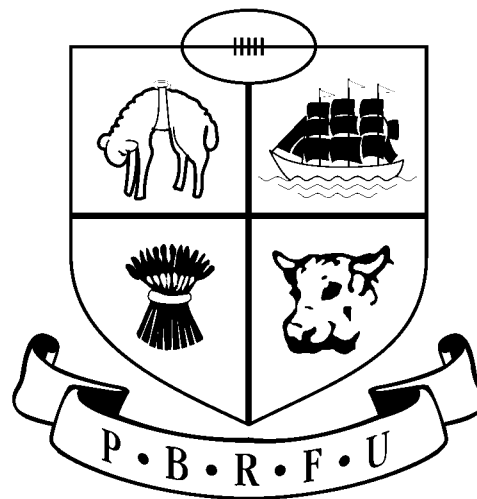


# Poverty Bay Rugby Football Union (Inc.) Constitution

Updated: MARCH 2019



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## **PART ONE – NAME**

- 1.1 The name of the Union is Poverty Bay Rugby Football Union (Inc.), referred to in this Constitution as “the Union”.

## **PART TWO – DEFINITIONS AND OPERATIVE DATE**

2.1 In this Constitution, unless the context otherwise requires:

“Act” means the Incorporated Societies Act 1908 including all amendments to it, and any act passed in substitution for it.

“Board” means the Board constituted under Part Six of this Constitution.

“Independent Board Member” means a person appointed as an officer of the Union in accordance with Rule 6.3.

“Chief Executive” means the Chief Executive Officer appointed by the Board under Rule 6.4(n).

“Club” means affiliated Rugby Football Club within the boundaries of the Union.

“Council of Clubs” means the Council constituted under Part Ten of this Constitution.

“JAB Committee” means the Junior Advisory Board Committee established under Part Twelve of this Constitution.

“Member” means a person who is registered as a member of a Club, or School.

“NZRU” means the New Zealand Rugby Union.

2.2 Operative Date

This Constitution shall be operative on and from 21<sup>st</sup> March 2019.

## PART THREE – OBJECTS

3.1 The object of the Union is: -

- (a) To promote education, health and wellbeing in the community through the sport of Rugby Union.

3.2 To give effect to the object, the Union shall: -

- (a) Foster and control the game of Rugby within the boundaries defined by the NZRU.
- (b) Uphold the rules of the game of Rugby as prescribed from time to time by the NZRU.
- (c) Purchase, take upon lease, hire or otherwise acquire and hold real and personal property, rights and privileges which the Union may think necessary or convenient to the attainment of any of the foregoing objects, or generally for the promoting, carrying on, and fostering the game of Rugby.
- (d) Construct, maintain, and alter any buildings, playing grounds, or works necessary or convenient to all or any of the objects aforesaid.
- (e) Conduct such social activities as the Board may from time to time determine or approve.
- (f) Use the funds of the Union for, and to do all such things as may be incidental or conducive to the foregoing objects or any one of them.
- (g) Participate in such national competitions organised by NZRU as the Board shall determine from time to time.

## **PART FOUR – BOUNDARIES OF THE UNION**

- 4.1 The boundaries of the Poverty Bay Rugby Football Union (PBRFU) shall be as defined by the NZRU.

## **PART FIVE – MEMBERSHIP**

### **5.1 General**

- (a) A person becomes a Member of the Union by being registered as a member of a Club or School.
- (b) A person ceases to be a Member:
  - (i) upon resignation of Club or School membership; or
  - (ii) upon removal from the roll of members of a Club or School which they belong in accordance with the rules of that Club or School; or
  - (iii) upon death of the Member.

### **5.2 Life Members**

- (a) An Annual General Meeting may on the recommendation of the Board elect any past or present member as a Life Member in recognition of special services to or on behalf of the Union.
- (b) Life Members have the status of membership and are entitled to speak at any motion at any general meeting of the Union but have no rights to vote.
- (c) Life Membership shall only be conferred for services rendered to or on behalf of the Union and not for any monetary consideration.

## PART SIX – THE BOARD

### 6.1 The Board

The Union shall be governed by the Board which shall have the entire superintendence, control and management of the Union subject only to the provisions of this Constitution and any amendments to it, and to any directions given at any general meeting of the Union.

