

NEW ZEALAND RUGBY UNION

INCORPORATED

CONSTITUTION





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1. **NAME**

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

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

2. **OBJECTS AND POWERS**

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

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

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

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

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

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

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

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

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

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

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

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

3. MEMBERSHIP

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

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

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



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

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

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

the Member shall be liable to:

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

4. **LIFE MEMBERS**

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

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

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

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

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

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

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

5. MEETINGS OF MEMBERS

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

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

- (a) receive the Board's report and statement of accounts for the past year;
- (b) fill vacancies for the ensuing year for Patron, and Officer(s), as the case may be;
- (c) vote to ratify appointments to fill Board Member vacancies for the ensuing year;
- (d) appoint an auditor;
- (e) consider the Appointments and Remuneration Panel's recommendation as to the maximum annual amount of remuneration for the Board Members and Officers;
- (f) elect the Appeal Council;
- (g) consider any nominations to be appointed as a Life Member that are submitted by the Board to the Annual General Meeting;
- (h) approve the maximum amount of the deposit that can be determined by the Chief Executive Officer for the purposes of clause 20.1; and
- (i) consider any other business of which not less than six weeks prior written notice has been given to the Chief Executive Officer by a Member or the Board.

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

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

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

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

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

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

6. VOTES OF MEMBERS

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

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

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

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

7. PATRON AND OFFICERS

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

- 7.2 **Officers:** The Officers are elected at the Annual General Meeting in accordance with this Constitution.
- 7.3 **Nominations for Officers:** Nominations for election as an Officer:
- (a) must be for natural persons and may only be made by Affiliated Unions;
 - (b) in respect of the Vice President, may only be received from Affiliated Unions within the Zone from which nominations are to be taken for that appointment. For the specific purpose of the nomination for the Vice President, New Zealand is divided into three geographical zones: North Zone, Central Zone and South Zone as set out in Schedule 3, with each Affiliated Union to belong to one zone only. The right to make nominations for the Vice President must rotate around the three Zones in the following order: Central Zone, South Zone, North Zone, commencing with the Central Zone; and this rotation sequence will be repeated for all subsequent periods when nominations for the office of Vice President are required;
 - (c) must be received by the Chief Executive Officer not less than six weeks before the date of the Annual General Meeting; and
 - (d) must be circulated to Members not less than two weeks before the date of the Annual General Meeting.
- 7.4 **Term of Appointment of Patron and Officers:** Subject to clause 7.5, the Patron and the Officers hold office for the following terms:
- (a) the Patron holds office for a term of three years;
 - (b) the President holds office for a term of two years; and
 - (c) the Vice President holds office for a term of two years.
- 7.5 **Extension of Terms:**
- (a) Bill Osborne, who was elected President in 2019, will be entitled to hold office in that position for a term of three years; and
 - (b) Max Spence, who was elected Vice President in 2019, will be entitled to hold office in that position for a term of three years.
- 7.6 **Officers' Rights:** Officers are entitled to attend, and participate in, Board Meetings. Officers are not entitled to vote at any Board Meeting and do not constitute Board Members.
- 7.7 **Eligibility:** Neither the President nor the Vice President will be eligible for re-election to his or her position after the expiry or termination of his or her appointment to that position. A member of the Board is ineligible for election as President or Vice President until the expiry of not less than five years since that person ceased to be a Board Member.

8. BOARD MEMBERS

8.1 **Number of Board Members:** Subject to the transitional provisions in clause 8.2, the Board shall consist of not more than nine Board Members appointed in accordance with this Constitution.

8.2 Transitional Board provisions:

- (a) The existing Board Members whose terms are expiring at the 2024 Annual General Meeting (Dame Farah Palmer, Ajit Balasingham and Mark Hutton) will retire by rotation, and will be eligible to apply for appointment in accordance with Schedule 6, except that their current terms will be extended until their reappointment is ratified or, in the event they are not reappointed or their reappointment is not ratified, until the date on which the ratification of the Board Members who replace them becomes effective in accordance with clause 1(c) of Schedule 12 ("the Effective Date").
- (b) Notwithstanding clause 12 of Schedule 6, the nine (9) Board Members appointed in the first round of appointments following the 2024 Annual General Meeting are appointed for the following terms:
 - (i) Three Board Members will be appointed for terms commencing on the date that his or her appointment is ratified in accordance with clause 10 of Schedule 6 and that ratification becomes effective under clause 1(c) of Schedule 12, and ending at the conclusion of the Annual General Meeting held in 2026;
 - (ii) Three Board Members will be appointed for terms commencing on the date that his or her appointment is ratified in accordance with clause 10 of Schedule 6 and that ratification becomes effective under clause 1(c) of Schedule 12, and ending at the conclusion of the Annual General Meeting held in 2027; and
 - (iii) Three Board Members will be appointed for terms commencing on the date that his or her appointment is ratified in accordance with clause 10 of Schedule 6 and that ratification becomes effective under clause 1(c) of Schedule 12, and ending at the conclusion of the Annual General Meeting held in 2028.

