, such allegation of misconduct will be investigated and handled in accordance with the terms of that player's or match official's employment contract.

19. APPEAL DEPOSIT

- 19.1 **Appeal Deposit:** The Chief Executive Officer has the discretion to determine the amount of the deposit (if any) payable under clause 3 of Schedule 10 or clause 13.1. The amount will not exceed the maximum amount approved by an Ordinary Resolution at the most recent Annual General Meeting.
- 19.2 **Forfeiture of Appeal Deposit:** The Appeal Council, in the case of an appeal under clause 13.1, or the Board (or any committee of the NZRU established by the Board), in the case of an appeal under clause 3 of Schedule 10, may decide that part or all of the deposit is to be forfeited if the appeal is deemed to be frivolous, vexatious or otherwise without merit or is held to be dismissed (in whole or in part), and may further decide that the deposit is to be set-off against an award of costs made under clause 14 of Schedule 9 in favour of any other party to the appeal (including the NZRU) and be paid to that other party accordingly.

20. REGULATION OF RUGBY

- 20.1 **Uniform:** The representative uniform for the national senior men's team of the NZRU shall be a black jersey with a silver fern and the words "All Blacks" on the breast, black shorts, black stockings with three white hoops and may include headbands and wristbands of a colour approved by the NZRU. Subject to the rules of World Rugby, logos may be added to the jersey, the shorts, stockings, headbands and wristbands.
- 20.2 **Colours:** The Chief Executive Officer will:
- (a) keep a register of the approved colours of each Affiliated Union;
 - (b) approve the colours to be worn by the representative team of each Affiliated Union. The Chief Executive Officer cannot approve colours for the representative team of an Affiliated Union which are in the same combination as the current colours registered on the register for any other Affiliated Union; and
 - (c) give an Affiliated Union alternative colours for a particular match if the approved and registered colours for that Affiliated Union for that match are in the opinion of the Chief Executive Officer confusingly similar to the colours of the other team playing in that match.
- 20.3 **Non-Competitive Matches:** No Affiliated Union may arrange or give approval for a non-competitive match to be played if any player resident outside its territory is to be

invited to play in the match, unless the written consent of the Board has been obtained. For the purposes of this clause 20.3, a "non-competitive" match is a match that is neither an ordinary club competition match, an inter-Affiliated Union representative fixture or a NZRU fixture.

20.4 **Games with Suspended Players:** No Affiliated Union, club or player shall knowingly play in any match with any suspended or expelled club or player and, in the case of a player, whether suspended or expelled from playing rugby or suspended or expelled in relation to another sporting code.

21. ALTERATIONS

21.1 **Alterations:** This Constitution may be amended by a majority of not less than two-thirds of the votes cast at a General Meeting. Notice of any rescission, alteration or addition proposed by a Member must be given in writing to the Chief Executive Officer not less than six weeks before the meeting at which it is to be considered.

22. INTERPRETATION

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

Act means the Incorporated Societies Act 1908;

Affiliated Body means each of the Affiliated Unions and New Zealand Maori Rugby Board Incorporated;

Affiliated Union means any local, provincial or other rugby union for the time being affiliated as a Member of the NZRU in accordance with clause 3;

Annual General Meeting means an annual general meeting of the Members convened in accordance with this Constitution;

Appeal Council means the Appeal Council of the NZRU, constituted in accordance with clause 13;

Appointed Board Member means a Board Member appointed in accordance with clause 8 and Schedule 6;

Appointments and Remuneration Committee means the Appointments and Remuneration Committee of the NZRU, constituted in accordance with clause 12;

Associate Member means any New Zealand national rugby organisation admitted as an associate member of the NZRU in accordance with clause 3;

Board means the board of the NZRU constituted in accordance with clause 8;

Board Member means a natural person who has been elected or appointed (as the case may be) as a member of the Board in accordance with this Constitution;

Central Zone means the geographical zone represented by the Affiliated Unions set out in Schedule 3 under the heading "Central Zone";

Chief Executive Officer means the person appointed as chief executive officer of the NZRU from time to time, in accordance with this Constitution or, in his or her absence, any acting chief executive officer;



Constitution means this Constitution;

Domestic Competition means the New Zealand domestic rugby competitions conducted by the NZRU between Affiliated Unions, which includes the Premier Division and Division One;

Division One means the second division of the Domestic Competition known initially as the “Heartland Championship” (as amended by the NZRU from time to time);

Elected Board Member means a Board Member elected in accordance with clause 8 and Schedule 6;

General Meeting means any Annual General Meeting or Special General Meeting of the NZRU;

Independent means a person who is not:

- (a) employed by; or
- (b) a member of the board of; or
- (c) an officer holder of,

any of:

- (d) the NZRU or any of its subsidiaries; or
- (e) an Affiliated Body or any of its subsidiaries,

provided that:

- (f) membership of the Board of the NZRU itself does not mean that a person is not Independent;
- (g) a person does not cease to be Independent by virtue of acting for, or being appointed to an office of, the NZRU, in a professional capacity; and
- (h) the Maori Representative does not cease to be Independent by virtue of being appointed to an office of the New Zealand Maori Rugby Board Incorporated.

Intellectual Property Rights means all statutory and other proprietary rights in respect of, without limitation, brands, business marks, layout designs, confidential information, copyright works, data, designs, drawings, get up, inventions, know-how (including know-how set out in manuals), logos, manuals, patents, procedures, programmes, prototypes, service marks, specifications, technical information, trade marks or trade names, trade secrets, and all other rights as defined by Article 2 of the Convention of July 1967 establishing the World Intellectual Property Organisation (including applications for such rights) as may exist anywhere in the world;

Laws of the Game means the laws of rugby as framed and interpreted by World Rugby (subject to domestic safety law variations of the NZRU);



Life Member means a person admitted as a life member of the NZRU in accordance with clause 4;

Maori Representative means the Board Member elected (prior to the 2018 Annual General Meeting) or appointed (at or after the 2018 Annual General Meeting) as the Maori Representative in accordance with clause 8 and Schedule 6;

Member means a member of the NZRU, being an Affiliated Union, an Associate Member, a Life Member and New Zealand Maori Rugby Board Incorporated;

New Zealand Maori Rugby Board Incorporated means the incorporated society by that name established by the NZRU, or such other body representing the interests of Maori rugby as approved by the NZRU from time to time;

Nominated Board Member means a Board Member appointed in accordance with clause 8 and Schedule 6, including a Maori Representative;

North Zone means the geographical zone represented by the Affiliated Unions set out in Schedule 3 under the heading "North Zone";

NZRU means New Zealand Rugby Union Incorporated;

Officer means each of the President and the Vice President of the NZRU appointed in accordance with clause 7;

Ordinary Resolution means a resolution that is approved by a simple majority of the votes of the Members entitled to vote and voting on the question (whether at a General Meeting or by a postal vote, as the case may be);

Patron means the patron of the NZRU appointed in accordance with clause 7;

postal vote means a postal vote by Members conducted in accordance with Schedule 5;