### 6.2 Composition of the Board

- (a) The Board shall consist of:
  - (i) Four Independent Board Members appointed by the Board Selection Panel pursuant to Rule 6.3.
  - (ii) The Chairperson and Deputy Chairperson of the Council of Clubs.
  - (iii) The Chairperson of the JAB Committee.
- (b) No member of the Board may be a delegate on the Council of Clubs apart from the Chairperson and Deputy Chairperson of the Council of Clubs.
- (c) No member of the Board may be a delegate on the JAB Committee apart from the Chairperson of the JAB Committee.
- (d) A member of the Board may resign by giving notice in writing to the Board.
- (e) A member of the Board absent without leave for two consecutive meetings without authorisation will forfeit and vacate office and will be replaced in accordance with clause 6.2 (k).
- (f) The Board Selection Panel may appoint a person to fill a casual vacancy for a period during which a retiring or outgoing Board member would have held office, and for any period during which a Board member is absent with leave.
- (g) Where the numbers of the Board fall below four the remaining members may only act for the purpose of calling a general meeting.
- (h) The Independent Board Members will, subject to clause 6.2 (n) hold office for a period of three years. At each Annual General Meeting, those Independent Board Members who have completed their three-year term will retire from office. A member retiring pursuant to this sub-rule is eligible for re-appointment but will have a maximum of three consecutive terms on the Board.
- (i) The retiring members of The Board will hold office until the conclusion of the Annual General Meeting at which their respective successors are appointed, as the case may be, or their earlier resignation.



- (j) The Board Members elected by the Council of Clubs and JAB Committee will hold office until their term expires as Chairperson and Deputy Chairperson of the Council of Clubs or Chairperson of the JAB Committee.
- (k) Any vacancy in the Independent Board Members occurring between successive Annual General Meetings of PBRFU will be filled by an appointment of the Board Selection Panel and that Board Member will be deemed to have been in office since the appointment of the Board Member whom they have been appointed to replace.
- (l) The office of Board Member shall be vacated if the person holding that office:
  - (i) Dies;
  - (ii) Resigns by notice in writing to Chief Executive; or
  - (iii) Brings disrepute to the office, PBRFU or to the game of rugby; or
  - (iv) Is removed from office by a Resolution of the Board passed by four of the remaining six Board Members, excluding the Member under consideration, provided that such removal is confirmed by the Board Selection Panel which shall be re-convened for the purposes of considering the Resolution of the Board and appointing a replacement Independent Board Member if in its absolute discretion the Board Selection Panel thinks fit. All Board Members, excluding the Member under consideration, shall be present at a Meeting of the Board convened for that purpose.
- (m) Subject to Clause 12.3; at the completion of each Annual General Meeting the four Independent Board Members together with the Chairperson and Deputy Chairperson of the Council of Clubs and the Chairperson of the JAB Committee will meet to elect a Chairperson from the Independent Board Members and Deputy Chairperson of the Board. The meeting will be chaired by the President of the Union who does not have voting rights.
- (n) At the first appointment of the Independent Board Members under this constitution; one will be appointed for one year, two appointed for two years and one will be appointed for a three year term, as determined by the Board Selection Panel.

### 6.3 Board Selection Panel

- (a) No later than 21 days (3 weeks) before the Annual General Meeting the Chief Executive shall facilitate the establishment of the Board Selection Panel for the ensuing year. The Chief Executive shall also place advertisements in the appropriate media, seeking applications from interested candidates to be considered for the Independent Board Member positions.
- (b) The Board Selection Panel shall have the responsibility for the ensuing year to appoint the persons needed to fill the vacancies occurring in the Independent Board

Members.

