# Incorporated Societies Act – Reregistration Requirements

# Checklist and Drafting Guidance

This document is to be used: (i) as a checklist for your current constitution to determine whether or not your current constitution complies with the requirements of the new Act and the NZR Constitution; and (ii) as drafting guidance to allow you to update your current constitution where it does not comply with a requirement of the new Act or the NZR Constitution (where you have decided to not adopt the template Provincial Union Constitution developed by NZR). If you are intending to use the template Provincial Union or Club constitution to be developed by NZR then you can use this document to begin familiarising yourself with the type of provisions that will be included in that template as well as a final checklist to ensure that the final constitution you have developed from the template complies with the requirements of the Act and the NZR Constitution.

If your current constitution is compliant with a requirement of the new Act (i.e. the name of your Union is referenced in a clause of your constitution) then no amendment is necessary. However, if your current constitution is not compliant with a requirement then an amendment will be required and the third column contains drafting and guidance to be reviewed and used as a starting point to update your current constitution for compliance with the respective requirement of the Act.

**Table 1** of this document contains the drafting guidance against the requirements of the new Act which your constitution must comply with in order to re-register as an incorporated society. **Table 2** contains the requirements of the NZR Constitution that must be included in the constitution of an Affiliated Union, an Associate Member or the New Zealand Māori Rugby Board Incorporated (collectively, **NZR Constitutional Member**) by virtue of being a NZR Constitutional Member and these should be appropriately flowed down to your respective member organisations.

While this document has been primarily drafted for use by NZR Constitutional Members (and principally drafted as if it applied to an Affiliated Union), members of these entities (i.e. clubs) can also use this to assist in their preparation should they wish to update their current constitution rather than utilise the template Club Constitution that is being developed by NZR.

As you are working through the checklist in the second column it is advised to also make reference of the clause or provision where compliance with a requirement is established, particularly for Table 1. This may assist at the time of re-registration with the New Zealand Companies Office.

The suggested clauses drafted and included in the third column of Table 1 are based on the drafting utilised in the template Regional Sport Organisation constitution developed by Sport New Zealand. Further, Associate Members and the New Zealand Māori Rugby Board Incorporated may require further tailoring so that the suggested clauses.

## Table 1 – Constitutional requirements stipulated by the Act

This table sets out the specific matters required to be included in a NZR Constitutional Member’s constitution in accordance with section 26(1) of the new Act. The first column references the specific requirement in section 26(1) of the Act and the third column provides drafting guidance to assist NZR Constitutional Members making the necessary amendments, where required.

| **Section 26(1) Requirement** | **Checklist and Clause Reference** | **Recommended Drafting / Guidance**Recommended drafting is shown in BLUE. Sections highlighted in Yellow need to be completed, tailored to your requirements. |
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| 1. the name of the society
 | [Yes – clause X][No] | Insert the following suggested clause at the beginning of the constitution:The name of the Union is [insert name], referred to in this Constitution as “the Union. |
| 1. the purposes of the society
 | [Yes – clause X][No] | The following suggested purposes (also known as “objects”) clause has been drafted as a starting point which aligns with the NZR Constitution. You should review and amend the list of purposes as appropriate to set out what your organisation has been established to do and to ensure consistency with your current constitution. The purposes are not the vision, mission, goals or powers of your organisation.Insert the following suggested clause, as a new clause, after the name of the society:1. The purposes of Union are to:
2. be a member of NZRU in accordance with the constitution of NZRU for the Region;
3. lead the promotion, development and administration of and foster and control the game of Rugby within the Region and to do so in a manner that is consistent with the requirements of NZRU mainly as an amateur sport for the well-being, benefit and recreation of the general public;
4. uphold the rules of Rugby as prescribed from time to time by the NZRU and publish and enforce these rules in the Region in a manner consistent with the requirements of NZRU;
5. participate in such national competitions organised by NZRU as the Board shall determine from time to time
6. support and assist its Members to deliver Rugby in the Region;
7. promote, develop and co-ordinate Rugby competitions in the Region;
8. 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) in the Region including, but not limited to, conducting such social activities as the Board may from time to time determine or approve ;
9. protect the integrity of Rugby and the Union by developing and enforcing standards of conduct, ethical behaviour and implementing good governance in the Region;
10. lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of the Union and participation in Rugby;
11. purchase, take upon lease, hire or otherwise acquire and hold real and personal property, rights and privileges which the Union may think necessary or convenient to the attainment of any of the above purposes, or generally for the promoting, carrying on, and fostering Rugby; and
12. construct, maintain, and alter any buildings, playing grounds, or works necessary or convenient to all or any of the above purposes.

