**NZR Template Constitution for Rugby Clubs that are Members of Provincial Unions**

**INTRODUCTORY NOTES AND GUIDANCE**

* This template constitution has been prepared by Simpson Grierson for New Zealand Rugby (**NZR**) to assist incorporated society Rugby clubs that are members of NZR’s Provincial Unions with their re-registration under the Incorporated Societies Act 2022 (**Societies Act**).

Simpson Grierson Fixed Price Legal Support for Clubs

* A Rugby club that wants legal advice and support with reviewing its adaptation of this template for the club and then working through the process of properly approving the club’s new constitution and applying to re-register under the Societies Act can also sign up for **Simpson Grierson’s reregistration advice and support package for Rugby clubs**.
* Clubs can sign up for this Simpson Grierson offer at https://forms.office.com/r/F8k67jjc3X, and Simpson Grierson’s email address for this project is nzrclubs@simpsongrierson.com.
* Early bird pricing applies for any club that signs up for the offer by **Friday 15 August 2025**. Your club just needs to sign up for the offer by that date, even if the club has not yet started on its adaptation of this template constitution.

General Guidance

* All Rugby clubs that are incorporated societies, and wish to continue as incorporated societies, must ensure that they have a constitution which complies with the Societies Act and that they apply to re-register under the Societies Act by the 5 April 2026 deadline. If your club does not re-register by that date, the incorporated society will be dissolved.
* This template constitution incorporates all of the mandatory content that is needed to comply with the Societies Act, and it also includes content reflecting that a Rugby club operates under the organisational umbrella of NZR and the club’s Provincial Union. It is important that those aspects of the template are not inappropriately changed.
* The template will, however, require adaptation to suit the particular circumstances of each Rugby club that uses it, including any particular requirements of the club’s Provincial Union and any other affiliations, the club’s approach to membership, and the club’s approach to its governance arrangements. Provisions relating to the details of the club’s transition from its current constitution to the new constitution, which have been included in Schedule 2 as a starting point, may also require particular attention.
* Accordingly, NZR encourages all Rugby clubs to either sign up for the Simpson Grierson advice and support package or ensure that they get other suitably qualified internal or external legal assistance with preparing and approving their compliant constitutions and then applying for re-registration under the Societies Act.
* The template constitution does not include any bylaws, regulations, policies or other supplementary documents that Rugby clubs might also wish to develop and adopt to deal with the details of matters referred to in the template constitution.
* This template does not address the potential adoption by NZR or its members of the Code of Integrity for Sport and Recreation (Integrity Code). Should NZR decide to adopt the Integrity Code then additional constitutional amendments will be required and advised at the appropriate time.
* Aspects of the Societies Act, including mandatory constitutional requirements, will necessitate the collection of personal information from your members. As such, you must comply with the Privacy Act 2020 and best practice would be for your organisation to have a privacy policy.
* As previously advised, NZR is developing a number of additional resources to assist clubs once they have re-registered. As these are developed they will be communicated and placed onto NZR’s [Incorporated Societies webpage](https://www.nzrugby.co.nz/get-involved/clubs/incorporated-societies-act). Some of these resources include:
	+ Membership bylaw/policy and template membership register linking between the membership register requirement, categories of registration types in Rugby Xplorer and the NZR Registration Regulations;
	+ Committee member consent forms;
	+ Conflict of Interest policy/procedure and interests register; and
	+ Template privacy policy.

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**HOW TO USE THIS TEMPLATE CONSTITUTION**

* This template constitution is very different from the previous template circulated by NZR, because this template deals as fully as possible with all of the standard provisions that a Rugby club would typically be expected to include in its constitution. The intent of this approach is to narrow down the matters that a Rugby club needs to focus on in order to adapt and adopt the template for the club.
* For the purpose of adapting the template constitution to suit your club, you should save a copy of the template as a Word document under the club’s name and then make changes to the template as required to fit with your club’s circumstances.
* The template includes bracketed/bold/italicised text (for example, ***[Insert here…]***) where your club needs to confirm and insert the required text. At a minimum, your club needs to address all of these aspects of the template.
* The template also includes bracketed/bold/italicised drafting notes (***[Drafting note:…]***) in relation to various rules. The drafting notes:
* Highlight rules that cover mandatory content requirements under the Societies Act.
* Explain the drafting of aspects the rules and how they might be adapted for your club.
* Highlight aspects of the rules that may need to be deleted or modified depending on whether your club is, or wants to be, a charity registered under the Charities Act 2005.
* Before finalising the club’s proposed constitution, all drafting notes will need to be removed, internal cross-references should be checked to ensure they have not been affected by the changes that have been made, and the table of contents should be updated.

**CONSTITUTION**

**OF**

***[INSERT FULL CLUB NAME, with “Incorporated”, “Inc”, or “Manatōpū” (or 2 or more of those words) as the last word(s)]***

***[INSERT club name]* Constitution**

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*[Insert club name]* Constitution

**BAckground**

1. ***[Insert full legal name of club (including Incorporated / Inc / Manatōpū)]*** (the **Club**) is an incorporated society (NZBN ***[Insert club NZBN]***, incorporation number ***[Insert club incorporation number]***).
2. The Club is focused on promoting, developing, fostering, facilitating and administering Rugby, and in particular amateur Rugby, for the benefit of ***[Insert club area/locality]***and the wider community, under the organisational umbrella of:
3. ***[Insert name of club’s Provincial Union]*** (**Club’s Union**), of which the Club is a member; and
4. New Zealand Rugby Union Incorporated (**NZR**), of which the Club’s Union is an Affiliated Union member.
5. The Club is governed by the rules set out in this constitution (**Constitution**), which is binding, in accordance with its terms, as between the Club and each Member and as between Members, and on the officers of the Club.
6. Further definitions of words and phrases used in this Constitution and provisions relating to its interpretation are set out at the end of the Constitution, in Rule 20.

**RUles**

# Name, Status and Registered Office

### **Name:** The full name of the Club is ***[Insert full legal name of club (including Incorporated, Inc or Manatōpū at the end)]***. ***[Drafting note: It is mandatory for the Club’s constitution to include a rule setting out the Club’s name.]***

### **Status:** The Club is, or if applicable is intended to become, and once the relevant status is attained the Club will maintain its status as:

#### a society incorporated under the Societies Act that complies with that Act;

#### an amateur sport promotion body under the Income Tax Act that complies with the requirements of the income tax exemption for such bodies under that Act;

#### a charitable entity registered under the Charities Act that complies with that Act; ***[Drafting note: Delete (c) if the Club is not, and does not intend to become, a Charities Act registered charity.]***

#### a member of the Club’s Union that complies with all applicable Rugby Rules and Regulations.

***[Drafting note: The purpose of Rule 1.2 is to highlight up front key aspects of the Club’s legal status. Rule 1.2 is cross-referenced in various subsequent rules.]***

### **Registered office:** The registered office of the Club will be at a place determined by the Committee.

# Purposes and Capacity/Powers

### ***[Drafting note: Rules 2.1 and 2.2 address the mandatory requirement for the Club’s constitution to include a rule or rules regarding the Club’s purposes. The purposes set out in Rules 2.1 and 2.2 are drafted for a club to be tax-exempt as an amateur sport promotion body. If a club is, or intends to become, a Charities Act registered charity, then changes may be required to further limit the club’s purposes to charitable purposes.]***

### **Overall Purpose:** The overall purpose of the Club is to promote, develop, foster, facilitate and administer Rugby, and in particular amateur Rugby, for the benefit of ***[Insert club area/locality]*** and the wider community. The Club is established mainly to promote amateur Rugby, conducted for the recreation and entertainment of the general public.

### **Specific Purposes:** In furtherance of that overall purpose, the specific purposes of the Club are to:

#### promote, develop and foster membership of the Club as a means of getting the community actively participating and involved in Rugby and in supporting and furthering the Club’s Purposes;

#### promote, develop, foster, and facilitate participation and involvement in Rugby by the Club’s membership and the community, at all levels of Rugby in which the Club is involved and as players, coaches, match officials, officers, managers, administrators and/or supporters, including by:

##### supporting and facilitating Members’ participation and performance in Rugby teams, matches, and competitions;

##### providing or procuring, securing or supporting the provision of Rugby grounds, facilities, and equipment for Members’ participation in Rugby; and

##### supporting and facilitating training, education and development opportunities for players, coaches, officials, officers, managers, or administrators;

#### be a member of the Club’s Union, and in doing so represent the interests of the Club and its membership in relation to furthering the Club’s Purposes, and comply with all Rugby Rules and Regulations;

#### ensure that Members and others participating or involved in Rugby in connection with the Club are bound by and comply with all Club Rules and Regulations and all applicable Rugby Rules and Regulations;

#### promote and enable Diversity, Equity and Inclusion in relation to all aspects of the Club’s operation and affairs, including the Club’s governance and management and Members’ and others’ participation and involvement in Rugby in connection with the Club; ***[Drafting note: This is not a mandatory provision. If it is deleted, the related Diversity, Equity and Inclusion definition should also be deleted.]***

#### protect the integrity of Rugby and the Club by implementing good governance and developing and enforcing standards of conduct and ethical behaviour in relation to all aspects of the Club’s operation and affairs; and

#### maintain and enhance the ongoing viability of the Club and the Club’s capacity to further its Purposes by adopting and implementing a financially prudent and sustainable approach to all aspects of the Club’s operation and affairs.