- (c) The Board Selection Panel shall consist of:
  - (i) One person from NZRU Management or NZRU Board
  - (ii) One person from the local community nominated by the Board
  - (iii) One person from the local community nominated by the Council of Clubs
- (d) The Board Selection Panel shall regulate its own procedures and before appointing any new Independent Board Member may conduct such enquiries and interviews concerning the potential Independent Board Members as it sees fit. The Board Selection Panel shall have regard to the Skills and Competency Framework attached as Schedule "A" to this constitution in selecting the best persons for the available positions taking into account the need to have a balance of skills on the Board.
- (e) Subject to Clause 12.3, the new Independent Board Members shall be selected by the Board Selection Panel prior to the Annual General Meeting. At the Annual General Meeting the Chairperson of the Board Selection Panel (or the Chairperson's nominee) shall notify the Annual General Meeting of the names of persons appointed as Independent Board Members of the Board under the appropriate Agenda item at that Meeting. On such notification and announcement and in accordance with this Rule 6.3 (e) of the Constitution and Rules such persons shall be and are thereby appointed Independent Board Members and a Minute to that effect shall be recorded in the Minutes of the Annual General Meeting.
- (f) The Board Selection Panel may give guidance to the Board as to the appointment of the Chairperson of the Board, the term of Board Members and the operation of the Independent Board Member appointment process.

#### 6.4 Powers

The Board may exercise all or any of the powers, functions and discretions vested in the Union including but not by way of limitation:

- (a) To carry out the objects of the Union;
- (b) Having regard to the submissions of the Council of Clubs and JAB Committee, to establish and regularly review policies for all matters pertaining to rugby in Poverty Bay;
- (c) Establish and regularly review a long term strategic plan for the Union;
- (d) Control and administer the funds of the Union;
- (e) Borrow or raise funds by any legal means, sell, lease, mortgage, charge or otherwise dispose of any of the property of the Union, and grant rights and privileges there over in such manner as the Union may from time to time think necessary or proper;

- (f) Rent, lease, hire, purchase, acquire, sell, surrender or dispose of any interest in real or personal property;
- (g) Invest funds in any manner as the Board determines, and in the investment of funds the Board has all the powers of an ordinary person;
- (h) Receive and allocate money coming to the Union subject to and in accordance with any directions and conditions attached to it.
- (i) In terms of established policy:
  - (i) Make rules for the control and management of the affairs of the Union and in particular shall establish and regularly review rules for the protection of the amateur status of Rugby players; and
  - (ii) Establish committees, determine their powers and functions (including delegation of Board powers), and co-opt committee members as the Board determines.
- (j) Set and collect affiliation fees from Clubs.
- (k) Raise money by subscription and grant rights or privileges to subscribers.
- (l) Approves team selectors, coaches and management personnel of all representative teams and make recommendations for the election of past or present members as Life Members.
  - (n) Engage, control and dismiss the Chief Executive and other paid employees.
- (o) Suspend or expel upon advice from the Council of Clubs any member Club that shall willfully break the rules of the Union or the playing laws of the game of Rugby.
- (p) Enquire into any matter which may be reported in writing to it by any member of the Board, appointed Committee, interest group, Club, referee or other official within 14 days of the incident concerned where such incident is likely to bring discredit on the game of Rugby or the Union or the Board, and take such disciplinary action in relation to such incident as it thinks fit.
  - (q) Organise and control games played by all Poverty Bay representative teams.
- (r) Elect a delegate or delegates to represent the Union at the Annual General Meeting and other meetings called by the New Zealand Rugby Union.
- (s) Suspend so long as is considered necessary or fine or expel or otherwise penalise, any member of an Affiliated Club or Association who may be guilty of offensive behaviour or conduct prejudicial to the interests of the Union, or of any improper, unfair or unsportsmanlike conduct including acting in contravention of the foul play laws of the games, or of breaking any of the Rules of the Union.

- (t) Make decisions on any matters concerning Rugby which are not, or which in the opinion of the Board, are not provided for by this Constitution or by the Rules of the NZRU.
- (u) Foster and oversee women's rugby in the Poverty Bay.
- (v) The Board will establish an Audit and Risk Sub-Committee to which it can co-opt external expertise.

#### 6.5 Meetings of the Board

- (a) The Board will meet a minimum of six times a year.
- (b) In the absence of the Chairperson the Deputy Chairperson shall chair the meeting.
- (c) Four voting members of the Board will form a quorum for a meeting of the Board.
- (d) A Special Meeting of the Board may be called at any time on the direction of the Chairperson or any three members of the Board.
- (e) The Chief Executive will attend all meetings of the Board unless the Board decides that the Chief Executive is to retire from the meeting.
- (f) Minutes shall be recorded of all meetings of the Board. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes, if signed by the Chairperson of a meeting or by the Chairperson of the next meeting, shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Members.
- (g) At a Board meeting each Board Member is entitled to one vote. The Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes.
- (h) The first Board meeting shall be held within four weeks after this Constitution has been adopted.