Supporting definitionsTo support the above, the following defined terms will need to be included in your definitions clause:**Board** means the governing body of the Union constituted in accordance with this constitution.**Diversity, Equity and Inclusion** means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.**NZRU** means New Zealand Rugby Union IncorporatedRegion means the geographical area as determined by NZRU to be the region represented by the Union and within which the primary base of activities of the Union is located.**Purposes** means the purposes of the Union described in clause [insert clause reference].**Rugby** means the game of rugby union. |
| 1. how a person becomes a member of the society, including a requirement that a person must consent to be a member
 | [Yes – clause X][No] | The suggested clauses have been drafted as a starting point and should be appropriately amended to reflect the particular manner in which a person or club, as applicable, becomes a member (or Life Member) of your organisation – for example, where you have different application processes for different categories of members. Sometimes there is no formal approval process and the membership is accepted by default by completing the form and submitting it (for example, online). If this is the case, there should always be a mechanism to decline membership.Even if you do not wish to amend the membership mechanism provisions of your constitution you are required to now include a provision reflecting the requirement that a person must be consent to be a member, with suggested wording included below (underlined below for reference). The consent provision relating to Life Members is what is being proposed to be included in the NZR Constitution to ensure the nominee’s consent is obtained prior to being added to the agenda of the next general meeting when the resolution would be put to members.Insert the following suggested causes into the section of your constitution relating to membership:Individuals and ClubsX.1 An application to become a Member (Application) must be in the form required by the Union. All Applications are decided by the Board, which may accept or decline an Application in its absolute discretion. A person becomes a Member when their Application has been accepted and they have [paid any required membership fee and/or levy and] satisfied any other preconditions.X.2 A Club that wishes to be a Member must make an Application under clause 4.1.X.3 A person or entity consents to become a Member by [insert, e.g. by submitting an Application to the Union or paying fees], unless otherwise specified in this Constitution.Life MemberX.4 Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the Union. Any Member may nominate an individual to become a Life Member by giving notice to the Board setting out the grounds for the nomination. The Board must then determine whether the nomination should be forwarded to an General Meeting for determination by the Members. Before forwarding the nomination to a General Meeting, the Board will first obtain the nominee’s consent to being admitted as a Life Member, subject to consideration by Members at the next General Meeting. A person may only be elected as a Life Member by [insert method – i.e. Ordinary Resolution, Special Resolution] at a General Meeting. Life Members have such rights and benefits as determined by the Board. Supporting definitionsTo support the above, the following defined terms will need to be included in your definitions clause (noting that normally a special resolution is passed by a 75% majority, but you may specify a higher percentage):**AGM** or **Annual General Meeting** means a meeting of the Members held once a year convened under this Constitution.**Club** means a group of individuals with an interest in Rugby that meets the requirement for membership set out in clause [insert].**General Meeting** means an **AGM** or **SGM** of the Union. **Member** means each person who for the time being is a member of the Union and includes all classes of members described in clause [insert].**Ordinary Resolution** means a resolution passed by a majority of votes cast.**SGM** or **Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.**Special Resolution** means a resolution passed by a [insert percentage]% majority of votes cast. |
| 1. how a person ceases to be a member of the society