Premier Division means the top division of the Domestic Competition known initially as the "Air New Zealand Cup" (as amended by the NZRU from time to time);

Registrar means the Registrar of Incorporated Societies;

Regulations means regulations made by the NZRU, as amended from time to time;

rugby means the game of rugby union;

SANZAAR means the joint venture formed by the South African Rugby Union, Australian Rugby Union Limited, the Argentina Rugby Union and the NZRU;

Scrutineer means a person appointed by the Board in accordance with Schedule 5 for the purposes of recording votes cast at a General Meeting (including postal votes);

Skills and Competency Framework means the framework drafted by the working party set up following the 2011 Annual General Meeting to review constitutional arrangements, as updated from time to time in accordance with clause 6 of Schedule 8, or as amended by Special Resolution;



Special General Meeting means a meeting of the Members held in accordance with clause 5.3;

Special Resolution means a resolution approved by a majority of 75% of the votes of the Members entitled to vote and voting on the question (whether at a General Meeting or by a postal vote, as the case may be);

South Zone means the geographical zone represented by the Affiliated Unions set out in Schedule 3 under the heading "South Zone"; and

World Rugby means the association of national rugby unions known as World Rugby, of which the NZRU is a member;

Zone means each of the North Zone, the Central Zone and the South Zone.

22.2 **Interpretation:** In this Constitution, unless the context otherwise requires:

- (a) expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution;
- (b) reference, in the main body of this Constitution or in a Schedule to a clause is to a clause in the main body of the Constitution or that Schedule;
- (c) reference to a Schedule is to a Schedule to this Constitution;
- (d) clause and other headings are for ease of reference only and do not affect the interpretation of this Constitution;
- (e) an obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done;
- (f) words importing the singular number include the plural and vice versa;
- (g) references to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;
- (h) references to one gender includes each other gender;
- (i) any reference to a party includes that party's successors and permitted assignees (as the case may be); and
- (j) references to any statutory provision includes any statutory provision which amends or replaces it, and any subordinate legislation made under it.



SCHEDULE 1

List of Affiliated Unions

1. Auckland Rugby Union Incorporated
2. Bay of Plenty Rugby Union Incorporated
3. Buller Rugby Football Union Inc
4. Canterbury Rugby Football Union Inc
5. Counties Manukau Rugby Football Union (Incorporated)
6. East Coast Rugby Football Union Incorporated
7. Hawkes Bay Rugby Football Union Incorporated
8. Horowhenua Kapiti Rugby Football Union Incorporated
9. King Country Rugby Football Union Incorporated
10. The Manawatu Rugby Football Union Incorporated
11. Mid Canterbury Rugby Union Incorporated
12. North Harbour Rugby Football Union Incorporated
13. The North Otago Rugby Football Union Incorporated
14. Northland Rugby Union Incorporated
15. Otago Rugby Football Union Incorporated
16. Poverty Bay Rugby Football Union Incorporated
17. Rugby Southland Incorporated
18. The South Canterbury Rugby Football Union Incorporated
19. Taranaki Rugby Football Union Inc
20. Tasman Rugby Union Incorporated
21. Thames Valley Rugby Football Union Incorporated
22. Waikato Rugby Union Incorporated
23. Wairarapa-Bush Rugby Football Union Incorporated
24. Wanganui Rugby Football Union Inc
25. Wellington Rugby Football Union Inc
26. West Coast Rugby Football Union Incorporated



SCHEDULE 2

List of Associate Members

1. New Zealand Defence Force Sports Committee
2. New Zealand Marist Rugby Football Federation Incorporated
3. The New Zealand Universities Rugby Football Council (Incorporated)
4. Rugby Union Foundation of New Zealand (Incorporated)
5. New Zealand Schools' Rugby Council
6. New Zealand Colleges of Education Rugby Football Federation
7. New Zealand Deaf Rugby Football Union (Incorporated)
8. The Rugby Museum Society of New Zealand Incorporated

SCHEDULE 3

List of Zones

1. North Zone

- 1.1 Auckland Rugby Union Incorporated
- 1.2 Bay of Plenty Rugby Union Incorporated
- 1.3 Counties Manukau Rugby Football Union (Incorporated)
- 1.4 King Country Rugby Football Union Incorporated
- 1.5 North Harbour Rugby Football Union Incorporated
- 1.6 Northland Rugby Football Union Incorporated
- 1.7 Thames Valley Rugby Football Union Incorporated
- 1.8 Waikato Rugby Union Incorporated

2. Central Zone

- 2.1 East Coast Rugby Football Union (Incorporated)
- 2.2 Hawkes Bay Rugby Football Union Incorporated
- 2.3 Horowhenua Kapiti Rugby Football Union Incorporated
- 2.4 The Manawatu Rugby Football Union Inc
- 2.5 Poverty Bay Rugby Football Union Incorporated
- 2.6 Taranaki Rugby Football Union Inc
- 2.7 Wairarapa-Bush Rugby Football Union (Incorporated)
- 2.8 Wanganui Rugby Football Union Inc
- 2.9 Wellington Rugby Football Union Inc

3. South Zone

- 3.1 Buller Rugby Football Union Inc
- 3.2 Canterbury Rugby Football Union Inc
- 3.3 Mid Canterbury Rugby Football Union (Incorporated)
- 3.4 The North Otago Rugby Football Union Incorporated
- 3.5 Otago Rugby Football Union Incorporated
- 3.6 Rugby Southland Incorporated
- 3.7 Tasman Rugby Union Incorporated
- 3.8 The South Canterbury Rugby Football Union Incorporated
- 3.9 West Coast Rugby Football Union Incorporated

SCHEDULE 4

Procedures relating to new Members

1. **Membership as an Affiliated Union:** An application for membership to the NZRU as an Affiliated Union must be submitted in writing to the Chief Executive Officer and must:
 - (a) be made by the local, provincial or other Rugby Union seeking to become an Affiliated Union;
 - (b) record the number of teams under, or to be under, the applicant's control;
 - (c) include a description of the proposed boundaries of the applicant, together with a plan showing the boundaries clearly marked;
 - (d) include the written endorsement of not less than two Affiliated Unions; and
 - (e) be made by an entity that is either an incorporated society registered under the Act, or another incorporated entity for which the Inland Revenue Department has granted a binding ruling to the effect that its income is exempt from taxation under section CW39 of the Income Tax Act 2004.

2. **Amalgamation of Existing Affiliated Union:** An application for the amalgamation of two or more existing Affiliated Unions must be submitted in writing to the Chief Executive Officer and must:
 - (a) be made by the Affiliated Unions seeking to amalgamate;
 - (b) record the number of teams under, or to be under, the amalgamated entity's control;
 - (c) include a description of the proposed boundaries of the amalgamated entities, together with a plan showing the boundaries clearly marked;
 - (d) include details of the proposed governance and membership of the amalgamated entity and a copy of the proposed rules or constitution of the amalgamated entity; and
 - (e) include a copy of the audited financial statements of each of the applicants for the 12 months ending on the balance date of the applicant immediately preceding the date of the application (including a statement of financial position and an income and expenditure statement) or, where an applicant was formed less than 12 months before the application, a copy of the applicant's projected statement of financial position and projected income and expenditure statement for the 12 months commencing from the date of the application; and
 - (f) include a full explanation as to why the amalgamation is proposed and the perceived benefits and potential disadvantages of the amalgamation.