## PART SEVEN – OFFICERS

### 7.1 The officers of the Union are: -

- (a) The President who is entitled to attend and participate in Board meetings but is not entitled to vote and is not a member of the Board.
- (b) Board Members who have voting rights.
- (c) The Chief Executive but is not entitled to vote.
- (d) Vice-President.
- (e) The Auditor.
- (f) The Solicitor.

### 7.2 Eligibility to Hold Office

- (a) Employees of the Union are not eligible for election or appointment to the Board.

### 7.3 Appointment and Election of Officers

- (a) The President, the Vice-President and the Auditor will be appointed at Annual General Meetings. The President and Vice-President may hold office for up to two years.
- (b) Candidates for election as President and Vice-President must be nominated and seconded in writing by a Member, with the full name and address of the nominee, and the signature of the nominee. The nominations must be received at the Registered Office of the Union not less than 40 days prior to the Annual General Meeting.
- (c) Candidates for Independent Board Members must apply in accordance with the procedures set out by the Board Selection Panel.
- (d) The Council of Clubs Members on the Board will be the Chairperson and Deputy Chairperson of the Council of Clubs.
- (e) The JAB Committee Member on the Board will be the Chairperson of the JAB Committee.
- (f) The Chief Executive will be appointed and employed by the Board.
- (g) The Solicitor will be appointed by the Board.

- (h) No employee of the Union may nominate or second any person for election as an officer of the Union.

#### 7.4 Indemnity

Officers of the Union shall be indemnified by the Union against all losses and expenses incurred by them in carrying out their duties except when due to their willful neglect.

#### 7.5 Ballots

Where there are more nominees for any position than the number of vacancies available a secret ballot shall be conducted. A successful candidate must secure more than 50 per cent of the valid votes cast in the ballot. In the case where no candidate achieves that level of votes the lowest polling candidate shall drop off and a further ballot shall be conducted.

## **PART EIGHT – COMMON SEAL, FUNDS AND PROPERTY**

### **8.1 Common Seal**

The Poverty Bay Rugby Football Union (Inc.) shall have a Common Seal, which shall be kept in the custody and the control of the Chief Executive for the time being. The Common Seal may only be used with the authority of the Board or a Committee acting under authority delegated to it by the Board. Every document to which the Common Seal is fixed must be executed with the following attestation clause pursuant to a resolution of the Board. “The Common Seal of the Poverty Bay Rugby Football Union (Inc.) was hereto affixed by the Chief Executive in the presence of the Chairman and one member of the Board in accordance with a minute recorded on dd/mm/yy”. A register of every document to which the Common Seal is fixed shall be maintained, tabled at each meeting of the Board and be made available for inspection by any Member upon request.

### **8.2 Funds and Property**

The funds and property of the Union shall be administered by the Board in accordance with this Constitution.

- (a) All money received is to be paid to the credit of the Union at such bank as the Board appoints.
- (b) Payments and other negotiable instruments are to be signed or approved in such manner as the Board directs.
- (c) The financial year of the Union shall end on the 31<sup>st</sup> day of December.
- (d) The books and accounts of the Union are to be audited annually by the Auditor.



## **PART NINE – GENERAL MEETINGS**

### **9.1 Annual General Meetings**

- (a) The Annual General Meeting will be held at a time and place determined by the Board from time to time but in no case shall more than 15 months elapse between each Annual General Meeting.
- (b) At each Annual General Meeting the following business shall be transacted:
  - (i) consideration of the Annual Report;
  - (ii) consideration of the Statement of Accounts of the Union and the Auditor's Report;
  - (iii) appointment of officers;
  - (iv) consideration of any remit submitted by any Club and in respect of which proper notice has been given;
  - (v) consideration of any remit submitted by the Board;
  - (vi) remuneration (if any) of Members of the Board.
- (c) The Board shall give 40 clear days' notice in writing advising Clubs of the date and place of the meeting.
- (d) Clubs are to deliver remits in writing to the Union no later than 21 days prior to the Annual General Meeting. The Board shall give notice of remits to all Clubs 15 days prior to the Annual General Meeting.