Subject to clause 8.2(d), the Appointments and Remuneration Panel will determine which Board Members will be appointed for the terms set out in clauses 8.2(b)(i) to (iii).

- (c) The existing Board Members whose terms are not expiring at the 2024 Annual General Meeting: Dame Patsy Reddy, Rowena Davenport, Catherine Savage, Wayne Young, Stuart Mather, and Bailey Mackey (each an Existing Board Member), will retire effective from the date that the vote to ratify appointment of Board Members in 2024 is completed and that ratification becomes effective under clause 1(c) of Schedule 12, but will be eligible to apply for reappointment in accordance with Schedule 6.
- (d) If an Existing Board member is reappointed, the following will apply:
 - (i) Dame Patsy Reddy, Rowena Davenport and Wayne Young will serve until the conclusion of the Annual General Meeting held in 2026;

- (ii) Catherine Savage, Stuart Mather and Bailey Mackey will serve until the conclusion of the Annual General Meeting held in 2027:
- (iii) Existing Board Members who are reappointed will be eligible for reappointment again (subject to clause 18(b) of Schedule 6), but on the basis that the period from their appointment prior to 2024 until the conclusion of the relevant Annual General Meeting referred to in this subclause will be considered one term for the purposes of calculating three consecutive terms.

8.3 **Application of Candidates:** Candidates for appointment to the Board will apply for the position and are appointed in accordance with the process set out in Schedule 6.

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

8.5 **Requirements for the Board:** At all times:

- (a) at least one Board Member will have:
 - (i) whakapapa Māori;
 - (ii) Knowledge, understanding and lived experience of Te Ao Māori in a complex organisational context; and
 - (iii) A desire to advance Te Ao Māori in rugby acknowledging the strong connection of tangata whenua to rugby; andthe Appointments and Remuneration Panel will, in carrying out its role, consult with the New Zealand Māori Rugby Board in this regard;
- (b) at least one Board Member must identify and have lived experience as Pasifika with ancestral and authentic cultural connections and an ability to apply a Pasifika world view in a complex organisational context;
- (c) the Board will comply with its gender diversity targets;
- (d) the Board must collectively have sufficient rugby knowledge and expertise relating to rugby at all levels of the game in New Zealand, including specific knowledge relating to the governance of community/provincial rugby. In order to satisfy this criterion, as it relates to community and provincial rugby, the Board must include at least three (3) members who have served on the board of a New Zealand Provincial Rugby Union or who have held an Executive Management Position in a New Zealand Provincial Rugby Union, and
- (e) the requirements set out in subclauses 8.5(a) to (d) will be included in the Board Skills and Competencies Framework described at clause 8 of Schedule 9.

9. CESSATION OF BOARD MEMBERSHIP

9.1 **Rotation of Board Members:** Each Board Member will retire at the end of the term of that Board Member's appointment, which, subject to the transition provisions in clause 8.2, shall be from their appointment until the end of the third Annual General Meeting following their appointment, with the effect that three Board Members will retire at the end of each Annual General Meeting.

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

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

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

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

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

10. **POWERS AND DUTIES OF BOARD**

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

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

- (a) exercise any of the powers of the NZRU other than those required to be exercised by the Members at a General Meeting or by a postal vote;
- (b) to delegate any of its powers to such person or persons as the Board may determine from time to time;

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

10.3 **Board to Interpret:** If any difference of opinion arises as to the meaning of any provision of this Constitution, the Regulations, or, subject to any domestic safety law variations adopted by the NZRU, the Laws of the Game or the by-laws, regulations or resolutions of World Rugby, it will be determined by the Board (subject to any decision by the Appeal Council under clause 14), except if the difference of opinion arises at a General Meeting, in which case it will be determined by the chairperson of that meeting.

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

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

12. APPOINTMENTS AND REMUNERATION PANEL

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

- (a) appointing the Board Members; and
- (b) recommending the maximum annual amount of remuneration for Board Members and Officers for consideration by the Annual General Meeting for the purposes of clause 11.2.

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

13. NEW ZEALAND MĀORI RUGBY BOARD

13.1 NZRU acknowledges:

- (a) the status of Māori as tangata whenua in New Zealand and Te Tiriti o Waitangi as the founding document of Aotearoa New Zealand;
- (b) the special and important place that the New Zealand Māori Rugby Board Incorporated has, as the representative entity of Māori, amongst the stakeholders of rugby in New Zealand;
- (c) that the New Zealand Māori Rugby Board Incorporated has been established to provide effective leadership and governance that ensures rugby is mana-enhancing for Māori and rugby is a place where tikanga is respected;
- (d) the objects of the New Zealand Māori Rugby Board Incorporated, which are currently to:
 - (i) Work in partnership with NZRU and Affiliated Unions to promote and develop Rugby pathways amongst Māori whether playing, coaching, refereeing, administration or governance;
 - (ii) Monitor the effectiveness of the Regional Māori Rugby Boards
 - (iii) Establish appropriate arrangements for not only annual tournaments between Māori Rugby teams from each of the Regions but also other rugby-related events involving Māori teams or players from the Regions;
 - (iv) Seek funding and sponsorship for Māori Rugby and distribute funds to Members, participants in Māori Rugby and others for the benefit of Māori Rugby;
 - (v) Advocate on behalf of Māori Rugby to the NZRU and other appropriate bodies regarding strategic issues relating to Māori Rugby.