### **No Impermissible Financial Gain/Private Profit:** The Club’s Purposes do not include, and the Club must not be carried on for, financial gain to or for the benefit of Members in contravention of the Societies Act, and its funds must not be applied for the private pecuniary profit of any Member or any associate of any Member in contravention of the Club’s status as an amateur sport promotion body under the Income Tax Act.***[Drafting note: The restrictions in Rule 2.3 relate to the Club’s status as an incorporated society under the Societies Act and a tax-exempt amateur sport promotion body under the Income Tax Act.]***

### **Capacity/Powers:** In order to advance and achieve its Purposes, the Club has full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Societies Act, any other legislation, and the general law. ***[Drafting note: This description of the Club’s capacity/powers in Rule 2.4 reflects the default position under the Societies Act. If your club has a particular tikanga which you wish to include then you can include the following into this clause: “The tikanga, kawa, culture or practice of [organisation] is as follows: [insert], and this Constitution must be interpreted having regard to that tikanga, kawa, culture or practice.”]***

### **Impact of Status:** The Club’s Purposes and its capacity and powers under this Rule 2 must be read in light of, and consistently with, all aspects of the Club’s status as set out in Rule 1.2.

# Members

### **Minimum Number**: The Club must maintain a membership of at least ten (10) under the Societies Act. If the Club’s membership falls below ten (10) at any time, the Club must immediately notify the Club’s Union.***[Drafting note: Under the Societies Act, it is mandatory for a society to have at least 10 members.]***

### **Membership Categories:** The categories of membership of the Club are:

#### Ordinary Members, which may include any number of subcategories of Ordinary Members as determined by the Committee; ***[Drafting note: In this template, the “Ordinary Members” category refers to non-Life Members whose membership may be time-limited and require payment of membership fees and who are entitled to attend General Meetings and, if they are Senior Members, vote at General Meetings and become Committee Members. Specific subcategories of Ordinary Members, eg senior players, junior players, juniors’ parents/guardians, social members etc, can then be dealt with by the Club outside of the constitution, eg in its bylaws.]***

#### Life Members; and ***[Drafting note: In this template, Life Members’ membership is indefinite, membership fees are not payable, and Life Members are entitled to attend and vote at General Meetings and become Committee Members.]***

#### any other category of membership as determined by the Committee.

#### In relation to all categories of membership, Senior Members are Members who are ***[18 years of age or older]*** and Junior Members are Members who are ***[under 18 years of age]***. This age-based categorisation applies for the purpose of the membership provisions in this Constitution, not for other purposes such as determining eligibility to participate Rugby teams and competitions. ***[Drafting note: In this template, only Senior Members are entitled to vote and become Committee Members.]***

### **Becoming a Member:** For a person to become a Member, the person must meet the requirements under Rule 3.4 or Rule 3.5 and/or under any applicable Bylaw and in all cases the person must consent to becoming a Member and provide to the Club all information required for the Club’s Member Register.***[Drafting note: Rule 3.3 addresses the mandatory requirement for the Club’s constitution to deal with how a person becomes a member and provide for consent to become a member.]***

### **Ordinary Members:** For a person to become an Ordinary Member:

#### an application to become a Member must be submitted to the Club in the form and manner required by the Committee or under any applicable Bylaw;

#### the application must be approved by the Committee or by a person acting under delegated authority from the Committee; and

#### they must meet any other precondition or requirement for the category or relevant subcategory of membership, as determined by the Committee or under any applicable Bylaw, including timely payment of any applicable membership fee. ***[Drafting note: As noted in the drafting note above regarding Rule 3.2(a), this template contemplates that specific subcategories of Ordinary Members, for which different membership fees and other requirements might apply, would be dealt with outside the constitution, eg in the Club’s bylaws.]***

### **Life Members:** For a person to become a Life Member:

#### a Member must nominate the person to become a Life Member in recognition and appreciation of the person’s outstanding service to the Club, by way of notice to the Club that sets out the grounds for the nomination;

#### the Committee, or a subcommittee if so determined by the Committee, must review the nomination and determine whether it should be referred to a General Meeting to be voted on at that meeting; and

#### if the nomination is referred to a General Meeting, the nomination must be approved by ***[an Ordinary / a Special]*** Resolution at the General Meeting.

### **Member Obligations and Rights:** Every Member acknowledges and agrees that:

#### they are bound by, and must comply with, all Club Rules and Regulations;

#### they are bound by, and must comply with, all applicable Rugby Rules and Regulations;

#### except in the case of Life Members, they must pay to the Club any membership fee applicable to the relevant category or subcategory of membership by the due date set by the Club for the payment of any such fee;

#### they are entitled to receive and exercise all rights and entitlements granted to the relevant category or subcategory of membership by this Constitution or as determined by the Committee, provided that they have met all requirements and obligations for the relevant category or subcategory of membership and have paid any applicable membership fee or other amount(s) owing to the Club;

#### their membership, or their membership rights and entitlements, may be suspended or terminated in accordance with this Constitution;

#### they do not have any right to, any title or interest in, or any automatic right to use any property of the Club; and

#### they will support and promote the Club and its Purposes, and must not do anything to bring the Club or Rugby into disrepute.

### **Suspension of Membership:** If the Committee determines that a Member is, or may be, in breach of any obligation under Rule 3.6 and the Committee considers it is in the best interests of the Club to suspend the Member’s membership, the Committee may by Special Resolution suspend the membership until final determination of the matter. Before doing so, the Committee must notify the Member of the proposed suspension.

### **Suspension Consequences:** Unless the Committee determines otherwise, while a Member’s membership is suspended the Member is not entitled to attend, speak or vote at a General Meeting or to exercise any other rights or entitlements as a Member and is not entitled to continue to hold office in any position with the Club, until such time as the alleged breach is resolved or determined.

### **Termination of Membership:** If the Committee determines, following a determination under any applicable dispute resolution procedures or otherwise, that a Member has breached any obligation under Rule 3.6 and the Committee considers it is in the best interests of the Club to terminate the Member’s membership, the Committee may by Special Resolution terminate the membership.

### **Cessation of Membership:** A person ceases to be a Member upon:

#### the person’s resignation of their membership, by giving notice to the Club of their resignation;

#### the expiry of any applicable term of membership for the relevant category or subcategory of membership (other than Life Members), as determined by the Committee or under any applicable Bylaw, without renewal of membership;

#### termination of the person’s membership under Rule 3.9; or

#### the person’s death.

***[Drafting note: Rule 3.10 addresses the mandatory requirement for the Club’s constitution to deal with cessation of membership.]***

### **Cessation Consequences:** A person who ceases to be a Member:

#### remains responsible for payment of all outstanding membership fees and other amounts owed to the Club, and for compliance with all other obligations during their time as a Member;

#### must return to the Club all property of the Club, unless the Committee determines otherwise; and

#### ceases to be entitled to receive or exercise any Member rights or entitlements.

### **Member Register:** The Committee must ensure that the Club keeps and maintains an up-to-date register of Members, including current Members and those who have ceased to be Members within the previous seven years, that complies with the Societies Act. The details recorded in the Member Register for each current or former Member (as applicable) will include:

#### the name(s) of the Member;

#### the category of membership, and if applicable any subcategory of membership;

#### the Member’s Contact Details;

#### the Member’s date of birth;

#### for any Junior Member, the name(s) of least one (1) parent or legal guardian of the Junior Member and their Contact Details (if these differ from the Junior Member’s Contact Details);

#### the start date for membership, and if applicable the date of cessation of membership; and

#### any other detail that it is necessary or appropriate to include in the register for the purpose the Societies Act or this Constitution, as determined by the Committee.

### **Register Updates:** Every Member must notify the Club of any change or addition to any detail relating to the Member that is required to be included in the Member Register, and the Committee must ensure that the Member Register is updated upon the Club receiving any such notice or otherwise becoming aware that any change or addition needs to be made to any person’s details on the Member Register.

***[Drafting note: Rules 3.12 and 3.13 above address the mandatory requirement for the Club’s constitution to deal with the Club’s membership register and arrangements for keeping the register up-to-date.]***

# General Meetings

### ***[Drafting note: Rule 4 addresses the mandatory requirement for the Club’s constitution to deal with arrangements and requirements for general meetings.]***

### **Types and Methods:** A General Meeting of the Club’s membership is either an Annual General Meeting (**AGM**) or a Special General Meeting (**SGM**). All General Meetings are to be held by participants being, at the time designated for the relevant meeting:

#### assembled together in person at a place designated for the meeting; and/or

#### contemporaneously linked by means of audio, or audio and visual, communication designated for the meeting that enables all those participating in the meeting to hear all proceedings and, as applicable, exercise any speaking and voting rights.

A person participating in a meeting using audio, or audio and visual, means designated for the meeting is treated as attending and being present at the meeting.