 | [Yes – clause X][No] | The suggested clause has been drafted as a starting point and should be appropriately amended to reflect any additional particular circumstances in which a Member ceases to be a member of your organisation. For example, as is the case in the NZR Constitution, the Board must consent to a member’s resignation. The suggested clause below, with slight formatting differences is what is proposed to be included in the NZR Constitution.It is important to have a clear record of when a person ceases to be a member because it impacts on their right to e.g. enter competitions, represent the organisation and vote and this links to the next requirement regarding arrangements for keeping the society’s register of members up to date.Insert the following causes into the section of your constitution relating to membership:X.1 A Member ceases to be a Member:(a) if an individual, on death, or if a body corporate, on liquidation, winding up or other cessation of existence; (b) by giving notice to the Board of their resignation;(c) if their membership is terminated in accordance with or pursuant to this Constitution.X.2 A Member who ceases to be a Member:(a) remains responsible to pay all their outstanding debts or membership and other fees (if any) to the Union;(b) must return all property of the Union if required;(c) ceases to be entitled to any rights of a Member; and(d) must cease to hold itself out as a member of the Union from the date they cease to be a Member. |
| 1. arrangements for keeping the society’s register of members up to date
 | [Yes – clause X][No] | The suggested clauses mirror the clauses that are proposed to be included in the NZR Constitution in order to meet this requirement of the Act.When collecting personal information you must comply with the Privacy Act 2020. You may wish to view the [NZR Privacy Policy](https://www.nzrugby.co.nz/privacy-policy) as a starting point in considering an appropriate privacy policy should your organisation not have one currently.Insert the following causes into the section of your constitution relating to membership:X.1 The Union will ensure an up-to-date Member Register is kept and the register must include:(a) each Member’s name;(b) each Member’s Contact Details; and(c) the date each person became a Member.X.2 A Member must provide notice to the Union of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Board receives notice from the Member changing their Contact Details.X.3 The Union will keep a record of the name of each person who has ceased to be a Member of the Union within the previous seven years and the date on which they ceased to be a Member.Supporting definitionsTo support the above, the following defined term will need to be included in your definitions clause:**Contact Details** means a physical and/or an electronic address and a telephone number.**Member Register** means the register of Members kept under this Constitution. |
| 1. the composition, roles, functions, powers, and procedures of the committee of the society
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| 1. the number of members that must or may be on the committee (minimum of three; at least 51% of committee must be members or representatives of bodies corporate that are members, unless exemption in Incorporated Societies Regulations applies)
 | [Yes – clause X][No] | Section 45(3) of the Act now requires that a majority of your Board Members must be Members or representatives of bodies corporate who are Members. However, clause 6 of schedule 1 of theIncorporated Societies Regulations provides an exemption to this requirement until 5 October 2028. If your organisation gives notice to the Registrar of Incorporated Societies that you will not comply with section 45(3) and your constitution expressly provides for the majority of the Board to be made up of officers who are not Members or representatives of bodies corporate that are Members.It is important to notify the Registrar on re-registration if you are relying on this exemption, so that the Ministry of Business, Innovation & Employment can then understand the number and nature of organisations that have this level of independence on their board and support Sport New Zealand Ihi Aotearoa in advocating for a permanent exemption from the section 45(3) requirement., To assist PUs, there are two alternate suggested clauses:* the first complies with section 45(3) of the Act – that is, the majority of your Board Members are/will be Members or representatives of bodies corporate who are Members; and
* the second does not comply with section 45(3) of the Act and includes the required wording to give effect to the exemption.