14. APPEAL COUNCIL

14.1 **Right of Appeal:** An Affiliated Body has the right to appeal to the Appeal Council in respect of any decision of the Board on all matters coming within its power or referred to it (other than matters decided under clause 7 of Schedule 5, clause 10.2(g) or clause 10.2(i)) and from the decision of any body which exercises the delegated authority or powers of the Board. The decision of the Appeal Council on any matter referred to it is final. An appeal application, accompanied by the deposit determined under clause 20.1, must be sent to the Chief Executive Officer.

14.2 **Role of Appeal Council:** The role of the Appeal Council is to hear any appeal referred to it within the terms of reference set out in Schedule 10.

14.3 **Proceedings:** The procedures relating to the appointment, composition and proceedings of the Appeal Council are set out in Schedule 10.

15. EXECUTION OF INSTRUMENTS

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

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

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

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

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

16. ACCOUNTS

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

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

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



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

17. NOTICES

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

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

- (a) if personally delivered, when received;
- (b) if sent by post, three days after it was sent;
- (c) if sent by facsimile, on receipt by the sender of a transmission report indicating that the facsimile was sent in its entirety to the recipient's facsimile number; and
- (d) if sent by email, on the day it is sent, provided that no error message was received by the information system used by the sender,

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

18. LIQUIDATION

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

19. ADJUDICATION

19.1 **Final Decision by Union:** All Members must recognise the NZRU as having the final right to determine all disputes in relation to rugby whether by way of appeal or otherwise.

19.2 **Misconduct:** Subject to clause 19.3, in the event of an allegation of off-field misconduct by a club, team, player or match official, the procedure set out in Schedule 11 will apply.

19.3 **Players Contracted to the NZRU:** In the event of an allegation of off-field misconduct by any player or match official employed by the NZRU or any company owned wholly or in part by the NZRU, or any related entity of the NZRU, such allegation of misconduct will be investigated and handled in accordance with the terms of that player's or match official's employment contract.

20. APPEAL DEPOSIT

20.1 **Appeal Deposit:** The Chief Executive Officer has the discretion to determine the amount of the deposit (if any) payable under clause 3 of Schedule 11 or clause 14.1. The amount will not exceed the maximum amount approved by an Ordinary Resolution at the most recent Annual General Meeting.

20.2 **Forfeiture of Appeal Deposit:** The Appeal Council, in the case of an appeal under clause 14.1, or the Board (or any committee of the NZRU established by the Board), in the case of an appeal under clause 3 of Schedule 10, may decide that part or all of the deposit is to be forfeited if the appeal is deemed to be frivolous, vexatious or otherwise without merit or is held to be dismissed (in whole or in part), and may further decide that the deposit is to be set-off against an award of costs made under clause 14 of Schedule 10 in favour of any other party to the appeal (including the NZRU) and be paid to that other party accordingly.

21. REGULATION OF RUGBY

21.1 **Uniform:** The representative uniform for the national senior men's team of the NZRU shall be a black jersey with a silver fern and the words "All Blacks" on the breast, black shorts, black stockings with three white hoops and may include headbands and wristbands of a colour approved by the NZRU. Subject to the rules of World Rugby, logos may be added to the jersey, the shorts, stockings, headbands and wristbands.

21.2 **Colours:** The Chief Executive Officer will:

- (a) keep a register of the approved colours of each Affiliated Union;
- (b) approve the colours to be worn by the representative team of each Affiliated Union. The Chief Executive Officer cannot approve colours for the representative team of an Affiliated Union which are in the same combination as the current colours registered on the register for any other Affiliated Union; and
- (c) give an Affiliated Union alternative colours for a particular match if the approved and registered colours for that Affiliated Union for that match are in the opinion of the Chief Executive Officer confusingly similar to the colours of the other team playing in that match.

21.3 **Non-Competitive Matches:** No Affiliated Union may arrange or give approval for a non-competitive match to be played if any player resident outside its territory is to be invited to play in the match, unless the written consent of the Board has been obtained. For the purposes of this clause 21.3, a "non-competitive" match is a match that is neither an ordinary club competition match, an inter-Affiliated Union representative fixture or a NZRU fixture.

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

22. ALTERATIONS

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

23. INTERPRETATION

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

Act means the Incorporated Societies Act 1908;

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

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

Annual General Meeting means an annual general meeting of the Members convened in accordance with this Constitution (which in 2024 will include the provisions of Schedule 12);

Appeal Council means the Appeal Council of the NZRU, constituted in accordance with clause 14;

Appointed Candidate has the meaning given to that term in clause 8 of Schedule 6;

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

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

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

Board Member means a natural person who has been appointed as a member of the Board in accordance with this Constitution, together with the Existing Board Members listed in clause 8.2 during their current term;

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

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

Constitution means this Constitution;

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

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

Executive Management Position means a management position where the holder, in the course of his or her responsibilities, has regular and detailed involvement with the organisation’s board when it is exercising its governance functions, for instance the positions of Chief Executive or Chief Financial Officer.