***[Drafting note: Rule 4.1 above relating to general meeting types and methods aligns with the Societies Act. A Club can modify the provisions relating to meeting methods if preferred, eg to require general meetings to be held in person / at a venue unless exceptional circumstances preclude this.]***

### **Timing of AGM:** An AGM must be held after the end of each Financial Year, not more than 6 months after the Club’s balance date and not more than 15 months after the previous AGM, at a date and time, and by a method or methods, determined by the Committee. ***[Drafting note: Rule 4.2 addresses the mandatory requirement for the Club’s constitution to include a rule relating to AGM timing/intervals that complies with the Societies Act.]***

### **Notice of AGM:** Members must be given at least ***[Insert time period, eg 42 days’ / 6 weeks]*** notice of the date and time of an AGM, the method or methods of attendance and the deadline for proposed motions and other business to be notified. Notice to Members of an AGM may be given by post or by email or other electronic means using Members’ Contact Details in the Member Register, or by posting the notice on the Club’s website and/or any social media account(s) regularly used by the Club, or by any one or more of those methods of notification, as determined by the Committee. ***[Drafting note: Rule 4.3 addresses the mandatory requirement for the Club’s constitution to deal with the manner and timing of calling/notifying AGMs******. The time period for initial notice of an AGM should be set to allow for AGM motions/business to be notified (Rule 4.4), committee member nominations to be made (Rule 5.7), and further notice of the AGM and agenda to be issued (Rule 4.5).]***

### **Notice of Motions:** Members must notify the Club of any proposed motions and other items of business for an AGM at least ***[Insert time period, eg 28 days / 4 weeks]*** before the date of the AGM. ***[Drafting note: Rule 4.4 addresses the mandatory requirement for the Club’s constitution to deal with the manner and timing of notice of any motion/business for an AGM.]***

### **Notice of Agenda:** Members must be given notice of the agenda for an AGM at least ***[Insert time period, eg 14 days / 2 weeks]*** before the date of the AGM, using any method(s) of notification referred to in Rule 4.3 as determined by the Committee. The notice must include confirmation of the date and time of the AGM, the method or methods of attendance, and the business of the AGM ***[including Elected Committee Member nominations]***. ***[Drafting note: See the later provisions in Rule 5 regarding Elected Committee Member nominations/elections.]***

### **AGM Business:** The business of each AGM will be as follows:

#### confirmation of the minutes of the previous AGM;

#### the Committee’s presentation of:

##### an annual report regarding the operation and affairs of the Club for the most recently completed Financial Year;

##### the Club’s financial statements for that Financial Year (including, if applicable, any audit or review report in respect of the financial statements); and

##### notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate) for that Financial Year;

#### the election, or confirmation of election, of Committee Members; ***[Drafting note: See the later provisions in Rule 5 regarding Committee Member nominations/elections.]***

#### any motion(s) or other item(s) of business included in the notified agenda for the AGM; and

#### discussion of any other item(s) of business not included in the notified agenda for the AGM, if discussion of any such item(s) is approved ***[Insert by Ordinary Resolution, by Special Resolution, or unanimously]*** at the AGM.

### ***[Drafting note: Rule 4.6 above addresses the mandatory requirement for the Club’s constitution to include a rule or rules relating to information that must be presented at an AGM, and it covers all mandatory business required to be conducted at an AGM under the Societies Act.]***

### **Calling an SGM:** The Committee may decide to call an SGM at any time and for any purpose determined by the Committee, and the Committee must call an SGM as soon as reasonably practicable if the Club receives a written notice requesting an SGM and stating the proposed purpose of the SGM from ***[Insert percentage, proportion or number of Members/Senior Members required to requisition an SGM]*** or if an SGM is required under Rule 8.3(d). ***[Drafting note: Rule 4.7 addresses the mandatory requirement for the Club’s constitution to deal with the manner and timing of calling/notifying SGMs.]***

### **Notice of SGM and Agenda:** Members must be given at least ***[Insert time period, eg 21 days’ / 3 weeks’]*** notice of an SGM including the business of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice of the SGM and its business is to be given to Members. Notice to Members of an SGM may be given using any method(s) of notification referred to in Rule 4.3, as determined by the Committee. ***[Drafting note: Rule 4.8 addresses the mandatory requirement for the Club’s constitution to deal with the manner and timing of calling/notifying SGMs.]***

### **SGM Business:** An SGM may only consider and deal with the business specified in the notice of the SGM.

### **Omissions/Irregularities:** A General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting, provided that reasonable steps have been taken to notify the meeting to all Members using any method(s) referred to in Rule 4.3. A General Meeting and its business also will not be invalidated by any other irregularity, error or omission in relation to any notice, agenda or other document relating to the meeting or notification within the required time frame, or any other error relating to the organisation of the meeting, if:

#### the meeting is held and completed without any Member raising any objection regarding the irregularity, error or omission; or

#### such an objection is raised, but the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed and a motion to proceed with the meeting is put to the meeting and approved ***[Insert by Ordinary Resolution, by Special Resolution, or unanimously]***.

### **Quorum:** A General Meeting must not commence, and business must not be conducted at a General Meeting, unless a quorum is established, and for a quorum to be established ***[Insert quorum requirement, eg Senior Members and their proxies present at the meeting must equal or exceed a specified number (eg 10 or 15) or must equal or exceed a specified percentage or proportion of Senior Members]***. If a quorum is not established within 30 minutes of a General Meeting’s scheduled start time:

#### **AGM Adjournment:** in the case of an AGM, the AGM will be adjourned and reconvened at a date and time, and using a method or methods, set by the chair of the AGM, and if a quorum is not established at the rescheduled AGM then the Senior Members and their proxies present 15 minutes after the rescheduled AGM’s scheduled start time will be deemed to constitute a valid quorum; and

#### **SGM Cancellation:** in the case of an SGM, the SGM will be cancelled.

***[Drafting note: The quorum for general meetings should be set at an appropriate level for the Club, so that a quorum is readily achievable but the level set is not so low that general meetings could be held and decisions made by just a few members.]***

### **Chair:** The ***[insert position, eg Chair or President]*** will chair any General Meetings. If that person is not present at a General Meeting, a Committee Member (appointed by the Committee) will preside. In the absence of any such person, the Senior Members and their proxies present at the meeting will elect an attendee to chair the meeting.

### **Attendance and Speaking:** All Members, and any other person invited or approved by the Committee or by the chair of a General Meeting, are eligible to attend and speak at General Meetings.

### **Voting and Decisions:** In relation to General Meeting voting and decisions: ***[Drafting note: It is mandatory for the Club’s constitution to include a rule or rules relating to voting procedures at general meetings, and Rule 4.14 addresses this. The specific details may be adapted to suit the Club.]***

#### Each Senior Member is entitled to exercise, in person or by proxy, one (1) vote in relation to any election for a Committee Member position or any vote on any motion. ***[Drafting note: Reference to voting by proxy here and in other rules would be omitted if the Club does not wish to permit proxy voting at general meetings.]***

#### The chair of a General Meeting will not be entitled to any casting vote. ***[Drafting note: The Club can provide for the chair to have a casting vote if preferred.]***

#### Votes may be cast:

##### at the meeting by Senior Members or their proxies, by voice, show of hands, ballot or other means appropriate for the method(s) by which the meeting is held, as determined by the chair of the meeting; and/or

##### in advance of the meeting by Senior Members, by post and/or electronic means as determined by the Committee, if the Committee considers that voting in advance is appropriate in relation to any matter, in which case any such votes will be deemed to be cast at the meeting by the chair as proxy for the relevant Members (so that they are counted for quorum purposes). ***[Drafting note: Paragraph (c)(ii) is included to provide flexibility to conduct voting in advance of a General Meeting, eg pre-meeting online voting in relation to an election or motion, but this option may be omitted if preferred.]***

#### In relation to voting to elect Committee Members (if voting is required under Rule 5.7), the person(s) supported by the highest number(s) of votes for any vacant position(s) will be elected to the position(s).

#### In relation to voting on any motion, an Ordinary Resolution is sufficient for the motion to be approved unless the Societies Act or this Constitution expressly provides otherwise.

### **Appointment of Proxies:** In relation to Senior Members appointing proxies for any General Meeting: ***[Drafting note: If the Club permits proxy appointments and voting, it is mandatory for the Club’s constitution to include proxy procedures. Rule 4.15 addresses this.]***

#### A Senior Member may appoint another Senior Member or the chair of the General Meeting as the appointing Member’s proxy for the particular meeting, with specific directions and/or discretion in relation to the proxy casting the appointing Member’s vote.

#### The chair of the meeting must receive notice of a Member’s appointment of a proxy signed by the appointing Member, and an appointing Member may give notice of revocation of any such appointment, prior to the start of the meeting.

#### A Member’s notice of appointment of a proxy must be the same, or substantially the same (as determined by the chair of the meeting), as the following:

#### *I [insert name] of [insert address] being a Senior Member of the Club appoint [insert “the chair” or the name of the Senior Member appointed as proxy] as my proxy to speak and vote for me at the Club’s General Meeting to be held on [insert date] and at any reconvening of that General Meeting if it is adjourned. I direct my proxy to vote [insert “in accordance with their discretion” and/or insert voting directions regarding all or any of the meeting’s business].*

#### *Signature of Appointing Member: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*

#### *Date of Appointment: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*

#### The appointed proxy must be present at the meeting to cast the appointing Member’s vote on any matter, and must comply with any directions included in the Member’s notice of appointment.

### **Adjournment:** The chair of a General Meeting may direct that the meeting will be adjourned and reconvened at a date and time, and using a method or methods, set by the chair, if they determine on reasonable grounds that exceptional circumstances warrant such an adjournment to complete all or any of the meeting’s business.