### **9.2 Special General Meetings**

- (a) A Special General Meeting may be called at any time by the Board, or on the written request of not less than three Clubs. When making a written request the request must state the object of the proposed meeting.
- (b) The Board shall give not less than 15 clear days and not more than 30 clear days' notice of a Special General Meeting to each Club. The notice must specify the date and place of the Special General Meeting and the subject matter intended to be submitted to the meeting.

### **9.3 Voting Delegates**

- (a) Each Club shall appoint one voting delegate to represent the Club.

- (b) The TAKMaC shall appoint one voting delegate to represent that committee.
- (c) The PBRRA shall appoint one voting delegate to represent the Referees association.
- (d) Voting Club delegates must be members. The TAKMaC and PBRRA voting delegate must be members of the Committee they represent. Each Club appointing voting delegates is to give notice in writing to the Union of the names of the voting delegates prior to each meeting.
- (e) Any Member, although not a voting delegate, may attend an Annual General or Special Meeting but is not entitled to vote.
- (f) Any voting delegate of a Club or body, unable to attend any meeting may appoint an alternative voting delegate who must also be a member of the Committee they represent.
- (g) No person may be appointed a voting delegate for more than one Club, Association or Committee.

#### 9.4 Conduct of Meetings

- (a) The President of the Union will chair all Annual General and Special Meetings of the Union. In the absence of the President of the Union, the Vice-President will chair the general meeting of the Union.
- (b) Seven voting delegates present in person will form a quorum.
- (c) The Chairperson shall have a deliberative vote and may exercise a casting vote if there is an equality of votes.
- (d) All resolutions at any General Meeting except those pertaining to rule changes shall be carried by a majority of the votes of the voting delegates present in person. Voting is to be by a show of hands, unless a voting delegate demands a ballot.
- (e) In the event that a quorum is not present within 30 minutes of the time set down for the commencement of the meeting then the meeting, if it has been called pursuant to Rule 9.2, will lapse. In the case of an Annual General Meeting the meeting will be adjourned until the same time on a date two weeks later and if a quorum is not present then, those voting delegates present in person will form a quorum and may deal with the business for which the meeting was originally called but no other business may be considered.

## PART TEN – COUNCIL OF CLUBS

### 10.1 Composition of the Council of Clubs

- (a) The Council of Clubs consists of:
  - (i) One representative Appointed by each Club playing in PBRFU senior competitions (who shall be a member of that Club);
  - (ii) The Deputy Chairperson of the Junior Advisory Board Committee;
  - (iii) One representative appointed by the Maori Advisory Council (TAKMAC);
  - (iv) One representative appointed by the Referees' Association (PBRRA).
- (b) All members of the Council of Clubs shall hold office for a term of one year and at the expiration of such term shall be eligible for re-election by their club or organisation.
- (c) If any member of the Council of Clubs dies or resigns office or ceases to be a member of the club or organisation which that member represents the club or the organisation may immediately nominate a substitute representative who shall be deemed to be a member of the Council of Clubs.

### 10.2 Responsibilities

- (a) To make submissions to the Board on the establishment and review of policies for all matters pertaining to rugby in the Poverty Bay.
- (b) To control Club Rugby competitions in Poverty Bay including setting rules to govern the club rugby competitions, making draws and allocating grounds in accordance with Board directions.
- (c) To elect from among its members a Chairperson and a Deputy Chairperson who shall be Board Members.

### 10.3 Meetings

- (a) The Council of Clubs will meet a minimum of four times a year.
- (b) At the first meeting of the Council of Clubs following the PBRFU Annual General Meeting, the Council members will elect the Chairperson and a Deputy Chairperson of the Council of Clubs. The meeting will be chaired by the Chief Executive who does not have voting rights.
- (c) Meetings of the Council of Clubs shall be chaired by the Deputy Chairperson in the absence of the Chairperson.

- (d) Seven voting members of the Council of Clubs will form a quorum for a meeting of the Council of Clubs.
- (e) A special meeting of the Council of Clubs may be called at any time on the direction of the Chairperson or any six members of the Council of Clubs.
- (f) The Chief Executive or his nominee will attend all meetings of the Council of Clubs and is not entitled to vote.
- (g) Minutes shall be recorded of all meetings of the Council of Clubs. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes, if signed by the Chairperson of a meeting or by the Chairperson of the next meeting, shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be provided to the Board and shall be open to inspection by all Members.
- (h) At a meeting of the Council of Clubs each Member is entitled to one vote. The Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes.