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

Independent means a person who is not:

- (a) employed by; or
 - (b) a member of the board of; or
 - (c) an officer holder of,
- any of:
- (d) the NZRU or any of its subsidiaries;
 - (e) an Affiliated Body or any of its subsidiaries;
 - (f) the NZRPA;
 - (g) New Zealand Rugby Commercial Limited Partnership (or New Zealand Rugby Commercial GP Limited); or
 - (h) a Super Rugby Entity,

provided that:

- (i) membership of the Board of the NZRU itself does not mean that a person is not Independent;
- (j) a person does not cease to be Independent by virtue of acting for, or being appointed to an office of, the NZRU, in a professional capacity; and
- (k) a member of the NZRU Board does not cease to be Independent by virtue of being appointed as NZRU's representative on the board of the New Zealand Māori Rugby Board Incorporated or New Zealand Rugby Commercial Limited Partnership (or New Zealand Rugby Commercial GP Limited).

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

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

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

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

Needs and Priorities Statement means the statement prepared by the Board which sets out the needs and priorities of NZRU as updated from time to time in accordance with this Constitution;

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

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

NZRPA means the New Zealand Rugby Players Association;

NZRU means New Zealand Rugby Union Incorporated;

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

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

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

postal vote means a postal vote by Members conducted in accordance with Schedule 5 and where applicable, clause 10 of Schedule 6;

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

Registrar means the Registrar of Incorporated Societies;

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

rugby means the game of rugby union;

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

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

Skills and Competency Framework means the framework prepared in accordance with Schedule 9, as updated from time to time, or as amended by Special Resolution;

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

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

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

Super Rugby Entity means an organisation that holds the licence to manage one of the foundation New Zealand-based teams that competes in the Super Rugby Pacific competition (or any replacement competition), being the Blues, Chiefs, Hurricanes, Crusaders or Highlanders;

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

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

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

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



SCHEDULE 1

List of Affiliated Unions

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



SCHEDULE 2

List of Associate Members

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

SCHEDULE 3

List of Zones

North Zone

Auckland Rugby Union Incorporated
Bay of Plenty Rugby Union Incorporated
Counties Manukau Rugby Football Union (Incorporated)
King Country Rugby Football Union Incorporated
North Harbour Rugby Union Incorporated
Northland Rugby Football Union Incorporated
Thames Valley Rugby Football Union Incorporated
Waikato Rugby Union Incorporated

Central Zone

East Coast Rugby Football Union (Incorporated)
Hawkes Bay Rugby Football Union Incorporated
Horowhenua Kapiti Rugby Football Union Incorporated
Manawatū Rugby Football Union Inc
Poverty Bay Rugby Football Union Incorporated
Taranaki Rugby Football Union Inc
Wairarapa-Bush Rugby Football Union (Incorporated)
Whanganui Rugby Football Union Inc
Wellington Rugby Football Union Inc

South Zone

Buller Rugby Football Union Inc
Canterbury Rugby Football Union Inc
Mid Canterbury Rugby Football Union (Incorporated)
The North Otago Rugby Football Union Incorporated
Otago Rugby Football Union Incorporated
Rugby Southland Incorporated
Tasman Rugby Union Incorporated
The South Canterbury Rugby Football Union Incorporated
West Coast Rugby Football Union Incorporated

SCHEDULE 4

Procedures relating to new Members

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

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

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

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



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

SCHEDULE 5

Proceedings at General Meetings

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

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

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

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

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

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

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

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

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

SCHEDULE 6

Appointment of Board Members and Election of Officers

1. **Application for Board Member position:** A person who wishes to apply to be appointed as a Board Member must apply in writing to the Chief Executive Officer (or his or her nominee) and his or her application must have been received by the Chief Executive prior to the closing date for applications nominated by the Chief Executive. The applicant must:
 - (a) set out the relevant experience and qualifications of the applicant; and
 - (b) confirm that he or she is, or will immediately be on appointment, and will continue to be if appointed, Independent;
 - (c) confirm that he or she will be able to, and will continue to, act and think independently of any particular stakeholder or stakeholders in New Zealand Rugby, and in the best interests of rugby across all of New Zealand; and
 - (d) confirm that if appointed he or she will immediately notify the Board if he or she ceases to be Independent for any reason.

2. **Recruitment Agent:** The Chief Executive Officer will, after consulting the Stakeholder Panel, appoint an external recruitment agent or agency to:
 - (a) undertake a search for, and receive applications from, candidates for appointment to the Board;
 - (b) screen applicants as considered appropriate and, in consultation with the Appointments and Remuneration Panel, review all candidates and identify a shortlist of suitable candidates for the Appointments and Remuneration Panel to interview; and
 - (c) assist the Appointments and Remuneration Panel with interviews and assessment of candidates as required by the Appointments and Remuneration Panel, including by conducting reference checks.