### **Written Resolutions in lieu of General Meetings:** Subject to the requirement to hold AGMs and compliance with all applicable requirements under the Societies Act in relation to written resolutions in lieu of General Meetings, a resolution in writing signed or approved in writing by at least 75% of all Senior Members at the relevant time shall be as valid and effective as if it had been passed at a General Meeting duly convened and held. Any such resolution may consist of several documents in the same form each signed or approved in writing by one (1) or more Senior Members. ***[Drafting note: Rule 4.17 deals with the mandatory requirement for the Club’s constitution to either permit or preclude the option of member written resolutions in lieu of general meetings.]***

### **Minutes/Records:** The Committee must ensure that minutes or equivalent records are kept and maintained in relation to all General Meetings and resolutions of the membership. ***[Drafting note: Rule 4.18 addresses the mandatory requirement for the Club’s constitution to deal with keeping minutes of general meetings.]***

# Committee

### ***[Drafting note: It is mandatory for the Club’s constitution to include a rule or rules relating to the functions and powers of the Club’s committee, and Rule 5 addresses this, but the specific details may be adapted to suit the Club. Rules 5.1 and 5.2 take the approach of describing the committee’s functions and powers in broad, permissive terms. The constitution does not need to include a list of specific committee powers, unless the Club would prefer to include such a list. If a Club wishes to prohibit or restrict the exercise of any powers (eg, by requiring membership approval of specified transactions/arrangements), an appropriate rule or rules would need to be added to the constitution.]***

### **Functions:** The Committee is the committee and governing body of the Club for the purpose of the Societies Act and the operation and affairs of the Club must be managed by or under the direction or supervision of the Committee, in order to advance and achieve the Club’s Purposes.

### **Powers**: For the purpose of undertaking the Committee’s functions, and subject to compliance with the Societies Act, this Constitution and any other applicable law:

#### the Committee may exercise all powers of the Club on behalf of the Club;

#### the Committee has and may exercise all powers necessary for governing, managing and directing or supervising the management of the Club’s operation and affairs, and all powers conferred on the Committee by this Constitution; and

#### the Committee may delegate authority to any Committee Member(s), Club Manager, subcommittee, or other person or persons.

### **Composition:** The Committee will comprise a minimum of ***[Insert minimum number (which must be at least three), eg five (5)]*** and a maximum of ***[Insert maximum number, eg nine (9)]*** individuals, including:

#### ***[Insert number or range, eg five (5) to seven (7)]*** Elected Committee Members; and

#### ***[Insert number or range, eg up to two (2)]*** Appointed Committee Members. ***[Drafting note: Paragraph (b) should be deleted, and Rule 5.3 amended, if the Club does not wish to allow for any committee-appointed members.]***

***[Drafting note: Rule 5.3 above addresses the mandatory requirement for the Club’s constitution to deal with the number of members that must or may be on the Club’s committee.]***

***[Drafting note: In relation to Rules 5.4 and 5.5 below, it is mandatory for the Club’s constitution to deal with how the chairperson (if any) will be elected or appointed. Rules 5.4 and 5.5 are alternative options for dealing with this and the club must choose one of these two options. Rule 5.4 provides for committee appointment of the chair; Rule 5.5 provides for the chair to be an elected position.]***

### **Committee Determination of Roles:** The Committee will determine, as soon as practicable after each AGM and from time to time, the ***[Chair / President]*** of the Committee, any ***[Deputy Chair / Vice President]***, and the allocation of any other positions, roles and responsibilities to Committee Members, as the Committee thinks fit. ***[Drafting note: Delete this Rule 5.4 if prescribed elected committee member roles are preferred, as set out in Rule 5.5 below.]***

### **Specific Committee Roles:** The Committee will include Elected Committee Members who have been elected to the following positions: ***[Drafting note: Delete this Rule 5.5 if committee determination of positions/roles is preferred, as set out in Rule 5.4 above. If this Rule 5.5 specifying committee roles is used, then positions/roles can be added/removed, and their descriptions changed, as required for the Club.]***

#### The ***[Chair / President]***, who is responsible for representing and leading the Committee and the Club, chairing meetings, and anything else specified in the Club Rules and Regulations or as determined by the Committee.

#### The ***[Secretary]***, who is responsible for attending to or overseeing, and reporting to the Committee on, Committee and Club correspondence, record-keeping, and compliance with this Constitution and the Societies Act, and anything else specified in the Club Rules and Regulations or as determined by the Committee.

#### The ***[Treasurer]***, who is responsible for attending to or overseeing, and reporting to the Committee on, Club financial matters, including receipt and disbursement of funds, assets and investments, financial records, reporting and assurance, and anything else specified in the Club Rules and Regulations or as determined by the Committee.

#### Any other positions, roles and responsibilities may be allocated to Committee Members as the Committee thinks fit.

### **Eligibility Requirements:** For an individual to become, and to remain, a Committee Member, the individual:

#### must be a Senior Member of the Club; ***[Drafting note: The default requirement under section 45(3) of the Societies Act is that at least a majority of a society’s committee must be members (or representatives of body corporate members) of the society, and compliance with that default requirement is generally expected to be appropriate for a Rugby club. If a Club wants to allow non-Members to become Committee members, then the constitution could permit a minority of Committee Members (eg Appointed Committee Members under Rule 5.3(b)) to be non-Members or it could provide for all those who are elected/appointed as Committee Members to become Ordinary Members upon their election/appointment.]***

#### must not be an employee of the Club;

#### must not be disqualified from being an officer of a society under section 47 of the Societies Act; ***[Drafting note: Section 47 of the Societies Act sets out disqualification criteria covering circumstances including bankruptcy, conviction for offences, disqualification from acting as a director, and mental incapacity.]***

#### must not be disqualified from being an officer of a charitable entity under section 36B or 36C of the Charities Act; ***[Drafting note: Delete paragraph (d) if the Club is not, and is not intended to be, a Charities Act registered charity.]***

#### must not have been removed or barred from being a Committee Member following a process under this Constitution or any applicable Bylaw, or under any applicable Rugby Rules and Regulations; and

#### must have consented to becoming an officer of the Club and certified that they are not disqualified from being a Committee Member under this Rule 5.6.

### **Elected Committee Members:** Elected Committee Members are to be elected as follows:  ***[Drafting note: Rule 5.7 (and also Rule 5.8, if retained) addresses the mandatory requirement for the Club’s constitution to deal with the election or appointment of Club committee members. The specific details may need to be amended, depending on the Club’s selection of Rule 5.4 or Rule 5.5 set out above and the Club’s preferred approach to running elections. In relation to the timeframes to call for and submit nominations, these should be set taking into account the timeframes set for calling and submitting business for AGMs.]***

#### The Committee must call for nominations for Elected Committee Member positions that are vacant or will be vacated at the conclusion an AGM at least ***[Insert time period, eg 42 days / 6 weeks]***before the AGM, with the initial notice of the AGM or otherwise separately using any method(s) of notification referred to in Rule 4.3 as determined by the Committee.

#### Nominations must be notified in the form and manner decided by the Committee and must include the nominee’s consent and certification referred to in Rule 5.6(f), and must be received by the Club by the date set by the Committee or, if no date is set, at least ***[Insert time period, eg 28 days / 4 weeks]*** before the AGM.

#### The Committee must give notice of the valid nominations received to all Members at least ***[Insert time period, eg 14 days / 2 weeks]*** before the AGM, with the notice of the AGM agenda or otherwise separately using any method(s) of notification referred to in Rule 4.3 as determined by the Committee.

#### If the number of nominees for a position or positions exceeds the position or positions to be filled, then:

##### an election is to be held by secret ballot at the AGM or by any other appropriate method of voting as determined by the Committee;

##### the nominee or nominees with the highest number of votes in their favour to fill the vacant position(s) will be declared elected at the AGM; and

##### if the votes for any two (2) or more nominees to fill any vacant position(s) are equal, a further election will be held in relation to the tied nominees (and in the event of a further tie, the outcome will be determined by agreement between the tied nominees or otherwise by lot).

#### If the number of nominees for a position or positions is equal to or less than the position or positions to be filled, then the nominee(s) will be declared elected at the AGM without any vote.

#### If the number of nominees for a position or positions is less than the position or positions to be filled, then the position(s) not filled under paragraph (e) above may be filled by way of nomination and election or approval at the AGM or, following the AGM, by way of appointment by the remaining Committee Members as if the appointment were an appointment under Rule 5.8, and any such appointee will be deemed to be an Elected Board Member.

### **Appointed Committee Members:** The Committee may at any time appoint an individual to fill any vacant Appointed Committee Member position, and in exercising this power of appointment the Committee must take into account the existing composition of the Committee and whether a prospective appointee will bring skills, experience and/or a different perspective to the Committee that will enhance the Committee’s ability to effectively carry out its functions. ***[Drafting note: Rule 5.8 would not be included, and other consequential changes would be required, if the Club does not wish to allow for any committee-appointed members.]***

### **Term of Office and Maximum Number of Terms:** The term of office of a Committee Member will run from the conclusion of the AGM at which they are elected or from the date of their appointment, as applicable, until the conclusion of the next AGM following their election or appointment. An individual may be elected or appointed to the Committee for a further term or terms, provided that a person must not serve more than ***[Insert maximum number of terms, taking into account the length of the term of office under this Rule 5.9]*** consecutive terms of office as a Committee Member (treating any terms of office with less than ***[Insert period, eg six (6) months]*** gap between them as consecutive terms). ***[Drafting note: Rule 5.9 addresses the mandatory requirement for the Club’s constitution to deal with the term of office of Club committee members, by providing for year-on-year election/appointment of committee members. A Club may wish to provide for longer terms of office, and the provision for a maximum number of consecutive terms may also be omitted or modified, if preferred.]***

### **Casual Vacancies:** If a Casual Vacancy arises in relation to any Committee Member position, the remaining Committee Members may:

#### appoint an individual to fill the Casual Vacancy, as if the appointment were an appointment under Rule 5.8, until the conclusion of the next AGM; or

#### leave the Casual Vacancy unfilled until the next AGM (to be filled at or following the AGM), provided that this would not result in the Committee having fewer than ***[Insert minimum number (which must be at least three), eg five (5)]***Committee Members.