3. **Associate Members:** An application for membership to the NZRU as an Associate Member must be submitted in writing to the Chief Executive Officer and must:
 - (a) demonstrate that the applicant is a national rugby organisation comprising a national membership (as opposed to being affiliated with particular provinces or

regions within New Zealand), which conducts matches or tournaments on a national basis, and is recognised by existing New Zealand rugby stakeholders as a representative national rugby organisation;

- (b) include details of the governance and membership structure of the applicant and a copy of the applicant's rules or constitution;
 - (c) include a copy of the audited financial statements of the applicant for the 12 months ending on the balance date of the applicant immediately preceding the date of the application (including a statement of financial position and an income and expenditure statement); and
 - (d) demonstrate that the applicant has established stable administration over not less than the three years immediately preceding the application.
4. **Member Consideration:** Within two weeks of the receipt of any application for membership of the NZRU as an Affiliated Union or as an Associate Member (including an application for amalgamation) made in accordance with this Schedule 4, the Chief Executive Officer will:
- (a) distribute a copy of the application to all Members; and
 - (b) invite the Members to express their views on the application to the Board in writing within a period specified by the Chief Executive Officer, being not more than six weeks after copies of the application are dispatched to Members.
5. **Board Consideration:** After the expiry of the period specified by the Chief Executive Officer under clause 4(b), the Board:
- (a) will consider the application for membership (including an application to amalgamate) and the views expressed by Members on the application;
 - (b) may request additional information from the applicant, or any other person as the Board considers appropriate; and
 - (c) will make a recommendation:
 - (i) not less than two weeks prior to the date of the General Meeting at which the application will be considered by the Members; or
 - (ii) if the matter is to be put to the Members by postal ballot, not less than three weeks prior to the date on which postal ballots are due to be returned to the NZRU.
6. **Consideration at General Meeting:** Subject to where the application is voted on by way of a postal vote, an application for membership of the NZRU (including an application for amalgamation) will be considered at the next General Meeting following receipt of the application by the Chief Executive Officer, provided that the application is received not less than three months prior to the date of that General Meeting (failing which, the application will be considered at the first General Meeting held after a period of three months has elapsed since receipt of the application by the Chief Executive Officer).
7. **Voting on an Application:** If an application for membership to the NZRU (including an application for amalgamation) is approved by an Ordinary Resolution, the relevant



applicant will be admitted as a Member from the date of that General Meeting or such other date as may be agreed by the General Meeting. If an application for membership to the NZRU (including an application for amalgamation) is approved by a postal vote, the relevant applicant will be admitted as a Member from the date that the result of the postal vote is announced by the NZRU or such other date as is determined by the postal vote.

SCHEDULE 5

Proceedings at General Meetings

1. **Notice of Annual General Meeting:** The Board will give Members, Board Members, the Patron and Officers:
 - (a) not less than 12 weeks' notice of the date, and place, of the Annual General Meeting; and
 - (b) not less than two weeks' notice of all business which is to be considered at the Annual General Meeting.
2. **Convening Special General Meeting:** A Special General Meeting can be called:
 - (a) by the Board at any time; or
 - (b) by the Chief Executive Officer on receipt of a requisition stating the objects of such meeting, signed on behalf of not less than 25% of the Affiliated Unions,and the Special General Meeting must be held within seven weeks of the day on which:
 - (c) the Board calls for the Special General Meeting; or
 - (d) the valid requisition is received by the Chief Executive Officer.
3. **Notice of Special General Meeting:** The Chief Executive Officer must give not less than three weeks prior written notice to all Members, Board Members, the Patron and Officers of all business which is to be considered at any Special General Meeting, and of the time and place of the Special General Meeting.
4. **Delegates:** If a Member is to be represented at a General Meeting by one or more delegates, a written notice of the appointment of a delegate, signed on behalf of the Member, must be received by the Chief Executive Officer not less than six weeks before the date of the General Meeting. A person may be appointed the delegate of one or more Members.
5. **Replacement of Delegate:** A Member may replace its nominated delegate(s) by written notice to the Chief Executive Officer signed on behalf of the Member.
6. **Voting by Delegate:** Any one delegate may exercise all of the votes entitled to be exercised by the Member (or Members) that delegate represents.
7. **Delegates' Powers:** Affiliated Bodies (acting through their delegates) have the right to consider and, if entitled to vote, to pass or reject motions relating to any matters in respect of which valid notice has been given in accordance with this Constitution. Such decisions are binding upon the Board notwithstanding the provisions of clause 10 of the main body of this Constitution, provided that all matters of finance must be referred to the Board for final decision.
8. **Votes need not be Cast in Same Way:** A Member's votes do not need to all be cast in the same way.



9. **Notice Irregularity:** Any irregularity in the notice of a General Meeting is waived if all Members attend the General Meeting without protest as to the irregularity, or if all Members agree to waive the irregularity.
10. **Meeting Irregularity:** Any irregularity in the conduct or procedure of a General Meeting is waived if the number of Members constituting a quorum are present and those Members agree to the waiver or attend the meeting without raising an objection concerning the irregularity.
11. **Appointment of Proxy:** If a Member's delegate is unable to attend a General Meeting, the delegate may appoint a proxy. The Chief Executive Officer must receive written notice of the proxy from the delegate not less than 48 hours before the General Meeting, provided that in the event of unforeseen circumstances, the Chief Executive Officer has discretion to accept a notice of proxy at any time prior to the commencement of the General Meeting.
12. **Form of Proxy to be Included with Notice of Meeting:** The NZRU must send a proxy form complying with clause 13 to every Affiliated Body with the notice of the General Meeting. In every such notice there shall appear with reasonable prominence a statement that:
- (a) the delegates of an Affiliated Body are entitled to appoint a proxy to attend and vote; and
 - (b) the proxy need not be a delegate of a Member.
13. **Form of Proxy:** A proxy is appointed by completing a form substantially in the following terms, or in such other terms as the Board may approve:
- I [name] of [address], being a delegate of [insert name of Affiliated Body], an Affiliated Body of **NEW ZEALAND RUGBY UNION INCORPORATED**, hereby appoint [name of proxy] or failing him or her [name of alternate proxy] as my proxy to vote for me and on my behalf at the General Meeting to be held on [date], and at any adjournment of such General Meeting.
- SIGNED**
- Date:
- This form is to be used in favour of/against the resolution (strike out the inappropriate words):
- [insert resolutions]
14. **Quorum:** No business may be transacted at any General Meeting if a quorum is not present. A quorum for a General Meeting is present if delegates (or the proxies of such delegates notified to the Chief Executive Officer in accordance with clause 12) representing 75% of the Affiliated Bodies are present.
15. **Chairperson:** The chairperson of a General Meeting shall regulate the proceedings at that meeting. The chairperson of a General Meeting will be:
- (a) the chairperson of the Board; or