The suggested clauses below are drafted on the basis that the Board will be comprised of a mixture of elected and appointed persons – please amend accordingly to reflect the desired composition of your board.Insert one of the following clause into the section of your constitution relating to board composition and membership:Option 1 – Board **is/will be** majority Member basedX.X **Composition**: The Board consists of: (a) up to [insert number] persons elected at the AGM under [insert clause reference] (Elected Board Members); and(b) up to [insert number] persons appointed under clause [insert clause reference] (Appointed Board Members). Option 2 – Board **is/will not be** majority Member basedX.X **Composition**: The Board consists of: (a) up to [insert number] persons elected at the AGM under [insert clause reference] (Elected Board Members); and(b) up to [insert number] persons appointed under clause [insert clause reference] (Appointed Board Members). For the purposes of clause 6 of Schedule 1 of the Incorporated Societies Regulation 2023, this Constitution expressly provides for the majority of the Board to be made up of Board Members who are not Members or representatives of bodies corporate that are Members.Supporting definitionsTo support the above, the following defined term will need to be included in your definitions clause:**Board Member** means a member of the Board, including the Chair. |
| 1. the election or appointment of officers
 | [Yes – clause X][No] | Appendix 1 to this checklist contains two alternative suggested regimes – (i) election of some Board Members and appointments for the remainder; or (ii) election of all Board Members. Of course, it is possible for you to, alternatively, have a regime where all of your Board members are appointed and if this is the case then you will need to tailor the suggested clauses for option 1 appropriately.Whichever option is chosen, the suggested clauses will need to be included in the part of your constitution relating to the Board. |
| 1. the terms of office of the officers
 | [Yes – clause X][No] | You will need to amend the following suggested clause depending on when the terms of Board Members expire and whether they are elected/appointed. Best governance practice suggests not more than 6 or 8 consecutive years are served, however, it would be possible to provide for a person serving at a later date where they do not serve consecutive terms.For organisations that have appointed board members who are rotated then you will need to include an appropriately tailored provision, based on the highlighted final sentence of the suggested clause.Insert the following suggested cause into the section of your constitution relating to board composition and membership:X.X **Term of office**: The term of office for all Board Members is [insert number] years, expiring at the end of the relevant AGM. A Board Member may be re-elected [or reappointed] to the Board for a maximum of [insert number] consecutive terms of office. [Prior to each AGM, the Board will advise the Appointment Panel of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.]Supporting definitionsTo support the above, the following defined term will need to be included in your definitions clause if your organisation utilises an Appointment Panel:**Appointment Panel** has the meaning given to it in clause [insert number]. |
| 1. the functions and powers of the committee
 | [Yes – clause X][No] | The suggested clause below has been drafted as a catch all without specific powers called out. You may wish to add to this by calling out specific powers that the Board will have.Insert the following suggested clause into the section of your constitution relating to the board:X.X **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Board must manage, direct or supervise the operation and affairs of the Union and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Union.Optional specified powersIf you choose to include any specified power into your constitution you will need to include the phrase “, including the power to” at the end of the above suggested clause and then include the specified powers as subclauses (i.e. X.X(a)).An example of an enumerated list of specified powers is contained in clause 2.2 of the NZRU Constitution. |
| 1. grounds for removal from office of officers
 | [Yes – clause X][No] | Insert the following suggested clause into the section of your constitution relating to the board:X.X **Board Member ceasing to hold office:** A person ceases to be a Board Member if: (a) their term expires;(b) the person resigns by delivering a signed notice of resignation to the Board;(c) the person is removed from office under this Constitution;(d) the person becomes disqualified from being an officer under section 47(3) of the Act;(e) the person dies. |
| 1. how the chairperson (if any) will be elected or appointed and whether that person will have a casting vote if there is an equality of votes