### **Suspension of Committee Member:** If the Committee determines that a Committee Member has, or may have, engaged in misconduct and/or breached their duties under this Constitution or the Societies Act and the Committee considers it is in the best interests of the Club to suspend the Committee Member, the Committee may by Special Resolution suspend the Committee Member from the Committee and set conditions pending final determination of the matter. Before doing so, the Committee must notify the Committee Member of the proposed suspension. ***[Drafting note: Provision for Committee suspension of a Committee Member may be omitted or modified (eg, to require a decision of the membership at an SGM), if preferred.]***

### **Removal of Committee Member:** If the Committee determines, following a determination under any applicable dispute resolution procedures or otherwise, that a Committee Member has engaged in misconduct and/or breached their duties under this Constitution or the Societies Act and the Committee considers it is in the best interests of the Club to remove the Committee Member from office, the Committee may by Special Resolution remove the Committee Member.***[Drafting note: Provision for Committee removal of a Committee Member may be omitted or modified (eg, to require a decision of the membership at an SGM), if preferred.]***

### **Cessation of Office:** A person ceases to be a Committee Member upon:

#### the person’s resignation, by giving notice to the Committee of their resignation;

#### the expiry of the person’s term of office, unless the person has been elected or appointed to hold office as Committee Member for a further term commencing at or from that time;

#### the person becoming disqualified from holding office as a Committee Member under Rule 5.6;

#### the person’s removal from office as a Committee Member under Rule 5.12;

#### the person’s absence without leave from a third consecutive Committee meeting; or

#### the person’s death.

***[Drafting note: Rule 5.13 above addresses the mandatory requirement for the Club’s constitution to deal with grounds/circumstances for removal of officers.]***

# Committee Meetings

### ***[Drafting note: It is mandatory for the Club’s constitution to include a rule or rules relating to the quorum and procedure, including voting procedures, for committee meetings, and Rule 6 addresses this. The specific details may be adapted to suit the Club.]***

### **Meetings Required:** The Committee must meet from time to time, and not less than ***[Insert frequency, eg once a month]***, for the purpose of carrying out its functions, and a Committee meeting may be called at any time by the Chair or by any ***[Insert number, eg two (2) or three (3)]*** Committee Members.

### **Meeting Methods:** A Committee meeting may be held by Committee Members being, at the time designated for the meeting:

#### assembled together in person at a place designated for the meeting; and/or

#### contemporaneously linked together by means of audio, or audio and visual, communication designated for the meeting that enables all Committee Members participating in the meeting to hear all proceedings and, as applicable, exercise any speaking and voting rights at the meeting.

#### A Committee Member participating in a meeting using audio or audio and visual means designated for the meeting is treated as attending and being present at the meeting.

### **Notice:** Each Committee Member must be given not less than ***[Insert notice period, eg seven (7) days / 1 week]*** notice of a Committee meeting, including the date, time, method(s) and agenda for the meeting, unless the requirement for any such notice is waived by all Committee Members (and a Committee Member will be deemed to have waived the requirement if they attend the relevant meeting without protest).

### **Quorum:** A Committee meeting must not commence, and business must not be transacted at a Committee meeting, if a quorum is not established. For a quorum to be established for a Committee Meeting, at least ***[Insert number, eg five (5)]*** Committee Members, including at least ***[Insert number, eg three (3)]*** Elected Committee Members, must be present. ***[Drafting note: Rule 6.4 addresses the mandatory requirement for the Club’s constitution to include a rule relating to the quorum for committee meetings. The appropriate quorum requirement will depend upon the minimum/maximum number of committee members and composition of the committee, eg whether it is fully elected or includes appointed members.]***

### **Chair:** The ***[insert position, eg Chair or President]*** will chair any Committee meeting. If that person is not present at a Committee meeting, another Committee Member appointed by ***[insert position, eg Chair or President]*** or otherwise by the Committee Members present at the meeting will chair the meeting. If the chair of a Committee meeting is Interested in any Matter to be decided at the meeting, they must be replaced by another Committee Member as chair for the relevant part of the meeting.

### **Attendance and Speaking:** All Committee Members, and any other persons invited or approved by the Committee or by the chair of a Committee meeting, are eligible to attend and speak at a Committee Meeting.

### **Voting and Decisions:** In relation to Committee meeting voting and decisions: ***[Drafting note: It is mandatory for the Club’s constitution to deal with voting procedures for committee meetings, including whether or not the chair has a casting vote, and Rule 6.7 addresses this. The rule provides for committee members to vote only if they are at a meeting (not by proxy) and for the chair to have a casting vote, but the specific details may be adapted to suit the Club.]***

#### Each Committee Member present at a Committee meeting is entitled to exercise one (1) vote in relation to any matter to be decided at the meeting, unless the Committee Member is Interested in a Matter in which case they will be excluded from deliberations and voting on the Matter.

#### If there is an equality of votes in relation to any matter to be decided at the meeting, the chair of the meeting will be entitled to a casting vote.

#### Votes may be cast at Committee meetings by voice, show of hands, ballot, or any equivalent or similar electronic method, as determined by the chair of the meeting.

#### An Ordinary Resolution is sufficient to decide any matter at a Committee meeting unless the Societies Act or this Constitution expressly provides otherwise.

### **Resolutions in Writing:** A resolution in writing signed or approved in writing by a majority of Committee Members at the relevant time is valid as if it had been passed at a Committee meeting duly convened and held, provided that:

#### if all matters covered by the resolution could be approved by Ordinary Resolution at a Committee meeting, the required majority signing or approving the resolution is a simple majority of all Committee Members, but if any matter covered by the resolution would need to be approved by Special Resolution at a Committee meeting, the required majority is 75% or more of all Committee Members; and

#### the required majority of Committee Members signing or approving the resolution under paragraph (a) above must not be Interested in any Matter covered by the resolution.

#### Any such resolution may consist of several documents in the same form each signed or approved in writing by one or more Committee Members.

### **Minutes/Records:** The Committee must ensure that minutes or equivalent records are kept and maintained in relation to all Committee meetings and resolutions of the Committee.

### **Self-regulation:** Subject to the requirements specified under this Rule 6 and any other requirements specified under this Constitution or the Societies Act, the Committee may determine and regulate the details of its meetings and other procedures as it thinks fit.

# Club Personnel and Contact Person(s)

### **Club Manager:** The Committee ***[may / must]*** engage a Club Manager, on such terms as the Committee thinks fit, to be responsible for day-to-day management of the Club’s operation and affairs, under the supervision and direction of the Committee and within the scope of any delegated authority from the Committee. Any Club Manager may attend Committee meetings when required by the Committee, but has no voting rights.

### **Other Personnel:** The Committee, or any Club Manager under delegated authority from the Committee, may engage any other personnel in connection with the Club’s operation and affairs, on such terms as the Committee or Club Manager (as applicable) thinks fit.

### **Contact Person(s):** The Committee must ensure that the Club has at least one (1) contact person and up to three (3) contact persons for the purpose of the Societies Act at all times, and for this purpose the Committee may appoint as a contact person any Committee Member, Club Manager or other person who is eligible to be a contact person under the Societies Act. ***[Drafting note: Rule 7.3 addresses the mandatory requirement for the Club’s constitution to with how the Club’s contact person(s), who must be over 18 and based in New Zealand, will be elected or appointed.]***

# Officers’ Duties and Conflicts of Interest

***[Drafting note: Rule 8 reflects officer duties and conflict of interest requirements that apply under the Societies Act, not only to committee members but also others who occupy positions giving them significant influence over the Club’s management or administration. (The Societies Act refers to Chief Executive and Treasurer positions as examples.)]***

### **Officers’ Duties:** EveryCommittee Member and other Officer:

#### must, when exercising powers or performing duties as an Officer:

##### act in good faith and in what they believe to be the best interests of the Club and its Purposes; and

##### exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account (without limitation) the nature of the Club, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;

#### must exercise any power as an Officer for a proper purpose;

#### must not act, or agree to the Club acting, in a manner that contravenes the Societies Act or this Constitution;

#### must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club’s creditors or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club’s creditors;

#### must not agree to the Club incurring an obligation unless the Officer believes at the relevant time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so; and

#### may, when exercising powers or performing duties as an Officer, rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following:

##### an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

##### a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person’s professional or expert competence; or

##### any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer’s or subcommittee’s designated authority,

#### provided that the Officer acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that their reliance on the relevant information is unwarranted.

### **Conflicts of Interest:** For the purpose of identifying and managing conflicts of interest:

#### The Committee must keep a register of interest disclosures made by Committee Members and other Officers.

#### An Officer who is Interested in a Matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee, as soon as practicable after the Officer becomes aware that they are Interested in the Matter, and the disclosure must be included in the Interests Register.

#### A Committee Member who is Interested in a Matter:

##### must not vote or take part in a decision of the Committee (including deliberation and voting on the decision) relating to the Matter;

##### must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-Interested Committee Members consent;

##### must not take part in any Committee discussion relating to the Matter or be present at the time of any Committee decision on the Matter, unless all non-Interested Committee Members consent; and

##### may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

#### If 50% or more of the CommitteeMembers are Interested in a Matter and a Club decision needs to be made in relation to the Matter, the Committee must call an SGM to consider and make a decision on the Matter.