- (b) if the chairperson of the Board is absent, the deputy chairperson of the Board, or in the absence of both the chairperson and the deputy chairperson of the Board, or where no deputy chairperson of the Board has been elected, a person elected by the Board.
16. **Casting Vote:** The chairperson of a General Meeting has a casting vote. The chairperson may also exercise a deliberative vote if the chairperson has the right to vote as a delegate of an Affiliated Body or has been appointed as a delegate's proxy.
17. **Powers to Adjourn or Dissolve Meetings:** The chairperson of a General Meeting:
- (a) can adjourn the meeting from time to time and from place to place if he or she thinks fit;
 - (b) can either adjourn or dissolve the meeting if the meeting becomes so unruly, disorderly or inordinately protracted that, in the opinion of the chairperson the business of the meeting cannot be conducted in a proper and orderly manner, notwithstanding any provision to the contrary contained in this Constitution and without the consent of the meeting; and
 - (c) will adjourn the meeting if so directed by the meeting,
- provided that no business will be transacted at any adjourned meeting other than the business left unfinished at the General Meeting from which the adjournment took place. Notice of the adjournment and of the business to be transacted at the adjourned meeting is not required unless the General Meeting is adjourned for six weeks or more.
18. **Unfinished Business:** If any General Meeting is to be dissolved by the chairperson of that meeting, the chairperson may direct that any item of business which has not been completed at the General Meeting and which requires a vote, be put to the vote without further discussion.
19. **Scrutineers:** For each General Meeting, not less than two Scrutineers must be appointed by the Board to keep a record of, and count, votes cast at the General Meeting.
20. **Voting:** Except where otherwise expressly provided in this Constitution, voting at General Meetings may be by secret ballot or by voice as set out in clauses 21 to 24 (inclusive).
21. **Voice by Default:** Subject to clause 24 and except as otherwise provided in this Constitution, in respect of each resolution, the chairperson of the General Meeting will:
- (a) ask the Affiliated Bodies if there is any objection to voting on the resolution by voice;
 - (b) if no objection is voiced by any Affiliated Body, voting will be carried out in accordance with clause 22;
 - (c) if an objection is voiced by an Affiliated Body, the chairperson will propose a resolution that voting be by roll and will follow the procedure set out in clause 23 to determine whether the resolution is passed.
22. **Voting by Voice:** Where voting at a General Meeting is to be by voice, the chairperson must:

- (a) call for votes in favour of the resolution to be voiced; and
- (b) then call for votes against the resolution to be voiced.

If there are no votes voiced against the resolution, the resolution has been passed. If there are votes voiced against the resolution, voting must be conducted by roll in accordance with clause 23.

23. **Voting by Roll:** Where the voting is to be conducted as voting by roll, the Scrutineers must record the votes cast at the General Meeting in respect of each resolution as follows:
- (a) one Scrutineer will call out the name of each Affiliated Body represented at the General Meeting;
 - (b) on the name of the Affiliated Body being called out, one delegate of that Affiliated Body (or his or her proxy) will state:
 - (i) that delegate's name (and if a proxy, the proxy's name and the fact that he or she is a proxy);
 - (ii) the number of votes that the delegate (or his or her proxy) is entitled to cast on behalf of the Affiliated Body; and
 - (iii) the manner in which those votes are being cast in respect of the particular resolution on behalf of the Affiliated Body;
 - (c) once the names of all Affiliated Bodies represented at the meeting have been called out, the votes cast will be counted by the Scrutineers;
 - (d) the Scrutineers will then deliver a certificate to the chairperson setting out the number of votes cast in favour of, and against, the resolution; and
 - (e) the chairperson will convey the results of the vote to the General Meeting.
24. **Voting by secret ballot:** A secret ballot may be demanded at a General Meeting by not less than five per cent of the Affiliated Bodies present at the meeting and may be demanded before a voice vote or before voting by roll. The secret ballot will be taken in the manner that the chairperson directs.
25. **Result of secret ballot:** Votes cast on a secret ballot will be counted by the Scrutineers who will inform the chairperson of the number of votes cast in favour of, and against, the resolution. The chairperson will convey the results of the vote to the General Meeting.
26. **Validity of Votes:** 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 admissibility or rejection of the vote and the chairperson's determination will be conclusive.
27. **Resolution in Writing:** A written resolution signed by all Affiliated Bodies for the time being entitled to receive notice of a General Meeting shall have effect as if it had been passed at a General Meeting. Any such resolution may consist of several documents in identical form each signed by one or more Affiliated Bodies. Any such document

sent by an Affiliated Body by facsimile transmission or other electronic means approved by the Board is deemed to have been signed by such Affiliated Body.

28. **Postal Vote:** Matters which may be voted on at a General Meeting may, instead, be voted on by postal vote if:
- (a) the Board resolves that the matter can be referred to the Affiliated Bodies for consideration by a postal vote;
 - (b) the NZRU gives not less than three weeks' notice to the Affiliated Bodies and other Members in a form that complies with clause 29 and that advises the Affiliated Bodies that the matter is to be considered by postal vote; and
 - (c) the NZRU receives:
 - (i) no objection from any Affiliated Body; or
 - (ii) objections from less than 25% of the Affiliated Bodies,within one week from the date on which the notice referred to in clause 28(b) was sent by the NZRU to the Affiliated Bodies.
29. **Notice of Resolution:** Notice of the matter to be voted on by postal vote must:
- (a) be given to all Members in the same manner as notice of business to be considered at a General Meeting must be given;
 - (b) specify the names of the two Scrutineers authorised by the Board to receive and count the postal votes cast on the resolutions recorded in the notice; and
 - (c) specify the date by which postal votes must be received by the NZRU.
30. **Manner of Voting:** An Affiliated Body may cast a postal vote on all or any of the matters to be voted on as specified in a notice given under clause 28 by sending a written notice setting out the manner in which the Affiliated Body's votes are to be cast to the Scrutineers. The notice must be received by the NZRU no later than 5.00pm on the date specified in the notice for the purposes of clause 29(c). Once a postal vote has been received by the NZRU, the Affiliated Body cannot revoke or alter its vote.
31. **Duty of Scrutineers:** The postal votes received by the NZRU will be delivered to the Scrutineers. The Scrutineers will:
- (a) collect together all postal votes received;
 - (b) in relation to each resolution to be voted on by postal vote, count:
 - (i) the number of Affiliated Bodies voting in favour of the resolution and the number of votes cast by each Affiliated Body in favour of the resolution; and
 - (ii) the number of Affiliated Bodies voting against the resolution, and the number of votes cast by each Affiliated Body against the resolution;
 - (c) sign a certificate addressed to the chairperson of the Board stating that the Scrutineers have carried out the duties set out in clause 31(a) and (b); and



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- (d) deliver the certificate required by clause 31(c) to the chairperson of the Board.
32. **Result:** If the NZRU receives valid postal votes from not less than 75% of the Affiliated Bodies, and the resolution has been passed by the required majority of votes, the postal vote will be as effective as if it were passed at a General Meeting. If:
- (a) the NZRU receives valid postal votes from not less than 75% of the Affiliated Bodies but the resolution is not passed by the required majority of votes; or
 - (b) the NZRU receives valid postal votes from less than 75% of the Affiliated Bodies, the resolution will be deemed to have failed.