 | [Yes – clause X][No] | Election of ChairpersonThe suggested clause below has been drafted on the basis that a Chairperson is elected by the Board, rather than directly by the membership. If your Chairperson of the Board is elected by the membership then you will need to amend the election of Board Members provision to provide for a specific election for the Chairperson.Insert the following suggested clause into the section of your constitution relating to the board:X.X **Chair**: At its first meeting following an AGM, the Board must elect a Chair. The role of the Chair is to chair meetings of the Board. If the Chair is unavailable, another Board Member must be appointed by the Board to undertake the Chair’s role during the period of unavailability.Casting VoteConsistent with the provisions of the NZR Constitution, the suggested clause below provides for the Chair to have a casting vote.Insert the following sentence into the clause of your constitution relating to voting undertaken by the board at board meetings (see substantive suggested voting clause below in the next row):If there is an equality of votes, the Chair has a casting vote. |
| 1. the quorum and procedure for committee meetings, including voting procedures
 | [Yes – clause X][No] | Insert the following suggested clauses into the section of your constitution relating to board meetings:X.1 **Calling meetings:** Board meetings may be called at any time by the Chair or by [insert number] Board Members, but generally the Board meets [insert frequency].X.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.X.3 **Quorum:** The quorum for a Board meeting is [insert number] Board Members. Any Board Member may be counted for the purposes of a quorum, participate in any Board meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Board meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Board meeting can hear each other effectively and simultaneously. X.4 **Voting:** Each Board Member has one vote. Voting is by voices or on request of any Board Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. |
| 1. how the contact person or persons will be elected or appointed (minimum of one contact person, maximum of three)
 | [Yes – clause X][No] | Sections 112 to 116 of the Incorporated Societies Act requires an organisation to appoint a Contact Person whom the Registrar of Incorporated Societies can contact when needed.The suggested clause below has been drafted on the basis that the Board appoints a contact person and reflects the proposed approach in the NZR Constitution.Insert the following suggested clause into the section of your constitution relating to the procedures of the board following an AGM:X.X **Contact Person:** At its first meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or their Contact Details.Supporting definitionsTo support the above, the following defined term will need to be included in your definitions clause:**Contact Person** means a person, subject to meeting the eligibility criteria set out in the Act, appointed to the position of contact person for the Union being the person the Registrar of Incorporated Societies can contact when needed for the purposes of the Act. |
| 1. how the society will control and manage its finances
 | [Yes – clause X][No] | The suggested clause X.2 is required by the IRD to be inserted for sports clubs seeking an income tax exemption.Insert the following suggested clauses into the section of your constitution relating to financial management:X.1 **Control and management of finances:** The funds and property of the Union are controlled, invested and disposed of by the Board, subject to this Constitution; and devoted solely to the promotion of the Purposes.X.2 **No personal benefit:** The Officers and Members may not receive any distributions of profit or income from the Union. This does not prevent Officers or Members:(a) receiving reimbursement of actual and reasonable expenses incurred, or(b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms’ length, relative to what would occur between unrelated parties,provided no Officer or Member is allowed to influence any such decision made by the Union in respect of payments or transactions between it and them, their direct family or any associated entity. |
| 1. the method by which the constitution may be amended
 | [Yes – clause X][No] | The suggested clauses have been drafted to clarify the ability, in accordance with section 31 of the Act, for minor or technical amendments to be made to the Constitution. The suggested clause X.3 below has been included as it is required by the IRD for sports club and charities seeking an income tax exemption.Insert the following suggested clauses as a standalone section towards the end of the Constitution:X.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.X.2 **Minor effect or technical alteration:** Clause X.1 is subject to the ability for minor or technical amendments to be made to the Constitution in accordance with section 31 of the Act.X.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals. |
| 1. procedures for resolving disputes, including providing for how a complaint may be made (procedures must be consistent with rules of natural justice)
 | [Yes – clause X][No] | Appendix 2 to this checklist contains the suggested provisions relating to dispute resolution and, in substance, mirrors what is proposed to be included in the NZR Constitution. Specifically, it has been drafted on the basis that: 1. your organisation has elected Officers (i.e. a President and Vice President) in addition to the Board. If this is not the case for your organisation then minor tailoring will be required and NZRU can provide assistance on this for you; and
2. there is no right of appeal or right of review – the NZRU constitution does contain this however due to the existence of the Appeals Council.