Without limitation, the recruitment agent or agency must have the capability and experience to conduct recruitment processes in a manner, as it relates to Te Ao Māori and Tikanga Māori, to the reasonable satisfaction of the New Zealand Māori Rugby Board representative on the Stakeholder Panel and, as it relates to Pasifika knowledge and lived experiences, to the reasonable satisfaction of the Pasifika Advisory Group representative on the Stakeholder Panel.

3. **Referral to the Appointments and Remuneration Panel:** The Chief Executive Officer will, immediately following the relevant closing date, refer all applications received in accordance with clause 1 and 2 of this Schedule to the Appointments and Remuneration Panel.

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4. **Role of the Appointments and Remuneration Panel:** The Appointments and Remuneration Panel will:
- (a) consider the applications received from the Chief Executive Officer in accordance with clause 3; and
 - (b) taking into account the matters set out in clauses 6 and 7 of Schedule 9, give written notice to the Chief Executive Officer not less than four (4) weeks prior to the date of the General Meeting at which appointments are to be ratified setting out the names of the persons it has (subject to ratification) appointed to the Board Member positions (with effect from the end of the Annual General Meeting), being the applicants that it considers are the most suitable candidates to fill the Board Member vacancies. The number of appointees to be notified by the Appointments and Remuneration Panel shall equal the number of vacancies.
5. **Notification to Applicants:** As soon as practical after receiving notification of the appointments made by the Appointments and Remuneration Panel, the Chief Executive will:
- (a) notify each applicant for appointment as a Board Member whether or not he or she has been successful in being appointed; and
 - (b) in the case of each successful applicant, advise that his or her appointment will now be put forward to the Annual General Meeting for ratification.
6. **Eligibility for Ratification:** Only candidates selected by the Appointments and Remuneration Panel may seek ratification as a Board Member at the Annual General Meeting.
7. **Decisions Final:** Decisions of the Appointments and Remuneration Panel with regard to appointment as a Board Member:
- are final subject only to ratification at the Annual General Meeting and any appeal or review rights arising under the rules of natural justice.
8. **Circulation of Appointments:** Not less than four weeks prior to the date of the General Meeting at which ratification of the appointment of Board Members will take place, the Chief Executive Officer will give written notice to all Members specifying the name of the person that the Appointments and Remuneration Panel has (subject to ratification in accordance with clause 10 of this Schedule 6) appointed to fill any vacancy as a Board Member (“Appointed Candidate”). At the same time, the Appointments and Remuneration Panel will provide to all Members the following in relation to each Appointed Candidate:
- (a) a curriculum vitae prepared by each Appointed Candidate;
 - (b) a brief assessment of each Appointed Candidate, prepared by the Appointments and Remuneration Panel against key criteria in the Skills and Competencies Framework,
9. **Re-appointment of Retiring Members:** Subject to the terms of this Constitution, retiring Board Members may apply for re-appointment.
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10. **Ratification of Appointments:** Subject to clause 11 of this Schedule 6 and Schedule 12, at the Annual General Meeting the Affiliated Bodies will vote to ratify the appointment of each Appointed Candidate as a Board Member, using the following process:
- (a) Voting to ratify each Appointed Candidate will be in accordance with Schedule 5 clause 20;
 - (b) each Affiliated Body must vote either for or against in relation to each Appointed Candidate;
 - (c) notwithstanding clause 6 of this Constitution, each Affiliated Body will have one (1) vote in relation to a ratification of each Appointed Candidate;
 - (d) to be successful, a majority of the votes cast in relation to an Appointed Candidate's appointment must be in favour;
 - (e) if a majority of votes are not cast in favour of an Appointed Candidate, he or she shall not be appointed to the Board and the Chief Executive Officer will direct the Appointments and Remuneration Panel to appoint (subject to ratification) an alternative Appointed Candidate and the ratification process will begin again with the CEO notifying the alternative Appointed Candidate in accordance with clause 7 of this schedule, except that the ratification vote will take place by postal vote. In determining an alternative Appointed Candidate, the Appointments and Remuneration Panel may recommence all or part of its process, and the position will remain vacant in the interim. Ratification of an alternative Appointed Candidate will occur by postal vote (without the requirements of clauses 28 and 32 of Schedule 5 of the Constitution) as soon as possible after the AGM.
11. **Transition:** In 2024 the vote to ratify Appointed Candidates will not take place at the Annual General Meeting, but will be carried out by postal vote, once the Appointments and Remuneration Panel has completed its appointments process, and the retiring Board Members will remain in office until the ratification vote is completed. For the avoidance of doubt there will be no right to object to the postal vote under clause 28(c) of Schedule 5, and notwithstanding clause 32 of Schedule 5 the Appointed Candidate will only require a majority of votes cast in favour of his or her appointment to be ratified.
12. **Term:** Subject to the terms of this Constitution, Board Members are appointed:
- (a) for a term commencing on the date of his or her appointment and ending on the conclusion of the Annual General Meeting held in the third calendar year after his or her appointment; and
 - (b) for a maximum of three consecutive terms.
13. **Extension of Maximum Number of Terms:** Notwithstanding clause 12(b) of this Schedule, the following shall apply:
- (a) a Board Member who has held office for three consecutive terms is eligible to be appointed as a Board Member for one or more further terms if the Board is satisfied that exceptional circumstances warrant the appointment of the Board Member for a further term (including, without limitation, the appointment of the relevant Board Member as an officer of World Rugby).