SCHEDULE 6

Nomination, Election and Appointment of Board Members and Officers

1. **Nomination of Elected Board Members and/or Nominated Board Members:** Nominations of candidates for election as Elected Board Members and/or appointment as Nominated Board Members must be:
 - (a) received by the Chief Executive Officer not less than ten weeks before the date of the General Meeting at which the election of the Elected Board Member(s) is to be held;
 - (b) accompanied by the written consent signed by or on behalf of the nominee; and
 - (c) accompanied by a notice seconding the nomination in accordance with clause 2, 3, and 4 (as applicable).
2. **Nominations for Nominated Board Members:** Nominations of persons for appointment as Nominated Board Members may only be made by an Affiliated Union or, when the Nominated Board Member is the Maori Representative, by an Affiliated Body. Each nomination must be seconded by another Affiliated Union or, when the Nominated Board Member is the Maori Representative, by an Affiliated Body. The nomination must confirm that the nominee is, or will immediately be on appointment, and will continue to be (if appointed), Independent.
3. **Maori Representative:** Nominees for the Maori Representative position must be a representative of Maori (as defined by the Te Ture Whenua Maori Act 1993).
4. **Nominations for Elected Board Member:** Nominations of persons for election as Elected Board Members may only be made by an Affiliated Union. Each nomination must be seconded by another Affiliated Union. The nomination must confirm that the nominee is, or will immediately be on election, and will continue to be (if elected), Independent.
5. **Voting:** All Affiliated Bodies are entitled to participate in the election of each Elected Board Member.
6. **Application as Appointed Board Member:** A person who wishes to apply to be appointed as an Appointed Board Member must apply in writing to the Chief Executive Officer and his or her application must have been received by the Chief Executive prior to the closing date for applications nominated by the Chief Executive. The applicant must:
 - (a) set out the relevant experience and qualifications of the applicant; and
 - (b) confirm that he or she is, or will immediately be on appointment, and will continue to be if appointed, Independent;
 - (c) confirm that he or she will be able to, and will continue to, act and think independently of any particular stakeholder or stakeholders in New Zealand Rugby, and in the best interests of rugby across all of New Zealand; and

- (d) confirm that if appointed he or she will immediately notify the Board if he or she ceases to be Independent for any reason.
7. **Referral to the Appointments and Remuneration Committee:** The Chief Executive Officer will, immediately following the relevant closing date, refer all nominations received in accordance with clauses 1 to 4, and all applications received in accordance with clause 6 to the Appointments and Remuneration Committee.
8. **Role of the Appointments and Remuneration Committee:** The Appointments and Remuneration Committee will:
- (a) consider the nominations for the Elected Board Member and/or Nominated Board Members received from the Chief Executive Officer in accordance with clause 7; and
 - (b) taking into account the matters set out in clauses 5 and 6 of Schedule 8, give written notice to the Chief Executive Officer not less than four (4) weeks prior to the date of the General Meeting at which the election of the Elected Board Members is to be held setting out:
 - (i) its recommended candidates for the Elected Board Member vacancies, being the nominees that it considers are the most suitable candidates to fill the Elected Board Member vacancies (“the Recommended Candidates”). The number of Recommended Candidates to be notified by the Appointments and Remuneration Committee shall be twice the number of vacancies (e.g. if there is one vacancy there will be two Recommended Candidates; if there are two vacancies there will be four recommended candidates, and so on). If there are insufficient nominees to fulfil the required number of Recommended Candidates, when compared to the number of Elected Board Member vacancies, the Appointments and Remuneration Committee will be required to recommend all of the nominees; and
 - (ii) the name of the person it has appointed to the Nominated Board Member position (with effect from the end of the Annual General Meeting), being the nominee that it considers is the most suitable candidate to fill the Nominated Board Member vacancy.
9. **Notification to Applicants:** As soon as practical after receiving notification of the Appointments and Remuneration Committee’s Recommended Candidates and its appointment to the Nominated Board Member position, the Chief Executive will:
- (a) notify each nominee for election as an Elected Board Member whether or not he or she is a Recommended Candidate; and
 - (b) notify each nominee for appointment as a Nominated Board Member whether or not he or she has been successful in being appointed; and
 - (c) in the case of each nominee who has unsuccessfully sought the recommendation of, or appointment by, the Appointments and Remuneration Committee, advise that person that his or her candidacy has been unsuccessful.



10. **Eligibility for Election:** Only Recommended Candidates may continue to seek election as an Elected Board Member at the Annual General Meeting.

11. **Decisions Final:** Decisions of the Appointments and Remuneration Committee with regard to:

- (a) the Recommended Candidates for each Elected Board Member vacancy; and
- (b) the appointee for each Nominated Board Member vacancy,

are final subject only to any appeal or review rights arising under the rules of natural justice.

12. **Circulation of Recommendations:** Not less than four weeks prior to the date of the General Meeting at which the election of the Elected Board Members will take place, the Chief Executive Officer will give written notice to all Members specifying the Recommended Candidates for each vacancy as an Elected Board Member, and the name of the person appointed to fill any vacancy as a Nominated Board Member. At the same time, the Appointments and Remuneration Committee will provide to all Members the following in relation to each Recommended Candidate, and the appointee to the Nominated Board Member position:

- (a) biographical information and work history using a template form populated by each Recommended Candidate, and by the appointee to the Nominated Board Member position;
- (b) a curriculum vitae prepared by each Recommended Candidate and the appointee to the Nominated Board Member position;
- (c) a brief assessment of each Recommended Candidate and the appointee to the Nominated Board Member position, prepared by the Appointments and Remuneration Committee against key criteria in the Skills and Competencies Framework, using the following template:

| Competency | Assessment Criteria | | |
|------------|---------------------|-----------|------------------|
| | Experienced | Potential | Not Demonstrated |
| | | | |
| | | | |
| | | | |
| | | | |

13. **Re-election/re-appointment of Retiring Members:** Subject to the terms of this Constitution, retiring Board Members may stand for re-election and re-appointment.

14. **Election of Elected Board Members:** At the General Meeting, the Affiliated Bodies will elect one person as an Elected Board Member for each Elected Board Member office that is vacant from the Recommended Candidates. If the number of Recommended Candidates for a position is equal to the number of vacancies no election will be required, and the Recommended Candidate/s will be deemed to have been elected.



