

## NZR Club Constitution Template – Changes between Dec 2024 and July 2025 versions

There have been some changes between the final club constitution template (July 2025) and the initial version of the template (December 2024). These changes are explained below and reflect:

- (i) a default position being taken on a number of matters that were flagged as “optional” in the previous template;
- (ii) a resequencing of provisions to support these default positions and cross-referencing; and
- (iii) the inclusion of transitional provisions to assist a Club move from its current constitution to its new one required for re-registration.

### **New clauses**

There have been a number of clauses which have either been included which build on the December 2024 template constitution:

| Clause     | Description   |
|------------|---|
| Background | A new section to reflect the name the name of the club and its position within the rugby ecosystem.   |
| 1.2        | The purpose of this provisions is to highlight up front key aspects of the Club’s legal status. It is cross-referenced in various subsequent provisions.                              |
| 2.1        | This provision has been included to provide a distinction between the Club’s overall purpose and specific purposes.   |
| 2.3        | This provision has been included to clarify that the Club’s purposes to do not financial gain or personal benefit.  |
| 2.5        | This provision requires the purposes and powers of the Club to be read in light of the status in clause 1.2.  |
| 3.1        | This provision has been included to state the legislative prescribed minimum number of members and the requirement to report to the Club’s PU if this requirement is not being met.   |
| 3.9        | This provision now includes an express power for the Committee to terminate membership.   |
| 4.9        | This provision clarifies what the business of an SGM will contain, which was not included in the previous template.   |
| 4.16       | This provision provides that the Chair of General Meeting may direct that it may be adjourned where exceptional circumstances exist, which was not included in the previous template. |
| 5.8        | This provision has been included to provide for appointed, as opposed to elected, committee members should the club desire.   |
| 6.2        | This provision has been included to permit in-person or virtual meetings.   |
| 6.3        | This provision has been included to require notice of committee meetings.   |
| 6.6        | This provision has been included to make it explicit that committee members can attend and speak at committee meetings, which was not included in the previous template.              |

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|      |   |
|------|---|
| 6.9  | This provision states that minutes and records must be taken for committee meetings, which was not included in the previous template.   |
| 10   | This provision has been included to explicitly provide the committee the power to establish sub-committees, which was not included in the previous template.  |
| 13.2 | This provision has been included to explicitly require the committee to keep accounting and financial records, which was not included in the previous template.   |
| 13.3 | This provision has been included to explicitly state how money is received and paid, which was not included in the previous template.   |
| 14   | This provision has been included to explicitly provide for how the Club enters into Deeds or other contracts, which was not included in the previous template.  |
| 16   | This provision has been included to state the principles of the dispute resolution procedures, with the procedure shifted to Schedule 1. In particular, clause 16.3 makes it clear what sanctions/penalties that can be imposed at the end of a dispute resolution process. |
| 17   | This provision has been included to anchor the Club's participation in rugby to be in accordance with the jurisdiction of NZR and its PU along with a place to enshrine the club's colours.   |
| 19.1 | This provision has been included to provide for an effective date of the constitution.  |
| 19.3 | This provision has been included to ensure that any constitutional provisions that are in conflict with the Act or the Club's status (clause 1.2) then these will have no effect – which will protect the tax free status of the Club.                                      |
| 20.3 | This provision provides the Committee (or Chair if at a General Meeting) the power to determine any difference of opinion in relation to the meaning or interpretation of the Constitution, rules or bylaws.  |

### **Default Positions taken**

In the December 2024 template constitution, there were a number of provisions which were “optional” and which a club needed to consider whether appropriate. The July 2025 template constitution takes a position on these, the notable ones include:

- Clause 4.14 permits voting at General Meetings to also occur by proxy or electronic means;
- Clause 4.17 permits written resolutions to be passed in lieu of a General Meeting;
- A conflict of interests regime has been included in clause 8.2 and reflects the optional clause in the December 2024 template constitution.

In relation to **Committee structure**, Clubs still need to determine which structure they prefer:

- Where the Committee, once elected/appointed, determines the roles and functions of each member (clause 5.4); or

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- Where the Committee has specific roles which are elected – President, Secretary and Treasurer (clause 5.5).