- (b) If the Board is satisfied that exceptional circumstances exist, the Board will promptly advise the Appointments and Remuneration Panel in writing that the relevant Board Member is eligible for re-appointment. The Chief Executive Officer will circulate a summary of the Board's reasons for its decision to Members at the time of circulating the Appointments and Remuneration Panel's recommendations and the name of the Board Member in accordance with clause 7 of this Schedule 6.

14. Election of Patron and Officers: for any election of the Patron or Officers:

- (a) the election will be by secret ballot;
- (b) each Member entitled to vote must vote for the full number of candidates required to fill each such available office;
- (c) to be successful, a candidate must receive a simple majority of the votes cast;
- (d) if a ballot does not result in a candidate receiving a majority of the votes cast, the ballot will be held again as many times as are necessary until a candidate obtains a majority of the votes cast, and for the purposes of such process:
 - (i) if a single candidate receives the least number of votes in a ballot, that candidate will be removed from the list of eligible candidates for the next, and any subsequent, re-holding of the ballot;
 - (ii) if two or more candidates receive the same lowest number of votes in a ballot then:
 - (aa) if there are two or more other candidates remaining in the ballot, all of those candidates that received the lowest number of votes in the ballot will be removed from the list of eligible candidates for the next, and any subsequent, re-holding of the ballot; or
 - (bb) if there are fewer than two other candidates remaining in the ballot, all candidates remain eligible for the next re-holding of the ballot; and
 - (iii) the number of votes received by any candidate in any ballot will be not be disclosed (other than to the nominating Affiliated Body), unless the Chairperson of the General Meeting considers it appropriate to do so in the circumstances.

SCHEDULE 7

Procedures of the Board

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

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

- (a) will be decided by secret ballot if demanded by a majority of the Board; and
- (b) the successful candidate must receive a majority of the votes cast.

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



signed by one or more members of the Board. Any such document sent by a Board Member by facsimile transmission or other electronic means approved by the Board is deemed to have been signed by such Board Member.

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

SCHEDULE 8

STAKEHOLDER PANEL

1. **Composition:** The Stakeholder Panel will be formed annually, and will comprise the following stakeholder group representatives, with each stakeholder group being responsible for its own processes to select its nominated representative or representatives, together with an independent non-voting chair who will be appointed by the other members of the Stakeholder Panel in consultation with NZRU, and remunerated by NZRU. For the avoidance of doubt representatives need not be members of the stakeholder group's board:
 - (a) Three Affiliated Union Representatives (one Heartland Championship representative, and two NPC Union representatives);
 - (b) One representative of the New Zealand Māori Rugby Board;
 - (c) One representative of the Super Rugby Entities;
 - (d) One representative of Tausoa Fa'atasi NZR Pasifika Advisory Group (or independent Pasifika Rugby entity recognised by NZR and the Affiliated Bodies, if one is formally established in future); and
 - (e) One representative of NZRPA;
 - (f) One representative of the New Zealand Schools Rugby Union Incorporated;
 - (g) One representative of the New Zealand Rugby Foundation Incorporated; and
 - (h) Representatives from such other stakeholder groups as are agreed by a 75% majority of the Stakeholder Panel.
2. **Changes to Representatives:** A stakeholder group may replace its representative(s) on the Stakeholder Panel at any time by giving written notice of the replacement to the independent chair of the Stakeholder Panel.
3. **Formation of the Stakeholder Panel:**
 - (a) For the Stakeholder Panel to be validly constituted, all of the stakeholder groups named in clause 1 of this schedule must have appointed their representatives; provided that if any stakeholder group declines to nominate a representative or, having been given a reasonable opportunity to do so, fails to nominate a representative, the Stakeholder Panel will be entitled to proceed without that representative.
 - (b) A stakeholder group that declines to nominate a representative to the Stakeholder Panel, or fails to do so within a reasonable period of time, may do so subsequently by notice to the independent chair; provided however that such later nomination will not invalidate any decision made by the Stakeholder Panel prior to such nomination.

- (c) The independent chair will review the circumstances of any non-nomination and will not allow the Panel to proceed if he or she considers that a stakeholder group has not had a reasonable opportunity to make its nomination.

4. **Quorum:** Once constituted:

- (a) the quorum for the Stakeholder Panel to meet and hold discussions will be at least a simple majority of the then current number of stakeholder group representatives (not including the independent chair); and
- (b) any of the decisions required by the Constitution to be made by the Stakeholder Panel, including decisions to appoint an independent chair, to invite another stakeholder group representative to join the Stakeholder Panel, to suggest amendments or agree the Skills and Competencies Framework and the Needs and Priorities Statement, or to appoint members of the Appointments and Remuneration Panel, will require approval by at least 75% of the then current number of stakeholder group representatives (not including the independent chair).