# Club Patron(s)

### A person may be invited by the Committee to be a Patron to show their support for the Club. A Patron is entitled to attend and speak at General Meetings but has no right to vote at such meetings. ***[Drafting note: It is not mandatory to provide for any Club patron, so Rule 9 can be deleted if preferred. If retained, a Club can provide for General Meeting election or approval of a patron if preferred.]***

# Subcommittees

Without detracting from the Committee’s responsibility for undertaking its functions under Rule 5.1, the Committee may from time to time establish and delegate authority to, make changes to, and disestablish any subcommittee, panel or other group of persons, which may include any number of Committee Member(s) and any other person(s), in relation to any aspect of the Club’s operation and affairs, as the Committee thinks fit. ***[Drafting note: A Club may wish to provide for a specific subcommittee or subcommittees, eg for senior and junior rugby or for other purposes, and/or provide for specific composition requirements, eg the inclusion of at least one elected committee member.]***

# Bylaws

### **Committee Determination:** The Committee may from time to time develop and adopt, make changes to, and revoke or replace any Bylaws in relation to any aspect of the Club’s operation and affairs, as the Committee thinks fit, provided that any Bylaw must be consistent with this Constitution and with all aspects of the Club’s status as set out in Rule 1.2.

### **Notification and Access:** The adoption, amendment, revocation or replacement of any Bylaw must be notified to Members, using any method(s) of notification referred to in Rule 4.3 as determined by the Committee, and all Bylaws must be accessible or otherwise made available on request to all Members.

# Use/Application of Club Property/Funds

### **Club’s Purposes:** The property and funds of the Club must only be used and applied to advance and achieve the Club’s Purposes, in a manner consistent with all aspects of the Club’s status as set out in Rule 1.2.

### **No Distributions:** The property and funds of the Club must not be used or applied to make any distribution to any Member, Officer or associate of any such person.

### **Permitted Transactions:** For the avoidance of doubt, Rules 12.1 and 12.2 do not preclude the Club from doing any of the following:

#### The Club may enter into any transaction for the supply of any form of goods or services to or from any person, including any Member or Officer or any associate of any such person, provided that:

##### the transaction is on arm’s length terms (or on non-arm’s length terms in favour of the Club); and

##### if any Member, Officer or associate of any such person is a counterparty, the Member or Officer must not be permitted to determine or materially influence the Club’s position in relation to the transaction and its terms.

#### The Club may pay honoraria, remuneration or other consideration for services provided by any Officer or other personnel engaged by the Club in carrying out their role for the Club, provided that:

##### in all cases, this is subject to compliance with paragraph (a) above; and

##### in the case of paying Committee Members for carrying out their roles on the Committee, this is subject to prior membership approval of that type of payment for Committee Members at a General Meeting and compliance with any terms and conditions of the approval.

#### The Club will reimburse any actual and reasonable expenses properly incurred by any Officer or other personnel engaged by the Club in carrying out their role for the Club.

#### Subject to any mandatory restrictions or requirements under the Societies Act, the Club will indemnify any Officer or other personnel engaged by the Club, and may acquire insurance for the benefit of the Club and its Officers and other personnel, in respect of any loss, expense or liability that is incurred by any such the person in connection with carrying out their role for the Club (including, if applicable, failure to comply with any duties as an Officer), provided that any such loss, expense or liability is not a criminal liability and is not attributable to the person’s dishonesty, wilful misconduct, or gross negligence.

***[Drafting note: The provisions of Rule 12.3 above permitting remuneration, reimbursement, indemnification and insurance for committee members and others may need to be adapted for the Club’s purposes, eg if the Club wishes to prohibit, restrict or require membership approval of any such matters.]***

# Financial Matters

### **Committee Responsibility:** The Committee is responsible for controlling and managing, or overseeing the control and management of, the Club’s finances. ***[Drafting note: Rule 13.1 addresses the mandatory requirement for the Club’s constitution to provide for how the Club will control and manage its finances.]***

### **Financial Records:** The Committee must ensure that full and proper accounting and other financial records are kept and maintained for the Club.

### **Receipts and Payments:** All money received by the Club must be paid into a bank account to the credit of the Club. All orders for the payment of money, including electronic and internet banking, and notes or other evidence of indebtedness issued in the name of the Club must be signed or otherwise securely approved by two (2) persons authorised by the Committee.

### **Financial Reporting:** The Club’s balance date for financial reporting purposes is ***[Insert balance date]***or any other date as determined by the Committee, and the Committee must ensure that as soon as reasonably practicable after the end of each Financial Year financial statements for the Club are prepared for that Financial Year in accordance with all applicable financial reporting requirements under the Societies Act or any other applicable law.***[Drafting note: The Societies Act prescribes financial reporting and assurance requirements for incorporated societies, unless a society is registered under the Charities Act in which case Charities Act financial reporting and assurance requirements will apply instead.]***

### **Assurance:** If required under the Societies Act or any other applicable law, or otherwise if determined by the Committee or by the membership at a General Meeting, the Club’s financial statements for a Financial Year will be audited or reviewed by an independent, appropriately qualified person appointed by the Committee. Any audit or review report must be presented with the financial statements at the AGM held after the end of the relevant Financial Year.

# Contracting

### ***[Drafting note: Rule 14 covers the principal options for entering into deeds and other contracts under the Societies Act, and a common seal is not required. If the Club wishes to permit execution of deeds by a single, witnessed signatory, then the constitution would need to expressly provide for this.]***

### **Deeds:** Any contract or other enforceable obligation that is to be entered into by way of a deed may be entered into on behalf of the Club in writing signed under the name of the Club by two (2) or more Committee Members or other Officers.

### **Other Contracts:** Any contract or other enforceable obligation that is not to be entered into by way of a deed may be entered into on behalf of the Club by any Committee Member, Club Manager, or other Officer or person acting under the Club’s express or implied authority.

# Notices

### **Giving Notices**:Subject to any other notice requirements or provisions in this Constitution, any notice given under this Constitution must be in writing and will be given to:

#### a Member if delivered by hand to the Member or sent to the Member in accordance with any of their Contact Details included on the Member Register; and

#### the Club and the Committee if sent to ***[Insert generic/permanent email address for Club, eg admin@rugbyclub.co.nz]***, or delivered or sent by post to the Club’s registered office or any other address for the Club published on the Register of Incorporated Societies. ***[Drafting note: If the Club does not have a generic/permanent email address, then this detail can be omitted.]***

### **Receipt of Notices:** A notice given in accordance with Rule 15.1 is deemed to have been received:

#### if delivered by hand, at the time of delivery;

#### if given by post, when left at the address of the recipient party or five (5) Working Days after being put in the post; or

#### if given by email, at the time of transmission (provided that the sender does not receive any "undelivered" auto-reply or any other indication of non-receipt),

#### provided that any notice received or deemed received on a day that is not a Working Day, or after 5pm on a Working Day, will be deemed not to have been received until the next Working Day.

# Dispute Resolution Procedures

***[******Drafting note: Rule 16 addresses the mandatory requirement for the Club’s constitution to include procedures for resolving disputes, including providing for how a complaint may be made, consistent with the rules of natural justice. The default dispute resolution procedures are set out in Schedule 1.]***

### **Applicable Procedures:** The dispute resolution procedures set out in Schedule 1 of this Constitution will apply to any dispute or complaint falling within the definitions of those terms in Schedule 1, unless the dispute or complaint must be determined, or the Committee determines that it should be determined, in accordance with dispute resolution procedures under any applicable legislation or under any applicable Bylaws or Rugby Rules and Regulations.

### **Natural Justice:** The applicable dispute resolution procedures referred to in Rule 16.1 must be consistent with, and conducted in accordance with, the rules of natural justice and any other applicable requirements under the Societies Act.

### **Sanctions/Penalties:** For the avoidance of doubt, sanctions or penalties that may result from the determination of any matter pursuant to the applicable dispute resolution procedures referred to in Rule 16.1 may include:

#### suspension, removal or termination of a person’s membership and/or any other position with the Club; and/or

#### suspension or removal of all or any of a person’s membership rights and entitlements, including voting or other rights or entitlements under this Constitution, and/or their rights or entitlements in relation to participation or involvement in the Club or in Rugby in connection with the Club.

# Club Rugby

### **Rules and Regulations:** All Club Rugby, including the participation of Club teams and players in matches and competitions, is to be run in accordance with all applicable Club Rules and Regulations and Rugby Rules and Regulations, and the Club and its Members, Officers and other personnel acknowledge the jurisdiction of NZR’s members and ultimately NZR in relation to the regulation of Rugby in New Zealand.

### **Examples of Regulation:** Without limiting the scope of Rule 17.1:

#### **Team Matches/Competitions:** the Club’s Rugby teams must play teams that fall under the organisational umbrella of NZR and its members, unless any required consent(s) to not comply with that requirements are obtained; and

#### **Suspended/Expelled Players:** the Club and its Members, Officers and other personnel must not knowingly arrange or play any Rugby match with any suspended or expelled club or player (in the case of a player, whether the person’s suspension or expulsion relates to Rugby or any other sporting code).

### **Club Colours:** Unless the Club’s membership determines otherwise at a General Meeting, the Club’s principal colours (for its playing uniform and other purposes) are ***[Insert Club colour(s)]***.

### **Club Uniform:** Unless the Club’s membership determines otherwise at a General Meeting, and subject to use of the Club’s colours where practicable, the Club’s Rugby uniform(s) or uniform requirements will be determined by the Committee.

# Winding Up and Distribution of Surplus Assets

### **Notice of Proposal:** A proposed motion regarding any one or more of the following matters may be voted on at a General Meeting, provided that the Committee must give notice to all Members of the proposed motion at least 20 Working Days in advance of the General Meeting:

#### Appointment of a liquidator or commencement of any other type of winding up or dissolution process.

#### Removal of the Club from the Register of Incorporated Societies.

#### Distribution of the Club’s surplus assets.

### The notice must comply with section 228 of the Societies Act and include details of the General Meeting at which the proposed motion is to be considered. ***[Drafting note: The Societies Act prescribes notice requirements and timeframes in relation to the types of motion specified in Rule 18.1.]***

### **Approval of Proposal:** Any motion regarding any one or more of the matters set out in Rule 18.1(a) to (c) must be approved by way of a Special Resolution at the relevant General Meeting.