### In relation to **Membership**:

- Clause 3.2 establishes three categories of membership:
  - Ordinary Members;
  - Life Members;
  - Any other category determined by the Committee.
- Sub-categories of Ordinary Members and any other category, along with fees, preconditions and requirements of membership can be established in a bylaw.
- Clause 3.10(b) provides for cessation of membership to be included in this bylaw when the member has failed to renew – this has been specifically included so that, for example, players can have their membership automatically cease when they do not re-register in a subsequent season.
- NZR will be developing a template bylaw/policy and guidance for this purpose specifically with the link between Rugby Xplorer and the NZR Registration Regulations in mind. *However, this bylaw does not need to be finalised prior the Club voting on its new constitution or re-registration.*
- For all categories of membership there is a distinction between Senior Members (18 years and older) and Junior Members (under 18 years). Voting rights have been structured so that only Senior Members have voting rights. Clubs should consider how the voice of Junior Members are heard, represented and reflected in decision making.
- As stated in clause 3.2, this distinction between Senior and Junior Members is only for the purposes of membership and not competition eligibility (i.e. a Junior Member of the Club could still play senior rugby, provided compliance with any NZR Regulations relating to playing up).

### **Transitional Provisions**

Schedule 2 of the template contains generic transitional provisions to assist the Club transition from its current constitution to the one it will re-register with. As each club's current constitution is different, the clauses in Schedule 2 are a starting point but may need to be adapted or tailored for the club's particular circumstances – Simpson Grierson will be able to provide advice tailored to your club's particular needs.

In summary, the transitional provisions provide for:

- Continuation of members, in the same category and sub-category as they are currently;
- Continuation of the committee and committee members;
- Continuation of any individual elected or appointed to any other position or role;
- Continuation of any panels or sub-committees established by the committee;
- A catch all, capturing the continuation of any contracts, arrangements, decisions, appointments, byelaws, regulations and policies etc.

## **Resequencing of clauses**

The table below will help you map where clauses have moved between the December 2024 version and the July 2025 version of the club constitution template.

| Dec 2024<br>Clause Number | Clause Title                                 | July 2025<br>Clause Number |
|---------------------------|--|----------------------------|
| <b>1</b>                  | <b><i>Definitions and interpretation</i></b> |                            |
| 1.1                       | Definitions                                  | 20.1                       |
| 1.2                       | Interpretation                               | 20.2                       |
| 1.3                       | Notices                                      | 15.1                       |
| 1.4                       | Receipt of Notices                           | 15.2                       |
| <b>2</b>                  | <b><i>Club details</i></b>                   |                            |
| 2.1                       | Name   | 1.1                        |
| 2.2                       | Registered Office                            | 1.3                        |
| 2.3                       | Contact Person                               | 7.3                        |
| <b>3</b>                  | <b><i>Purpose and powers</i></b>             |                            |
| 3.1                       | Purpose                                      | 2.1 and 2.2                |
| 3.2                       | Capacity and Powers                          | 2.4                        |
| <b>4</b>                  | <b><i>Members</i></b>                        |                            |
| 4.1                       | Application                                  | 3.3                        |
| 4.2                       | Member Consent                               | 3.3                        |
| 4.3                       | Members                                      | 3.2                        |
| 4.4                       | Life Members                                 | 3.5                        |
| 4.5                       | Member rights and obligations                | 3.6                        |
| 4.6                       | Suspension of member                         | 3.7                        |
| 4.7                       | Suspension of member rights                  | 3.8                        |
| 4.8                       | Ceasing to be a member                       | 3.10                       |
| 4.9                       | Consequences of ceasing to be a member       | 3.11                       |
| 4.10                      | Membership fees                              | 3.4(c)                     |
| 4.11                      | Member register                              | 3.12 and 3.13              |
| <b>5</b>                  | <b><i>General Meetings</i></b>               |                            |
| 5.1                       | AGM  | 4.2                        |
| 5.2                       | Notice of AGM                                | 4.3                        |
| 5.3                       | Notice of proposed motions                   | 4.4                        |
| 5.4                       | Notice of agenda                             | 4.5                        |
| 5.5                       | Business of AGM                              | 4.6                        |
| 5.6                       | Calling of SGM                               | 4.7                        |
| 5.7                       | Notice of SGM                                | 4.8                        |
| 5.8                       | Method of holding meeting                    | 4.1                        |
| 5.9                       | Quorum                                       | 4.11                       |
| 5.10                      | No quorum at AGM                             | 4.11(a)                    |
| 5.11                      | No quorum at SGM                             | 4.11(b)                    |
| 5.12                      | Control of General Meetings                  | 4.12                       |
| 5.13                      | Omissions and irregularities                 | 4.10                       |
| 5.14                      | Attendance                                   | 4.13                       |