5. **Role:** The Stakeholder Panel will:

- (a) review annually the updates to the Skills and Competencies Framework and the Needs and Priorities Statement (the SCF documents) proposed by the Board as follows:
 - (i) The Board will present the SCF documents to the Stakeholder Panel for discussion;
 - (ii) The Stakeholder Panel will review the SCF documents, and make additional or alternative suggestions if necessary, provided that such additional or alternative suggestions will require agreement by way of a 75% majority of the Stakeholder Panel, and will not be binding on the NZRU unless they have been agreed by the Board; and
 - (iii) The final form of the SCF documents will be agreed by the Stakeholder Panel and the Board.
- (b) select 3 members of the Appointments and Remuneration Panel (who, for the avoidance of doubt are not required to be members of the Stakeholder Panel) for the next Board appointment process;
- (c) Provide stakeholder perspectives that will inform the Board's strategic thinking.

6. **Procedures of the Panel**

- (a) **Method of Meeting:** A meeting of the Stakeholder Panel may be held:
 - (i) by a number of Stakeholder Panel members who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
 - (ii) by the contemporaneous linking together by means of audio, or audio and visual, communication by which all Stakeholder Panel members

participating and contributing to a quorum can simultaneously hear each other throughout the meeting.

- (b) Proxies: Any Stakeholder Panel member may delegate, in writing, that Stakeholder Panel member's power to vote at any specified meeting of the Stakeholder Panel on any specified subject to any other Stakeholder Panel member.
- (c) Number of votes: Each Stakeholder Panel member has one vote each.
- (d) Other Procedures: Except as otherwise provided in this Schedule 8, the independent chair will regulate the procedures for the Stakeholder Panel.

SCHEDULE 9

Appointments and Remuneration Panel

1. **Formation of Appointments and Remuneration Panel:** The Appointments and Remuneration Panel:
 - (a) must be constituted no less than three months prior to the date of the relevant Annual General Meeting; and
 - (b) holds office until the formation of the new Appointments and Remuneration Panel prior to the next Annual General Meeting.
2. **Composition:**
 - 2.1 The Appointments and Remuneration Panel must consist of:
 - (a) Three (3) members appointed by the Stakeholder Panel in accordance with clause 3(b) of Schedule 8;
 - (b) One (1) member appointed by Board (not being a current Board member or an NZRU staff member);
 - (c) Two independent members nominated by NZRU after consultation with the Institute of Directors, and approved by the Appointments and Remuneration Panel members appointed pursuant to clause 2.1 (a) and (b) above. These independent members must be experienced in governance of organisations of a similar size and complexity to NZRU as well as in selecting directors and /or senior executives, and at least one (1) must be female if a female member has not been appointed pursuant to clause 2.1(a) or (b) above)
 - 2.2 In selecting Appointments and Remuneration Panel members, due regard must be given to diversity of thought and experience, gender, and ethnicity, including knowledge and lived experiences of Māori and Pasifika and their aspirations in rugby.
 - 2.3 All Appointments and Remuneration Panel members shall have a strong background in governance, with at least half to have director experience in organisations of relevant size and complexity.
 - 2.4 The maximum continuous term on the Appointments and Remuneration Panel for members appointed by the Stakeholder Panel is three (3) years.
 - 2.5 The Board Chair will not be a member of Appointments and Remuneration Panel, but may be invited by the Appointments and Remuneration Panel to participate in an advisory capacity. The Board Chair will provide feedback to the Appointments and Remuneration Panel on any Board members who are standing for reappointment (and in the event that it is the Chair, such feedback will be provided by the Board Deputy Chair), including a summary of those parts of the most recent Board review that relate to that Board Member and on the balance on the Board and any perceived need for continuity.

3. **Chairperson:** At its first meeting, the Appointments and Remuneration Panel will elect one of the Independent persons appointed in accordance with clause 2.1(c) to be chairperson of the Appointments and Remuneration Panel. The chairperson will have a deliberative vote but not a casting vote.
4. **Quorum:** A quorum for a meeting of the Appointments and Remuneration Panel is four members.
5. **Consideration:** In appointing Board Members, the Appointments and Remuneration Panel will have regard to:
 - (a) The requirements set out at clause 8.5(a) and clause 8.5(d) of this Constitution;
 - (b) the desirability of achieving an appropriate geographical spread (including specifically, northern versus southern, metropolitan versus rural) on the Board;
 - (c) the gender, ethnicity of players, and the need to reflect the whole of the New Zealand Rugby Community generally.
6. **Skills and Competency Framework:** In appointing Board Members, the Appointments and Remuneration Panel will use the Skills and Competencies Framework. The Skills and Competencies Framework will:
 - (a) be prepared or updated annually by the Board and provided to the Stakeholder Panel for review and sign-off in accordance with clause 4(a) of Schedule 8
 - (b) be accompanied by a statement prepared by the Board setting out the Board's perceived needs in terms of skills and competencies, and priorities in the period ahead, which will also be provided to the Stakeholder Panel for review and agreement in accordance with clause 4(a) of Schedule 8.
 - (c) take into account the particular needs of New Zealand rugby at the time.
 - (d) following the annual review, be sent, with amendments highlighted, along with the statement referred to in clause 6(b) above to Affiliated Bodies and the recruitment agent referred to in Schedule 6 clause 2.
7. **Procedures:** Appointments and Remuneration Panel decisions will be made by consensus if possible and, if consensus is not possible, then by majority. Except as otherwise provided in this Constitution, the Appointments and Remuneration Panel will regulate its own procedure.