The following flow chart outlines the suggested dispute resolution process:A diagram of a procedure  Description automatically generated |
| 1. arrangements and requirements for general meetings (including for both AGMs and SGMs)
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| 1. the intervals between annual general meetings (must be called not later than 6 months after the balance date and not later than 15 months after the previous AGM)
 | [Yes – clause X][No] | Insert the following suggested clause into the section of your constitution relating to General Meetings:X.X **AGM**: An AGM must be held once a year at the time, date and place as the Board decides, but not more than 6 months after the balance date of the Union and not more than 15 months after the previous AGM. |
| 1. the information that must be presented at general meetings (annual report on operations and affairs of the organisation, financial statements, notice of the disclosures of any conflicts of interests made by officers)
 | [Yes – clause X][No] | Sub-clauses (b)(i), (ii) and (iv) within the suggested clause are mandatory requirements given section 86 of the Act. Sub-clause (b)(iii) has been included where your organisation is required to have its financial statements audited by law or if the Board requires it. The auditor is to report to members on the audited financial statements where, if in each of the 2 preceding accounting periods, the total operating payments of the organisation and all entities it controls (if any) is $3 million or more – clause 16, Incorporated Societies Regulations.Sub-clause (d) has been included on the basis that this occurs at the AGM. If not, then this sub-clause should be deleted.You will also include a clause category for any position which is not on the Board but is elected at the AGM by members (e.g. sometimes a President is elected but is not a Board member.) The election of Life Members would be covered under sub-clause (f).You will also need to include any specific items are business not captured below that are discussed as part of the business of your AGM.Insert the following suggested clause into the section of your constitution relating to General Meetings:X.X **Business of AGM:** The following business will be discussed at the AGM:(a) confirmation of the minutes of the previous AGM;(b) the Board’s presentation of the following information during the most recently completed accounting period:(i) the annual report;(ii) the annual financial statements;(iii) the auditor’s report to members on the financial statements audited by a qualified auditor or the review report of the financial statements;(iv) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);(c) the election of any Board Members; (d) the appointment or announcement of any Appointed Board Members;(e) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM; and(f) consideration of any other items of business that have been properly submitted for consideration at the AGM. |
| 1. when minutes are required to be kept
 | [Yes – clause X][No] | Insert the following suggested clause into the section of your constitution relating to General Meetings:X.X **Minutes:** Minutes must be kept of all General Meetings. |
| 1. the manner of calling general meetings
 | [Yes – clause X][No] | In relation to the membership calling for a Special General Meeting you should consider the appropriate threshold carefully as the percentage should not be too easy nor too hard to meet to avoid SGMs being called often or too difficult to call.The manner of calling a General Meeting that is not a Special General Meeting (i.e. an Annual General Meeting) is included two rows below.Insert the following suggested clause into the section of your constitution relating to General Meetings:X.X **Calling of SGM:** The Board must call a SGM if it receives a written request stating the purpose of the SGM from the Board itself; or by [insert percentage]% of Members. |
| 1. whether and, if so, how written resolutions may be passed in lieu of a general meeting for the purposes of section 89 of the Act
 | [Yes – clause X][No] | You should consider whether your organisation will permit resolutions (the could have otherwise been debated and voted on at a General Meeting) to be passed in lieu of a meeting. Before making this decision you should consider how often this type of provision might be utilised as well as the requirements of Sections 89-92 of the Act (which specify the processes required).Should you permit written resolutions to be passed in lieu of a general meeting then the value of the percentage in the clause below will need to be 75% or greater in order to comply with section 89(2) of the Act.If written resolutions can be passed in lieu of a general meeting then insert the following suggested clause into the section of your constitution relating to General Meetings:X.X **Resolution passed in lieu of meeting:** A resolution in writing signed or consented to by email or other electronic means by a [insert percentage]% majority of Members is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members. |
| 1. the time within which, and manner in which, notices of general meetings and notices of motion must be notified
 | [Yes – clause X][No] | Insert the following suggested clauses into the section of your constitution relating to General Meetings:X.X **Notice of AGM:** The Members must be given at least [insert time period] notice of the AGM. Notice to Members of an AGM may be given by posting on the Union’s website.X.X **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the Union at least [insert time period] before the date of the AGM.X.X **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least [insert time period] before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree [insert by Special Resolution or unanimously] to discuss any other items.X.X **Notice of SGM:** Members must be given at least [insert time period] notice of the SGM, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM. |