#### 10.4 Competitions

- (a) All club matches shall be played under the control of the Council of Clubs, and all entries shall be subject to its approval.
- (b) The Council of Clubs shall establish any number of grades of competition as may from time to time be deemed necessary.
- (c) The rules for Club rugby competitions shall be set by the Council of Clubs.
- (d) In setting local competition rules the Council of Clubs shall give consideration to the impact on, and the purpose of, any existing rules passed by the Council of Clubs and any relevant rules or regulations passed by the NZRU and/or World Rugby.
- (e) Any rules set cannot breach the World Rugby Laws of the Game.

#### 10.5 Club Colours

Each Club shall register its colours and pattern with the Union and the exclusive right to play in such shall be decided by priority of registration. Club colours and patterns registered with the Union at the date of adoption of this Constitution shall not be required to be re-registered.

## **PART ELEVEN – JUNIOR ADVISORY BOARD (JAB) COMMITTEE**

### 11.1 Composition of the Junior Advisory Board Committee

- (a) The JAB Committee shall consist of one representative of each Club in the Poverty Bay region and any schools who are eligible to enter teams in the JAB competition.
- (b) All members of the JAB Committee shall hold office for a term of one year and at the expiration of such term shall be eligible for re-election by their club.
- (c) If any member of the JAB Committee dies or resigns office or ceases to be a member of the club or organisation which that member represents the club or the organisation may immediately nominate a substitute representative who shall be deemed to be a member of the JAB Committee.

### 11.2 Responsibilities

- (a) To make submissions to the Board on the establishment and review of policies for all matters pertaining to junior rugby in Poverty Bay.
- (b) To control the JAB rugby competitions in Poverty Bay in accordance with Board directions.
- (c) To elect from among its members a Chairperson who shall be a Board Member and a Deputy Chairperson who shall be a Council of Clubs Member.

### 11.3 Meetings

- (a) The JAB Committee will meet a minimum of four times a year.
- (b) At the first meeting of the JAB Committee following the PBRFU Annual General Meeting, the Committee members will elect the Chairperson and a Deputy Chairperson of the JAB Committee. The meeting will be chaired by the Chief Executive who does not have voting rights.
- (c) Meetings of the JAB Committee shall be chaired by the Deputy Chairperson in the absence of the Chairperson.
- (d) Seven voting members of the JAB Committee will form a quorum for a meeting of the JAB committee.
- (e) A special meeting of the JAB Committee may be called at any time on the direction of the Chairperson or any five members of the JAB Committee.
- (f) The Chief Executive or his nominee shall attend all meetings of the JAB Committee

and is not entitled to vote.

- (g) Minutes shall be recorded of all meetings of the JAB Committee. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes, if signed by the Chairperson of a meeting or by the Chairperson of the next meeting, shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be provided to the Board and shall be open to inspection by all members.
- (h) At a meeting of the JAB Committee each member is entitled to one vote. The Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes.

#### 11.4 JAB Competitions

- (a) All JAB matches shall be played under the control of the JAB Committee, and all entries shall be subject to its approval.
- (b) The JAB Committee shall establish any number of grades of competition as may from time to time be deemed necessary.
- (c) The rules for JAB rugby competitions shall be set by the JAB Committee.
- (d) In setting local competition rules the JAB Committee shall give consideration to the impact on, and the purpose of, any existing rules passed by the JAB Committee and any relevant rules or regulations passed by the NZRU and/or World Rugby.
- (e) Any rules set cannot breach the World Rugby Laws of the Game.

#### 11.5 Club or School Colours

Each Club or school shall register its colours and pattern with the Union and the exclusive right to play in such colours and pattern shall be decided by priority of registration. Club or school colours and patterns registered with the Union at the date of adoption of this Constitution shall not be required to be re-registered.

## **PART TWELVE – RULE CHANGES, WINDING UP AND TRANSITION**

### 12.1 Rule Changes

Subject to the provisions of the Act, the Rules of the Union may be amended in whole or in part by resolution carried by a two-thirds majority of the votes of the voting delegates present, in person or by alternative voting delegate as in rule 9.3(e), at any Annual or Special General Meeting of the Union of which the required notice has been given.