15. **Recommended Candidates:** Recommended Candidates may:
- (a) during the period between the Appointments and Remuneration Committee's recommendations being notified and the Annual General Meeting, canvass Affiliated Unions and the New Zealand Maori Board in whichever manner they see fit;
 - (b) address the Annual General Meeting for a period of not more than ten minutes each, provided however that they shall not be entitled to produce any additional written or visual information.
16. **Appointment of Appointed Board Members:** Not more than two weeks after the date of the General Meeting at which the election of Elected Board Members was held, or, in the case of a casual vacancy of an Appointed Board Member, within such time period as the Appointments and Remuneration Committee determines, the Appointments and Remuneration Committee will appoint an Appointed Board Member to replace any vacancy on the Board created by the departure of a previous Appointed Board Member (if any). The person appointed as the Appointed Board Member will be the person who has applied for the position in accordance with clause 5 and who, after considering the matters set out at clauses 5 and 6 of Schedule 8, the Appointments and Remuneration Committee considers to be the most suitable candidate.
17. **Two Categories:** A person may:
- (a) be both a nominee for an Elected Board Member position and a nominee for a Nominated Board Member position (other than the Maori Representative position) at the same time; or
 - (b) be both an applicant for an Appointed Board Member position and a nominee for a Nominated Board Member position at the same time.
- A person cannot be:
- (a) both a nominee for an Elected Board Member position and a nominee for the Maori Representative position at the same time; or
 - (b) both a nominee for an Elected Board Member position and an applicant for an Appointed Board Member position at the same time.
18. **Term:** Subject to the terms of this Constitution, Board Members are elected and/or appointed:
- (a) for a term commencing on the date of his or her election or appointment and ending on the conclusion of the Annual General Meeting held in the third calendar year after his or her election or appointment; and
 - (b) for a maximum of three consecutive terms.
19. **Extension of Maximum Number of Terms:** Notwithstanding clause 18(b), a Board Member who has held office for three consecutive terms is eligible to be elected or appointed as a Board Member for one or more further terms if the Board is satisfied that exceptional circumstances warrant the election or appointment of the Board Member

for a further term (including, without limitation, the appointment of the relevant Board Member as an officer of World Rugby). In the case of:

- (a) the nomination of the Board Member to be an Elected Board Member or a Nominated Board Member, the Affiliated Body making the nomination must set out the exceptional circumstances that warrant the election of the relevant Board Member for a further term; and
- (b) a Board Member applying for appointment as an Appointed Board Member, the Appointments and Remuneration Committee must set out in writing the exceptional circumstances that warrant the appointment of the relevant Board Member for a further term.

If the Board is satisfied that exceptional circumstances exist, the Board will promptly advise the Appointments and Remuneration Committee in writing that the relevant Board Member is eligible for re-election or re-appointment. The Chief Executive Officer will circulate a summary of the Board's reasons for its decision to Members at the time of circulating the Appointments and Remuneration Committee's recommendations and the name of the Nominated Board Member in accordance with clause 12 of this schedule 6.

20. **Election of Board Members, Patron and Officers:** Subject to clauses 11 and 12, for any election of the Board Members, Patron or Officers:

- (a) the election will be by secret ballot;
- (b) each Member entitled to vote must vote for the full number of candidates required to fill each such available office;
- (c) to be successful, a candidate must receive a simple majority of the votes cast;
- (d) where there are two or more Elected Board Member positions to be filled, separate secret ballots will be held for each position. All Recommended Candidates will be included in the ballot for the first vacant position. The second ballot will only be held once the first ballot has been concluded, and results declared (and so on, with subsequent ballots). In the ballots for the subsequent vacant position(s) all Recommended Candidates who have not already been elected will be included in the ballot; and
- (e) if a ballot does not result in a candidate receiving a majority of the votes cast, the ballot will be held again as many times as are necessary until a candidate obtains a majority of the votes cast, and for the purposes of such process:
 - (i) if a single candidate receives the least number of votes in a ballot, that candidate will be removed from the list of eligible candidates for the next, and any subsequent, re-holding of the ballot;
 - (ii) if two or more candidates receive the same lowest number of votes in a ballot then:
 - (aa) if there are two or more other candidates remaining in the ballot, all of those candidates that received the lowest number of votes in the ballot will be removed from the list of eligible candidates for the next, and any subsequent, re-holding of the ballot; or



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- (bb) if there are fewer than two other candidates remaining in the ballot, all candidates remain eligible for the next re-holding of the ballot; and
 - (iii) the number of votes received by any candidate in any ballot will be not be disclosed (other than to the nominating Affiliated Body), unless the Chairperson of the General Meeting considers it appropriate to do so in the circumstances.

SCHEDULE 7

Procedures of the Board

1. **Quorum:** A quorum for a meeting of the Board is five Board Members.
2. **Convening Meetings:** The Board will meet:
 - (a) at such times and places as it decides; and
 - (b) at a special meeting of the Board called by the Chief Executive Officer if requested by the chairperson, or any three members of the Board, to do so. The date and place of the special meeting will be determined by the Chief Executive Officer.
3. **Notices:** Not less than one week's notice of a Board meeting must be given to all Board Members and Officers in New Zealand at that time.
4. **Irregularity in Notice:** An irregularity in the notice of a Board Meeting is waived if all Board Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity, or if all the Board Members entitled to receive notice of the meeting agree to waive the irregularity.
5. **Adjournment:** A meeting of the Board may be adjourned to such date and place as the meeting decides.
6. **Method of Meeting:** A meeting of the Board may be held:
 - (a) by a number of Board Members who 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 Board Members participating and contributing to a quorum can simultaneously hear each other throughout the meeting.
7. **Number of Votes:** All Board Members have one vote each. A Board Member present at a Board meeting is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless that person expressly dissents from or votes against the resolution at a meeting. The chairperson will have a deliberative vote and a casting vote.
8. **Majority:** All matters for decision at Board meetings will be decided by a majority of votes of Board Members present except as may be otherwise provided for in this Constitution.
9. **Counting of Votes:** Subject to clause 10, voting at Board meetings may be by voices or show of hands, but if it is desired by any Board Member present, it will be by secret ballot. Votes cast by secret ballot will be counted, and the result declared, by the Officers who will act as scrutineers.
10. **Appointments by the Board:** The appointment of the chairperson and the deputy chairperson of the Board must be determined by the Board. Any other appointment may be determined by the Board or by such other body as the Board thinks fit. The decision by the Board to appoint the chairperson and deputy chairperson, and to

appoint and/or approve the appointment of coaches, selectors or managers of New Zealand rugby teams (whether representative teams or otherwise), and such other appointments as the Board may decide:

- (a) will be decided by secret ballot if demanded by a majority of the Board; and
 - (b) the successful candidate must receive a majority of the votes cast.
11. **Proxies:** Any Board Member may delegate, in writing, that Board Member's power to vote at any specified meeting of the Board on any specified subject or subjects to any other Board Member, provided that such delegation may be given only if the Board Member is unable to attend the meeting because of illness or absence on official business of the NZRU.
12. **First Meeting after Annual General Meeting:** At its first meeting after an Annual General Meeting, the Board will:
- (a) elect from the Board Members a chairperson for the ensuing year and, if the Board wishes to do so, the Board may elect a deputy chairperson for the ensuing year; and
 - (b) appoint for the ensuing year:
 - (i) the NZRU's representatives to World Rugby;
 - (ii) the NZRU's representative on the executive committee of SANZAAR (who must be the chairman of the NZRU unless otherwise agreed by SANZAAR); and
 - (iii) the NZRU's director appointment on the board of SANZAR Pty Limited.
13. **Absence of Chairperson:** In the absence of the chairperson from any meeting of the Board, the deputy chairperson will exercise the powers of the chairperson. In the absence of both the chairperson and the deputy chairperson, or where no deputy chairperson has been elected, a chairperson must be elected from the Board Members present for that meeting.
14. **Appointment of Selectors and Managers:** Where the Board is appointing or approving the appointment of the selectors, managers or coaches of New Zealand rugby teams (whether representative teams or otherwise), and such other appointments as the Board may decide, there shall be no nominations made at the meeting at which the appointments are being considered. The Board will have the power to defer the election and require further nominations if it so decides.
15. **Minutes:** The Board must ensure that minutes are kept of all proceedings at meetings of the Board.
16. **Resolution in Writing:** A written resolution signed by all Board Members is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in identical form each signed by one or more members of the Board. Any such document sent by a Board Member by facsimile transmission or other electronic means approved by the Board is deemed to have been signed by such Board Member.



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17. **Procedures:** Except as otherwise provided in this Constitution, the Board will regulate its own procedure.

SCHEDULE 8

Appointments and Remuneration Committee

1. **Formation of Committee:** The Appointments and Remuneration Committee:
 - (a) must be constituted no less than three months prior to the date of the relevant Annual General Meeting; and
 - (b) holds office until the formation of the new Appointments and Remuneration Committee prior to the next Annual General Meeting.

2. **Composition:** The Appointments and Remuneration Committee must consist of:
 - (a) one Board Member who is not seeking re-election or re-appointment (as the case may be), such Board Member to be appointed by the Board not less than fourteen weeks prior to the date of the relevant Annual General Meeting;
 - (b) three Affiliated Union representatives comprising the chairpersons of three Affiliated Unions, to be elected as follows:
 - (i) the elections must be held no later than fourteen weeks prior to the date of the relevant Annual General Meeting;
 - (ii) two chairpersons are to be elected by the chairpersons of the Affiliated Unions comprising the Premier Division;
 - (iii) one chairperson is to be elected by the chairpersons of the Affiliated Unions comprising Division One;
 - (iv) Affiliated Unions will, when nominating candidates for Affiliated Union positions on the Appointments and Remuneration Committee, consider the skills and experience that an Affiliated Union representative will have in order to fulfil the role;
 - (v) only the chairpersons of the Affiliated Unions within a division of the Domestic Competition will be entitled to participate in the election of the chairperson(s) from that division;
 - (vi) the number of votes which an Affiliated Union is entitled to exercise in such election will be the same number of votes to which that Affiliated Union was entitled to exercise at the preceding General Meeting; and
 - (vii) Affiliated Union representatives who have already served three one-year terms on the Appointments and Remuneration Committee (not including terms relating to Annual General Meetings prior to 2018) are not eligible to be elected;
 - (c) two Independent persons to be appointed by the members of the Appointments and Remuneration Committee appointed pursuant to clauses 2(a) and (b), one of whom must be a woman if the Appointments and Remuneration Committee would otherwise be comprised of men only; and



- (d) in any year in which the Maori Representative is due for appointment, a representative nominated by the New Zealand Maori Rugby Board Incorporated, to participate in the process of appointing a candidate to that position.
3. **Chairperson:** At its first meeting, the Appointments and Remuneration Committee will elect one of the Independent persons appointed in accordance with clause 2(c) to be chairperson of the Appointments and Remuneration Committee. The chairperson will have a deliberative vote and a casting vote.
4. **Quorum:** A quorum for a meeting of the Appointments and Remuneration Committee is four members.
5. **Consideration:** In appointing Appointed Board Members and recommending candidates for election as Elected Board Members, the Appointments and Remuneration Committee will:
- (a) have regard to the desirability of achieving an appropriate geographical spread (including specifically, northern versus southern, metropolitan versus rural) on the Board;
 - (b) have regard to gender, ethnicity of players, and the need to reflect the whole of the New Zealand Rugby Community generally;
 - (c) not make any such decision to appoint or recommend without that decision being supported by a majority of the Affiliated Union representatives.
6. **Skills and Competency Framework:** In appointing Appointed Board Members and Nominated Board Members, and recommending Elected Board Members, the Appointments and Remuneration Committee will use the Skills and Competencies Framework. The Skills and Competencies Framework will be updated annually by a committee comprising the Appointments and Remuneration Committee Chairperson, the NZRU Board Chairperson, the NZRU Chief Executive, one of the Affiliated Union representatives on the Appointments and Remuneration Committee (as nominated or elected by those three representatives) and, in any year in which the position of Maori Representative is to be filled, a member of the New Zealand Maori Rugby Board Incorporated, with such subcommittee to:
- (a) use such external support as it requires; and
 - (b) take into account the particular needs of New Zealand rugby at the time.
- Following the annual review of the Skills and Competencies Framework, Affiliated Bodies will be sent a copy of the updated framework, with amendments highlighted, and a statement from the subcommittee outlining any perceived needs on the Board in terms of skills and competencies, and the Board's priorities in the period ahead.
7. **Procedures:** Except as otherwise provided in this Constitution, the Appointments and Remuneration Committee will regulate its own procedure.

SCHEDULE 9

Appeal Council

1. **Role:** Except where otherwise defined in Regulations, the role of the Appeal Council, when reviewing a decision referred to it in accordance with clause 13.1 of the main body of this Constitution, is to:
 - (a) review the process used by the Board to reach the decision to which the appeal relates;
 - (b) determine whether there were procedural errors or flaws in the Board's decision-making process;
 - (c) determine whether the Board's decision breached the principles of natural justice; and
 - (d) determine whether, in law, it was not open to the Board to reach the decision reached by the Board or the decision was not one the Board, acting reasonably, could make.
2. **Determination:** If the Appeal Council reaches a determination under clause 1(b), 1(c) or 1(d) against the Board, the Appeal Council may refer the matter back to the Board for further consideration, with such observations as the Appeal Council may wish to make. If the Appeal Council does not reach a determination under clause 1(b), 1(c) or 1(d) against the Board, the appeal will fail and no further action can be taken against the Board or the NZRU by the applicant.
3. **Membership of Appeal Council:** The Appeal Council is comprised of the following members, each of whom must be Independent:
 - (a) there will be not less than three, and not more than five, members (excluding co-opted members) of the Appeal Council;
 - (b) the chairperson of the Appeal Council can co-opt an additional member or members for the consideration of a particular matter;
 - (c) the members of the Appeal Council must be Independent and must be persons who have demonstrated outstanding qualities as legal practitioners, business people or sports administrators, who are capable of operating as objective arbitrators and who have a high standing in rugby circles;
 - (d) not less than three members of the Appeal Council must hear an appeal.
4. **Disqualified persons:** The following persons are disqualified from being appointed or elected as a member of the Appeal Council:
 - (a) a person who is under 18 years of age;
 - (b) an undischarged bankrupt;
 - (c) a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three months or more unless that person has obtained

a pardon or has served the sentence or otherwise suffered the sentence imposed upon that person;