SCHEDULE 10

Appeal Council

1. **Role:** Except where otherwise defined in Regulations, the role of the Appeal Council, when reviewing a decision referred to it in accordance with clause 14.1 of the main body of this Constitution, is to:
 - (a) review the process used by the Board to reach the decision to which the appeal relates;
 - (b) determine whether there were procedural errors or flaws in the Board's decision-making process;
 - (c) determine whether the Board's decision breached the principles of natural justice; and
 - (d) determine whether, in law, it was not open to the Board to reach the decision reached by the Board or the decision was not one the Board, acting reasonably, could make.
2. **Determination:** If the Appeal Council reaches a determination under clause 1(b), 1(c) or 1(d) against the Board, the Appeal Council may refer the matter back to the Board for further consideration, with such observations as the Appeal Council may wish to make. If the Appeal Council does not reach a determination under clause 1(b), 1(c) or 1(d) against the Board, the appeal will fail and no further action can be taken against the Board or the NZRU by the applicant.
3. **Membership of Appeal Council:** The Appeal Council is comprised of the following members, each of whom must be Independent:
 - (a) there will be not less than three, and not more than five, members (excluding co-opted members) of the Appeal Council;
 - (b) the chairperson of the Appeal Council can co-opt an additional member or members for the consideration of a particular matter;
 - (c) the members of the Appeal Council must be Independent and must be persons who have demonstrated outstanding qualities as legal practitioners, business people or sports administrators, who are capable of operating as objective arbitrators and who have a high standing in rugby circles;
 - (d) not less than three members of the Appeal Council must hear an appeal.
4. **Disqualified persons:** The following persons are disqualified from being appointed or elected as a member of the Appeal Council:
 - (a) a person who is under 18 years of age;
 - (b) an undischarged bankrupt;
 - (c) a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three months or more unless that person has obtained

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

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

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

SCHEDULE 11

Misconduct Proceedings

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

SCHEDULE 12

2024 Transitional Provisions

1. Transition: Notwithstanding the other provisions of this Constitution:

- (a) the new process to appoint Board Members will commence immediately following the adoption of these provisions by NZRU;
- (b) the 2024 Annual General Meeting will be held on 12 July 2024 and will deal with all matters except ratification of Board appointments;
- (c) ratification of Board appointments in 2024 will occur by way of postal ballot (held electronically as soon as possible after the Appointments and Remuneration Panel advises the Chief Executive Officer of the Appointed Candidates, and in any case not later than 3 December 2024), without the requirements of clauses 28 and 32 of Schedule 5 of the Constitution, provided that the appointments ratified will not take effect until 11 December 2024
- (d) the term of Board Members retiring by rotation in 2024 will be extended until the completion of the ratification vote;
- (e) only four (4) weeks' notice of the date and place of the 2024 Annual General Meeting will be required;
- (f) written notice of the appointment of an Annual General Meeting delegate must be received not less than three (3) weeks before the 2024 Annual General Meeting;
- (g) matters of general business and declarations regarding the numbers of teams must be notified to the Chief Executive Officer not less than three weeks prior to the 2024 Annual General Meeting;
- (h) nominations for the positions of President, Vice President, Life Member and members of the Appeal Council must be received by the Chief Executive Officer not less than three (3) weeks prior to the 2024 Annual General Meeting;
- (i) In 2024 the Chief Executive Officer will give written notice to all Members specifying the names of the persons that the Appointments and Remuneration Panel has (subject to ratification in accordance with clause 10 of Schedule 6) appointed to fill the vacancies as a Board Member ("Appointed Candidate") not less than one (1) week prior to the closing date of the postal ballot by which ratification of the appointments of Board Members will take place. At the same time, the Appointments and Remuneration Panel will provide to all Members;
 - (i) a curriculum vitae prepared by each Appointed Candidate; and
 - (ii) a brief assessment of each Appointed Candidate, prepared by the Appointments and Remuneration Panel against key criteria in the Skills and Competencies Framework; and
- (j) In 2024 the Appointments and Remuneration Panel's recommendation as to the annual amount of remuneration for the Board Members and Officers will

be considered and approved by the Members by postal ballot (held electronically) at the same time that the postal ballot to ratify Appointed Candidates is held, without the requirements of clauses 28 and 32 of Schedule 5 of the Constitution.

2. **Review:** NZRU will conduct a formal review of constitutional changes approved at the 2024 Special General Meeting, including regarding the operation and composition of the Stakeholder Panel and the Appointments and Remuneration Panel, after two election cycles, including consultation with the Affiliated Unions, the New Zealand Māori Rugby Board, Super Rugby Entities, the NZRPA, and the Pasifika Advisory Panel to consider whether any further changes to the constitution are merited. For the avoidance of doubt, this does not prevent Members from using their existing constitutional rights to seek amendments earlier.