### 12.2 Winding Up

- (a) The Union may be put into liquidation or dissolved in any of the ways provided for in the Act.
- (b) In the event of liquidation or dissolution of the Union the Board shall call a Special General Meeting of the Union to resolve how the surplus assets are to be disposed of, after payments of all debts and liabilities and all legal claims against the Union have been satisfied. The surplus assets shall be transferred to some other charitable organisation or body having objects similar to the Union, or some other charitable organisation or purpose. A resolution under this Rule as to the disposal of surplus assets must be passed by a majority of two-thirds of the voting delegates present in person. Notice of such resolution shall be sent to the Registrar of Incorporated Societies and the Charities Commission.
- (c) If a resolution is not passed in accordance with the preceding Rule the surplus assets shall be applied as directed by a judge of the High Court of New Zealand and the provisions of Section 27 of the Act shall apply.
- (d) No member shall receive any surplus assets of the Union upon winding up.

### 12.3 Transition

- (a) If any part of this Clause 12.3 is inconsistent with any other clause in this constitution, then Clause 12.3 prevails to the extent of the inconsistency over the other clause.
- (b) All members of the Management Committee in place immediately prior to the adoption of this constitution will continue in office and exercise such powers and authorities as if they were deemed to be members of the Board under this constitution until midnight on the day prior to the date of appointment or election of the Independent Board Members and the other members of the Board pursuant to this constitution, at which point they will be deemed to have resigned with effect from midnight on that date.
- (c) At the completion of 12.3(b), the four Independent Board Members together with the Chairperson and Deputy Chairperson of the Council of Clubs and the Chairperson of the JAB Committee will meet to elect a Chairperson and Deputy Chairperson of the

Board. The meeting will be chaired by the President of the Union who does not have voting rights.

- (d) PBRFU Life Members on the date of adoption of this constitution shall continue as PBRFU Life Members under this constitution.



## PART THIRTEEN– MISCELLANEOUS

### 13.1 Colours

The playing colours of the Union shall be decided by the Board.

### 13.2 Application to Join Union

- (a) Application to join the Union must, if made on behalf of an incorporated body, be made in writing by the President/Chairman and Secretary of such body, and if made by the members of an unincorporated body, must be made in writing signed by all executive members of such body, and if made by an individual must be made in writing signed by that individual.
- (b) Clubs joining the Union must be proposed by one and seconded by another of the Clubs, at the Annual General Meeting or any Special General Meeting called for such purpose. Election shall be by ballot, with a majority of the eligible votes cast required for election. For the purposes of this clause all Clubs, once Appointed to the Union, shall be liable for a once only affiliation fee, the amount to be determined by the Board from time to time.

### 13.3 Matters Not Provided For

If any matter shall arise which is not, or which in the opinion of the Board is not provided for under these Rules, the same shall be determined by the Board in such manner as it shall deem fit, and every such determination shall be binding upon the Union and its members unless and until set aside by resolution of a General Meeting.

### 13.4 Private Pecuniary Profit

- (a) Any income, benefit or advantage shall be applied to the objects of the Union.
- (b) No member of the Union or any person associated with a member shall participate in or materially influence any decision made by the Union in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- (c) Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- (d) The provisions and effect of this Rule 13.4 shall not be removed from these Rules and shall be included and implied into any Rules replacing these Rules.

## **SCHEDULE A: SKILLS AND COMPETENCIES FRAMEWORK FOR PBRFU INDEPENDENT BOARD MEMBERS**

### **1. General**

All applicants for Independent Board Member positions on the PBRFU Board will be assessed against the skills and competencies in this framework.

Each prospective Board member must be able to demonstrate that they have the passion to advance the interests of Poverty Bay Rugby, and the knowledge to be able to do so.