### **Distribution of Surplus Assets:** If the Club is liquidated or otherwise wound up or dissolved, any surplus assets of the Club, after the payment of all costs, debts and liabilities, must be distributed to ***[Insert name or description of relevant not-for-profit entity(ies), eg “the Club’s Union or another Rugby club that is a not-for-profit entity”, or “any not-for-profit entity or entities with purposes similar to the Club’s Purposes”]*** in a manner that is consistent with all aspects of the Club’s status as set out in Rule 1.2. ***[******Drafting note: It is mandatory for the Club’s constitution to include a rule nominating a not-for-profit entity or entities, or a class/description of not-for-profit entity or entities, to which the Club’s surplus assets should be distributed.]***

# Application of Constitution and Constitutional Changes

### **Constitution Effective on Registration:** This Constitution comes into effect upon its registration under the Societies Act following its approval in accordance with the Club’s previous constitution, and it repeals and replaces that previous constitution.

### **Transitional Provisions:** The provisions set out in Schedule 2 apply in relation to the transition from the Club’s previous constitution to this Constitution, and in relation to the transition those provisions override any contrary provision in this Constitution.

### **Non-application:** If and to the extent that, despite Rule 20.2(a), any rule set out in this Constitution is in conflict with the Societies Act or any aspect of the Club’s status as set out in Rule 1.2, the rule or relevant part of the rule will be deemed inoperative.

### **Constitutional Changes:** Subject to Rules 19.5 and 19.6, this Constitution or any of its rules may be amended or replaced if any such constitutional change is approved by way of a Special Resolution at a General Meeting. For this purpose:

#### any such constitutional change may be proposed by the Committee, or by Members by way of a written notice from ***[Insert percentage or number of Members/Senior Members, which could be same as Rule 4.7]***,as business to be conducted at an AGM or at an SGM;

#### the proposed constitutional change must be notified in or with the notice of the agenda for the AGM or the notice of the SGM, as applicable; and

#### the constitutional change may be approved as proposed and notified or, if so determined at the relevant General Meeting, it may be approved with any amendment(s), provided that any such amendment(s) must relate to the same subject matter as the proposed and notified constitutional change.

#### ***[Drafting note: Rule 19.4 addresses the mandatory requirement for the Club’s constitution to include a rule or rules relating to the method by which the constitution may be amended.]***

### **Minor/Technical Changes:** Despite Rule19.4, minor or technical constitutional changes may be made by the Committee in accordance with the procedures set out in the Societies Act. ***[Drafting note: Rules 19.5 reflects provisions of the Societies Act that permit a committee to make minor/technical constitutional changes if there is no objection from any member.]***

### **Restrictions on Changes:** No constitutional change is permitted under Rule 19.4 or Rule 19.5, and any purported constitutional change will not be valid or effective, if and to the extent that the change would be inconsistent with or contrary to:

#### the Club’s registration under and compliance with the Societies Act;

#### the Club’s status as an amateur sport promotion body under the Income Tax Act that complies with the requirements of the income tax exemption for such bodies under that Act;

#### the Club’s status as a charitable entity registered under the Charities Act that complies with that Act; ***[Drafting note: Delete paragraph (c) if the club is not, and does not intend to become, a charity reregistered under the Charities Act.]***

#### any applicable Rugby Rules and Regulations, including on account of not having any required prior approval from the Club’s Union and/or any other person.

#### ***[Drafting note: Rule 19.6 is intended to ensure that any constitutional changes will not affect key aspects of the Club’s status.]***

# Definitions, Interpretation and Matters Not Provided For

### **Definitions:** In this Constitution, unless the context requires otherwise, the following definitions apply:

### **AGM** or **Annual General Meeting** means a meeting of the Members held after the end of a Financial Year to conduct the business set out in Rule 4.6.

### **Appointed Committee** **Member** means a Committee Member referred to in Rules 5.3(b) and 5.8.

**Bylaw** means any bylaw, policy, regulation or code of the Club adopted by the Committee under Rule 11.

### **Casual Vacancy** means a vacancy that arises on the Committee when a Committee Member ceases to hold office for any reason prior to the end of their full term of office.

### **Club Manager** means the individual, if any, engaged by the Committee to hold the highest-ranking management position in the Club. ***[Drafting note: An alternative title may be used if the Club prefers, eg General Manager, CEO etc.]***

**Club Rules and Regulations** means this Constitution and its rules, any Bylaws, and any decisions or directives issued by or under delegated authority from the Committee.

### **Club’s Union** means ***[Insert name of Provincial Union and its NZBN and incorporation number for identification purposes]***.

### **Committee** means the Club’s committee and governing body constituted under Rule 5. ***[Drafting note: The Societies Act uses the term ‘committee’ to refer to the governing body of a society, but a different term can be used by the Club if preferred, eg Board, Executive etc.]***

### **Committee** **Member** means a member of the Committee.

### **Constitution** means this Constitution (including the Background, Rules and any Schedule(s)) which records the rules of the Club, and includes any constitutional change made in accordance with Rule 16.

### **Contact Details**, in relation to any person, means an electronic address and/or a physical address for the person and at least one telephone number for the person. ***[Drafting note: The Societies Act requires an electronic address or a physical address, and a phone number, to be included on a society’s register. A Club may prefer to require both types of address in all cases.]***

### **Diversity, Equity and Inclusion** means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status. ***[Drafting note: Delete this optional defined term if it is not referred to in the Club’s Purposes or elsewhere in the constitution.]***

### **Elected Committee** **Member** means a Committee Member referred to in Rules 5.3(a) and 5.7.

### **Financial Year**, in relation to the Club’s financial reporting, means the 12-month period, or if applicable any other accounting period, ending on the Club’s balance date.

### **General Meeting** means a meeting of the Members, being either an AGM or an SGM.

### **Income Tax Act** means the Income Tax Act 2007.

### **Interested**, in relation to an Officer and a Matter:

#### includes an Officer:

##### obtaining or potentially obtaining a financial benefit from the Matter;

##### being the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter;

##### having a financial interest in a person to whom the Matter relates;

##### being a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or

##### having any other financial interest (directly or through a related party) or non-financial interest (such as a close relationship) that conflicts or potentially conflicts with the Officer’s duty to act in the best interests of the Club and its Purposes; but

#### does not include an Officer:

##### merely receiving the benefit of an indemnity, insurance cover, remuneration, or other such benefits permitted under this Constitution and the Societies Act;

##### having an interest in a Matter that is the same or substantially the same as the interest of all or most other Members of the Club due to their membership; or

##### having an interest so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their role and responsibilities under this Constitution and the Societies Act.

#### ***[Drafting note: The definition of Interested above broadly reflects the definition in section 62 of the Societies Act, but also extends to non-pecuniary interests (as has been done by NZR under its constitution). The definition of Interested can be adapted by the Club if preferred.]***

### **Interests Register** means the register of disclosures of interest made by Officers required to be kept and maintained under Rule 8.2.

### **Junior Member** means a Member who is ***[under 18 years of age]***.

### **Laws of the Game** means the laws of rugby as framed and interpreted by World Rugby (subject to domestic safety law variations adopted by NZR).

### **Life Member** means an individual granted membership of the Club for life as referred to in Rules 3.2(b) and 3.5.

### **Matter**, in relation to identifying conflicts of interest and whether an Officer is Interested in a matter, means the Club’s performance of its activities or exercise of its powers or a transaction (ie, an arrangement, agreement, or contract) made or entered into, or proposed to be entered into, by the Club. ***[Drafting note: This definition of Matter reflects the definition in section 62(4) of the Societies Act. The definition can be adapted by the Club if preferred.]***

### **Member** means a person who for the time being is a member of the Club under any of the categories of membership referred to or permitted under Rule 3.2.

### **Member Register** means the register of Members required to be kept and maintained under Rule 3.11.

**NZR** means New Zealand Rugby Union Incorporated (NZBN 9429042872061, Societies Act incorporation number 215355).

### **Officer** means a Committee Member, any Club Manager, or any other individual occupying a position in the Club that results in the individual being an officer of the Club for the purpose of the Societies Act. ***[Drafting note: Section 5(1) of the Societies Act currently defines “officer” to include not only the committee members of a society but also any other person occupying a position which allows them to exercise significant influence over the society’s management or administration, and the Act gives as examples a Chief Executive and a Treasurer. This is, however, subject to any future law change or regulations that may broaden or narrow the definition. A Club that is, or intends to be, a charity registered under the Charities Act should also be aware that “officer” is defined differently in that Act (but still includes both committee members and positions such as Chief Executive or Treasurer.]***

### **Ordinary Member** means an individual granted membership of the Club as referred to in Rules 3.2(a) and 3.4.

### **Ordinary Resolution** means a resolution passed by a majority of votes cast.

### **Purposes** means the purposes of the Club described in Rule 2.

### **Rugby** means the game of rugby union as governed by World Rugby and, throughout New Zealand, controlled by NZR.

**Rugby Rules and Regulations** means:

#### the constitution and rules and regulations of NZR (including any bylaws, policies, codes, decisions or directives under that constitution and those rules and regulations);

#### the constitution and rules and regulations of the Club’s Union (including any bylaws, policies, codes, decisions or directives under that constitution and those rules and regulations);

#### the Laws of the Game and the by-laws, regulations and resolutions of World Rugby (subject to domestic safety law variations adopted by NZR); and

#### any integrity code issued by the Integrity Sport and Recreation Commission under the Integrity Sport and Recreation Act 2023 that is adopted by NZR.