- (d) a person who is prohibited from being a director, or promoter of, or being concerned or taking part in the management of, a company under section 382 or section 383 or section 385 of the Companies Act 1993;
 - (e) a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988;
 - (f) a person who is mentally incapable as defined in the Protection of Personal and Property Rights Act 1988; or
 - (g) a person who is not Independent.
5. **Member Ceasing to Hold Office:** The office of a member of the Appeal Council will be vacated if the person holding that office:
- (a) resigns;
 - (b) is removed from office by a Special Resolution;
 - (c) becomes disqualified from being a member pursuant to clause 4;
 - (d) dies; or
 - (e) ceases to be Independent.
6. **Term:** Subject to the terms of this Constitution, members of the Appeal Council are elected:
- (a) for a term commencing on the date of the member's election and ending on the conclusion of the Annual General Meeting determined in accordance with clause 7; and
 - (b) for a maximum of three consecutive terms.
7. **Rotation:** At each Annual General Meeting, subject to clause 8:
- (a) if the Appeal Council comprises of five members, the two members of the Appeal Council who have been in office for their current term the longest will retire; or
 - (b) if the Appeal Council comprises of four members or less, the member of the Appeal Council who has been in office for his or her current term the longest will retire;
- and, in each case, subject to clause 6(b), any such member will be eligible for re-election.
8. **Rotation order:** The order for retirement as between members of the Appeal Council who have been in office for the same period will be determined by lots, unless otherwise resolved by the Appeal Council. For the purposes of the orderly introduction of the rotation policy set out in clause 7, the rotation policy will take effect for the first time at the Annual General Meeting that is held in 2008. No member of the Appeal Council will be required to retire at the conclusion of the Annual General Meeting held in 2007.

9. **Disqualification:** No person who is an employee or contractor of the NZRU, a Board Member, an Officer or a member or officer of the management committee or board of any Affiliated Body or of an Associate Member of the NZRU, may be a member of the Appeal Council except that a person who acts for, or is appointed to an office of, the NZRU, in a professional capacity, may be a member of the Appeal Council (whether elected or co-opted).
10. **Election of Appeal Council:** Except for members of the Appeal Council co-opted in accordance with clause 3(b), members of the Appeal Council will be elected at the Annual General Meeting from nominees who have previously been nominated by Affiliated Unions in writing and who have consented in writing to their nomination. The written nomination of any person to become a member of the Appeal Council must be received by the Chief Executive Officer not less than six weeks before the date of the Annual General Meeting and must be circulated to Members not less than two weeks before the date of that meeting. If the number of candidates is equal to, or less than, the number of vacancies, no election will be required and the candidate(s) will be deemed to have been elected.
11. **Election Requirements:** Subject to clause 10, for any election to the Appeal Council:
 - (a) the election will be by secret ballot;
 - (b) each Member entitled to vote must vote for the full number of candidates required to fill the positions available;
 - (c) to be successful, a candidate must receive a simple majority of the votes cast; and
 - (d) if more than one secret ballot is necessary to achieve the required majority, the name of the candidate who received the least number of votes in the previous secret ballot will be removed from the list and such further secret ballots will be conducted on this basis as are necessary to derive a valid outcome.
12. **Chairperson and Deputy Chairperson:** The Appeal Council will appoint its own chairperson and deputy chairperson who will be responsible for the administration of matters referred to the Appeal Council. For that purpose, the chairperson or, if the chairperson is absent, the deputy chairperson, may appoint from within its members (whether elected or co-opted) a chairperson to chair any particular hearing.
13. **Casting Vote:** If there is an equality of votes on any matter, the chairperson of the meeting or hearing (as the case may be) at which the matter arises has a casting vote.
14. **Costs:** The Appeal Council may, in its discretion, award party to party costs against any party or parties to the appeal, on such basis as it may think fit.
15. **Procedures:** Except as otherwise provided in this Constitution, the Appeal Council will regulate its own procedure.

SCHEDULE 10

Misconduct Proceedings

1. **Enquiry:** The Affiliated Union under whose jurisdiction the club, team, player or match official falls must hold an enquiry into the alleged misconduct, whether the alleged misconduct occurred within its boundaries or otherwise. Such enquiry is to be held as soon as reasonably practicable after the alleged misconduct has been brought to the Affiliated Union's notice. The relevant club, team or individual has the right to be heard at the enquiry.
2. **Disqualification:** If an Affiliated Union passes a resolution disqualifying any club, team, player or match official for any reason whatsoever, the notice of the disqualification must be given to the NZRU which must give notice to all other Affiliated Unions. Disqualifications, including disqualifications imposed by the Board, operate in all Affiliated Unions from the date of receipt of the notice, whether or not the terms of the disqualification are in accordance with the rules of any other Affiliated Union.
3. **Appeal:** Any club, team, player or match official disqualified by an Affiliated Union has the right to appeal to the NZRU within two weeks of the Affiliated Union's disqualification resolution. Such appeal, accompanied by the deposit determined under clause 19.1 of the main body of this Constitution, must be sent through the Affiliated Union to the Chief Executive Officer and must be determined by the Board in accordance with its power under clause 10.2(h) of the main body of this Constitution.
4. **Pending appeal:** Pending the NZRU's decision of any appeal, a disqualification is operative.
5. **NZRU control:** In the case of alleged misconduct by any team, player or match official while under the direct control of the NZRU, the Board or its nominated committee must hold an enquiry and accord such punishment, if any, as it considers suitable. At its sole discretion, the Board may hold such an enquiry even if the team, player or match official had not been under the direct control of the NZRU. The decision of the Board or its nominated committee at any such enquiry is binding on all Affiliated Unions.
6. **NZRU may require enquiry:** If the Board believes that any Affiliated Union has failed to make proper enquiry into any case of alleged misconduct or any matter likely to bring discredit upon rugby or the NZRU, it may require that Affiliated Union to hold an enquiry or to complete any enquiry already commenced and, failing compliance with the request, the Board may take such action as it considers fit.
7. **Notice of enquiry:** The Chief Executive Officer must give not less than one weeks' notice of the date and place of the meeting at which any enquiry is to be held by the Board under clauses 5 or 6 or clause 3.11 of the main body of this Constitution and of the matters to be considered at the enquiry to the Affiliated Union, team or individual concerned. At any such enquiry, the Affiliated Union, team or individual concerned has the right to be heard.