### **2. Required Skills and Experiences – Individual**

Every PBRFU Independent Board Member should have all of the following skills and experiences:

#### **a. Strategic thinking**

- i. **Contribution:** Ability to participate in strategic thinking and review and to help develop key ideas that enables the PBRFU to advance the interests of rugby in the Poverty Bay region.
- ii. **Critical Appraisal:** An understanding of the key performance indicators of the PBRFU and its chief executive officer and of the Board itself.
- iii. **Perspective or Vision:** The ability to see the wider picture and future opportunities and risks, and the possible implications and impact of these.
- iv. **Internal Awareness:** The ability to see overall strengths and weaknesses of the PBRFU and the impact of the Board's decisions and other influences upon stakeholders.
- v. **External Organisational Awareness:** An understanding of the position of the PBRFU in its market in relation to its competitors and the current opportunities and threats.
- vi. **Compatibility and Prioritisation:** The ability to ensure that strategies, budgets and business plans are compatible with the PBRFU's vision and mission and, in monitoring performance, to identify and focus on those issues that are of significance to the PBRFU.
- vii. **Change Awareness:** The ability to be alert and responsive to the need for change, to encourage new initiatives and to implement new policies, structures and practices to meet that need for change.

#### **b. Governance skills and experience**

- i. Knows the difference between Governance and Management issues: Able to distinguish between Board and executive management issues and not get directly involved in management matters.
- ii. Conflicts of interest: The acumen to identify and declare conflicts of interest on any issue coming before the Board.
- iii. Requirements: Understands legal, fiduciary and ethical requirements of Directors.
- iv. Has an outcome focus: Is focused on results.
- v. Strong stewardship orientation: Understands the importance of growing member value and the role of a Board member to care for and grow the assets of the PBRFU.

c. Business acumen

- i. Broad business experience: Has proven experience in managing a business at a senior level.
- ii. Informed Business Judgement: The ability and intelligence to make sensible, astute, business decisions and recommendations based on reasonable assumptions and factual information, including the ability to deal with uncertainty, risk, incomplete information and complexity, both in the present and reaching out several years.
- iii. Astute: Able to make sensible, astute, business decisions and recommendations based on reasonable assumptions and facts.
- iv. Basic Financial Literacy: The ability to interpret financial statements and statistical information such as balance sheets, profit and loss accounts and cash flow statements.
- v. Critical Faculty: The ability to probe the facts, challenge assumptions, identifies the advantages or drawbacks of proposals, provide counter-arguments and ensure discussions are penetrating and constructive.
- vi. Information-oriented: The confidence to ask for information on matters of significance and relevance and ensure it is available to enable informed judgments/assessments to be made.
- vii. Building performance: Knowledge and experience of how to build organisational performance.
- viii. Risk management: Knowledge and experience of risk management.
- ix. Strong fan focus: Is committed to the PBRFU being an organisation that provides services that are useful and relevant for its existing and potential rugby fans, that aims to find out what is important to rugby fans and tries to

meet and, where possible, exceed their expectations.

d. Personal character and skills

- i. Commitment: The energy, commitment, motivation and the time to properly meet the Board's requirements and discharge its responsibilities.
- ii. Verbal skills: Able to articulate opinions, rationales and points clearly, logically and concisely with courtesy, respect and a sense of humour.
- iii. A team player: Can work harmoniously within the group, to recognise and value contributions from others, to be diplomatic, supportive and accept majority Board decisions.
- iv. Honesty and integrity: Must be able to demonstrate honesty and integrity at all times without compromise of moral principle, and show a willingness to act on and remain accountable for Board decisions.
- v. Interpersonal and communication skills: Must have good interpersonal skills, including the ability to interact and communicate with people from a wide variety of backgrounds.
- vi. Analytical: Analytical, critical reasoning and problem solving skills.
- vii. Stakeholder empathy: Ability to understand and relate to stakeholders.
- viii. Decision making: Must demonstrate good judgement, common sense and independence of thought, allowing for a wide perspective on issues.

3. Required Skills and Experiences - Board

Ideally, at least one Independent Board Member will have this skill or experience

- a. Marketing and Revenue Generation: Has marketing skills and relevant experience in generating revenue through sponsorship and grant funding.
- b. Finance and Business Acumen: Has financial skills and relevant experience critical to the performance of the PBRFU
- c. Human Resources and Legal: Has human resources, organisational development and legal knowledge, especially in the HR field.
- d. Sports Governance: Has the capability and knowledge to direct the organisation on the best practice processes and procedures for a modern sporting body.

4. Requirement for Independent Board Member

Prospective Independent Board members must be able to demonstrate that they can

think and act independently. This means, for example, that they must be able to demonstrate that, following appointment, they would have no direct or indirect interest or relationship that could reasonably influence, in a material way, their decisions as a member of the PBRFU Board.