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|           |   |               |
|-----------|---|---------------|
| 5.15      | Voting                                  | 4.14          |
| 5.16      | Voting by electronic means              | 4.14(c)       |
| 5.17      | Voting by proxy                         | 4.15          |
| 5.18      | Conduct of voting                       | 4.14(c)       |
| 5.19      | Minutes                                 | 4.18          |
| 5.20      | Resolution                              | 4.14(e)       |
| 5.21      | Resolution passed in lieu of meeting    | 4.17          |
| <b>6</b>  | <b><i>Committee</i></b>                 |               |
| 6.1       | Functions and powers                    | 5.1 and 5.2   |
| 6.2       | Composition (Option A)                  | 5.3 and 5.4   |
| 6.3       | Composition (Option B)                  | 5.3 and 5.5   |
| 6.4       | Role of President (Option B)            | 5.5(a)        |
| 6.5       | Role of Secretary (Option B)            | 5.5(b)        |
| 6.6       | Role of Treasurer (Option B)            | 5.5(c)        |
| 6.7       | Election of Committee Members           | 5.7           |
| 6.8       | Qualification                           | 5.6           |
| 6.9       | Disqualification                        | 5.6           |
| 6.10      | Term of Office                          | 5.9           |
| 6.11      | Casual Vacancy                          | 5.10          |
| 6.12      | Suspension of Committee Member          | 5.11          |
| 6.13      | Removal of Committee Member             | 5.12          |
| 6.14      | Committee Member ceasing to hold office | 5.13          |
| <b>7</b>  | <b><i>Committee meetings</i></b>        |               |
| 7.1       | Calling meetings                        | 6.1           |
| 7.2       | Meeting procedure                       | 6.10          |
| 7.3       | Quorum                                  | 6.4           |
| 7.4       | Chair                                   | 6.5           |
| 7.5       | Voting                                  | 6.7           |
| 7.6       | Resolution in writing                   | 6.8           |
| <b>8</b>  | <b><i>Officers' Duties</i></b>          | <b>8.1</b>    |
| <b>9</b>  | <b><i>Interests</i></b>                 |               |
| 9.1       | Register of interests                   | 8.2(a)        |
| 9.2       | Duty to disclose interest               | 8.2(b)        |
| 9.3       | Consequences of being Interested        | 8.2(c)        |
| 9.4       | Calling of SGM                          | 8.2(d)        |
| 9.5       | Notice of failure to comply             | N/A           |
| <b>10</b> | <b><i>Patrons</i></b>                   | <b>9</b>      |
| <b>11</b> | <b><i>General Manager</i></b>           |               |
| 11.1      | Role of General Manager                 | 7.1           |
| 11.2      | Committee involvement                   | 7.1           |
| <b>12</b> | <b><i>Finances</i></b>                  |               |
| 12.1      | Control and management of finances      | 12.1 and 13.1 |
| 12.2      | Balance date                            | 13.4          |
| 12.3      | Audit or Review                         | 13.5          |
| 12.4      | No personal benefit                     | 12.2 and 12.3 |
| <b>13</b> | <b><i>Amendments</i></b>                |               |

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|      |                                      |                            |
|------|--------------------------------------|----------------------------|
| 13.1 | Amendments                           | 19.4                       |
| 13.2 | No amendment                         | 19.6                       |
| 13.3 | Minor effect of technical alteration | 19.5                       |
| 14   | <i>Bylaws</i>                        |                            |
| 14.1 | Bylaws                               | 11                         |
| 15   | <i>Dispute resolution</i>            | <i>16 and Schedule 1</i>   |
| 16   | <i>Liquidation and removal</i>       |                            |
| 16.1 | Notice                               | 17.1                       |
| 16.2 | Special Resolution                   | 17.2                       |
| 16.3 | Surplus Assets                       | 17.3                       |
| 17   | <i>Matters not provided for</i>      | <i>20.4</i>                |
| 18   | <i>Transition</i>                    | <i>19.2 and Schedule 2</i> |