### **Senior Member** means a Member who is ***[18 years of age or older]***.

### **SGM** or **Special General Meeting** means a meeting of the Members other than an AGM, called for a specific purpose or purposes.

### **Societies Act** means the Incorporated Societies Act 2022.

### **Special Resolution** means a resolution passed by at least a 75% majority of votes cast. ***[Drafting note: The approval threshold for a special resolution to be passed is commonly a 75%+ majority, but a lower or higher threshold could be set if preferred.]***

### **Working Day** has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the provincial anniversary holiday for the province in which ***[Insert club area/locality]*** is situated.

### **World Rugby** means the association of national rugby unions known as World Rugby, of which NZR is a member.

### **Interpretation Rules:** In relation to the interpretation of this Constitution, unless the context otherwise requires:

#### To the fullest extent possible, this Constitution must be interpreted consistently with, first, the Societies Act and, secondly, all aspects of the Club’s status as set out in Rule 1.2.

#### Words referring to the singular include the plural and vice versa.

#### Headings of rules and any other headings are for ease of reference only and do not affect the interpretation of this Constitution.

#### Expressions referring to writing include words visibly represented, copied, or reproduced, including by email or other electronic means.

#### The words include(s) and including are deemed to be followed by the words without limitation.

#### Reference to a person includes an individual, a company, a society, the trustee(s) of a trust, a partnership, a statutory body, and any other form of entity, organisation or association recognised by law, and any reference to a particular entity includes a reference to that entity’s successors and permitted assignees.

#### A reference to any legislation includes:

##### any legislation amending or replacing the legislation referred to; and

##### any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to the legislation referred to or pursuant to any such amendment or replacement legislation.

### **Determination of Interpretation Issues:** If any difference of opinion arises in relation to the meaning or interpretation of this Constitution or any of its rules, or any Bylaw, the matter will be determined by the Committee or, if any such difference of opinion occurs at a General Meeting, by the chair of the meeting.

### **Determination of Matters Not Provided For:** If any matter arises in relation to the Club that, in the opinion of the Committee, is not provided for in this Constitution or any applicable Bylaw, or is provided for but all or any part of any relevant rule in this Constitution is deemed inoperative under Rule 18.3, the matter will be determined by the Committee in a manner consistent with the Societies Act and all aspects of the Club’s status as set out in Rule 1.2.

### **Schedule 1**

**Dispute Resolution Procedures**

***[Drafting note: This schedule sets out default dispute resolution procedures to address the mandatory requirement for the Club’s constitution to include such procedures and is consistent with the NZR Constitution and template Provincial Union constitution. The procedures in this schedule should not be modified unless specifically required to by the Club’s Provincial Union.]***

### **Definitions:** In this Schedule:

#### **Dispute** means a disagreement or conflict between and among any Members, any Member(s) and any Officer(s), any Officers, or any Member(s) and/or any Officer(s) and the Club, relating to an allegation that:

##### a Member or an Officer has engaged in misconduct; or

##### a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Societies Act; or

##### the Club has breached, or is likely to breach, a duty under this Constitution or the Societies Act; or

##### a Member’s rights or interests as a member have been damaged or Members’ rights or interests generally have been damaged;

#### **DisputesProcedure** means the procedure for resolving a Dispute set out in clauses 5 to 13 of this Schedule;

#### **Member** is a reference to a person acting in their capacity as a Member; and

#### **Officer** is a reference to a person acting in their capacity as an Officer.

### **Application of Legislation:** The Disputes Procedure will not apply to a Dispute to the extent that any legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

### **Application of Other Procedures:** If a Dispute is dealt with by a separate procedure under this Constitution or any applicable Bylaw or under any applicable Rugby Rules and Regulations (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure.

### **Application of the Disputes Procedure:** The Disputes Procedure applies to a Dispute that is not required by legislation to be dealt with in a different way and is not dealt with by any Other Procedure.

### **Raising a Complaint:**

#### The Disputes Procedure may be started by giving written notice in relation to a Dispute (a **Complaint**).

#### A Member or an Officer may start the Disputes Procedure by making a Complaint to the Committee setting out:

##### the allegation to which the Dispute relates and who the allegation is against; and

##### any other information reasonably required by the Club.

#### The Club may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.

#### The information given in a Complaint must be enough to ensure that a person against whom the Complaint allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

### **Investigating and Determining Disputes:** Unless otherwise provided, the Club must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure that the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner.

### **Decision Not to Proceed with a Matter:** The Club may decide not to proceed with a matter under the Disputes Procedure if it determines that:

#### the Complaint is trivial; or

#### the Complaint does not appear to disclose or involve any allegation of:

##### any material misconduct; or

##### any material breach or likelihood of material breach of any duty under this Constitution or the Societies Act; or

##### any material damage to a Member’s rights or interests or to Members’ rights or interests generally; or

#### the Complaint appears to be without foundation or there is no apparent evidence to support it; or

#### the person making the Complaint has an insignificant interest in the matter; or

#### the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with; or

#### there has been an undue delay in making the Complaint.

### **Referral of Complaint:** The Club may refer a Complaint to:

#### a hearing body or person authorised, delegated or appointed by the Committee to hear and resolve the Dispute, including an arbitral tribunal (**Hearing Body**); or

#### a subcommittee or an external person to investigate and report on the Dispute; or

#### any type of consensual dispute resolution with the consent of all parties to the Dispute.

### **Hearing Body:** The Committee may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority from the Committee to resolve, or assist to resolve, any Complaint referred to Hearing Body.

### **Bias:** An individual may not be, or be part of, a Hearing Body in relation to a Complaint if two or more members of the Committee or, if applicable, two or more members of the Hearing Body consider there are reasonable grounds to believe that the individual:

#### may not be impartial; or

#### may not be able to consider the matter without a predetermined view.

### **Complainant’s right to be heard:**

#### The Member or Officer making a complaint has a right to be heard before the Complaint is resolved or any outcome is determined. If the Club makes a Complaint, the Club has a right to be heard before the Complaint is resolved or any outcome is determined, and a Committee Member or other person authorised, delegated or appointed by the Committee may exercise that right on behalf of the Club.

#### A Member or Officer or the Club must be taken to have been given the right to be heard under clause 11.1 if:

##### the Member or Officer or the Club has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and

##### an oral hearing is held, if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and

##### an oral hearing, if any, is held before the Hearing Body; and

##### the Member’s or Officer’s or the Club’s written statement or submissions, if any, are considered by the Hearing Body.

### **Respondent’s right to be heard:** The subject of the Complaint (**Respondent**), being a Member, an Officer or the Club (as applicable), has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is the Club, a Committee Member or other person authorised, delegated or appointed by the Committee may exercise the right on behalf of the Club. A Respondent must be taken to have been given the right to be heard if:

#### the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable them to prepare a response; and

#### the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and

#### an oral hearing, is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and

#### an oral hearing, if any, is held before the Hearing Body; and

#### the Respondent’s written statement or submissions, if any, are considered by the Hearing Body.

### **Appeals:** There is no right of appeal or right of review of a decision under the Disputes Procedures, unless any such right is specified or provided for under the Constitution or any applicable Bylaw or Rugby Rules and Regulations.

### **Schedule 2**

**Transitional Provisions**

***[Drafting note: This schedule sets out generic transitional provisions that will need to be reviewed and may need to be adapted/tailored for the Club’s particular circumstances, eg in relation to the transition of the Club’s membership/membership categories and the Club’s committee/board.]***

## In relation to the Club’s transition from its previous constitution to this Constitution at the time this Constitution comes into effect under Rule 16.1, unless the context requires otherwise or the Committee determines otherwise in order to ensure that the transition is effective and compliant with the Societies Act:

### **Members:** each member of the Club under the Club’s previous constitution continues to be a Member under this Constitution, under the same category and subcategory of membership and as if they had attained their membership under this Constitution, subject to the person providing to the Club any required confirmation of their consent to being a Member and any additional information required for inclusion in the Club’s Member Register;

### **Committee/Committee Members:** each committee or board member (however described) under the Club’s previous constitution continues in the equivalent Committee Member position under this Constitution, as if they had been elected or appointed under this Constitution at the time that they were elected or appointed under the previous constitution, subject to the person providing to the Club any required confirmation of their consent and eligibility to hold office as an officer of the Club;

### **Other Positions/Roles:** any person elected or appointed to any other position or role under the Club’s previous constitution where an equivalent position or role is provided for or permitted under this Constitution continues to have the equivalent position or role, as if they had been elected or appointed under this Constitution at the time that they were elected or appointed under the previous constitution, if applicable subject to the person providing to the Club any required confirmation of their consent and eligibility to hold office as an officer of the Club;

### **Panel/Committees:** any panel, subcommittee or other such group of persons or arrangement appointed or convened by the Club or by its board or committee under the Club’s previous constitution continues under this Constitution until it is disestablished by the Committee under this Constitution, as if it had been appointed or convened under this Constitution at the time, and on the terms, it was appointed or convened under the previous constitution; and

1. **Other Matters:** all other things done, including all contractual and other arrangements entered into, all decisions and appointments made, any bylaws, regulations, guidelines or policies adopted, and any proceedings commenced under the Club’s previous constitution remain valid and effective and, as applicable, may be continued and completed under this Constitution, provided that any bylaws, regulations, guidelines or policies adopted must be consistent with this Constitution and the Societies Act.