| 1. the quorum and procedure for general meetings, including voting procedures (for example, whether votes may be cast by post or by electronic means), procedures for proxies (if any), and whether the quorum takes into account members present by proxy or casting postal votes or votes by electronic means
 | [Yes – clause X][No] | Appendix 3 to this checklist contains the suggested clauses relating to the quorum and procedure for general meetings. Despite these provisions being mechanical in nature the following specific guidance is provided for consideration in utilising and adopting the suggested clauses: 1. you will need to consider and determine whether you will allow voting by proxy, post or electronic means as this will influence the specific drafting of the final provisions of your constitution – the suggested clauses have been drafted on the basis that voting by proxy, post or electronic means is allowed;
2. in relation to the quorum for a general meeting, depending on the nature of the membership of your organisation, including numbers, then you may wish to consider using a dual assessment to cater for fluctuating numbers of members. For example, “X number of members or Y% of members eligible to vote, whichever is the lower” so it defaults to the easiest threshold to fulfil – however the suggested clause has not been drafted on this basis;
3. the suggested clause relating to voting by proxy has been drafted on the basis that specific, as opposed to general, proxies; and
4. In relation to who may attend a general meeting, it may be appropriate for other persons such as the auditor/reviewer and Patrons, to have the ability to attend. All Members have a right to attend an AGM unless, if your organisation has 1,000 or more members at the time that an AGM is called, your constitution may restrict that to delegates or other representatives of Members. There is also a 5-year exemption (expiring on 5 October 2028) if, as at 4 October 2023, your current constitution included a restriction on attendance at AGMs to delegates or other representatives of Members.
5. If you choose to utilise the suggested clause relating to voting by electronic means then you will need to specify what this means for the purposes of your constitution. The suggested clause does not include postal voting however this is permitted if your constitution allows it.
 |
| 1. the arrangements and requirements for special general meetings under section 64(3) of the Act (relating to if 50% or more committee members are prevented from voting on a matter in which they are interested in, a special general meeting must be called to consider and determine the matter) (unless that provision has been negated under section 67 of the Act)
 | [Yes – clause X][No] | This requirement is to be viewed in the broader conflicts of interest regime established by the Act which applies to your organisation by default – however certain sections can be modified, negated or limited (see sections 63, 64, 65(1) and 73).The suggested clauses below are an example of an interests regime. However, you may wish to consider whether this requirement is included in your Board’s governance documents (i.e. board charter, induction manual etc) so that all board members are aware of the conflict of interests provisions of the Act.In relation to the suggested clause X.3(c) below the default position in section 64(1)(c) of the Act is that an interested board member may take part in discussions unless the board decides otherwise however the suggested clause modifies that position so an interested board member cannot take part in discussions unless the board agrees.Clause X.4 has been included as it reflects the statutory requirement in section 64(3) of the Act for an SGM to be called where 50% or more of the Board Members are conflicted in relation to a matter.Insert the following suggested clauses into a new standalone section of your constitution relating to Interests: X.1 **Register of interests:** The Board must keep a register of interest disclosures made by Officers.X.2 **Duty to disclose interest:** An Officer who is Interested in a Matter relating to the Union must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.X.3 **Consequences of being interested:** A Board Member who is Interested in a Matter:(a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;(b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;(c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent; (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.X.4 **Calling of SGM:** Despite clause 9.3, if 50% or more Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.X.5 **Notice of failure to comply:** The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.Supporting definitionsTo support the above, the following defined term will need to be included in your definitions clause (noting that section 62(4) of the Act states that “matter” means a society’s performance of its activities or exercise of its powers; or an arrangement, an agreement, or a contract (a transaction) made or entered into, or proposed to be entered into, by the society):**Matter** has the meaning given in section 62(4) of the Act. |
| 1. the nomination of a not-for-profit entity, or a class or description of not-for-profit entities, to which any surplus assets of the society should be distributed on a liquidation of the society or on, or to enable, the removal of the society from the register
 | [Yes – clause X][No] | You may wish to amend the suggested clause below to include a requirement that the decision as to the recipient is vested in the Members at a Special General Meeting. You may also wish to consider whether you include the specified entity that is to receive any surplus assets in the case of liquidation or being wound up.Insert the following suggested clause into the section of your constitution relating to liquidation, winding up and removal: X.X **Surplus assets:** The surplus assets of the Union, after the payment of all costs, debts and liabilities, must be disposed of to any other not-for-profit entity that shares similar purposes to the Union. |

## Table 2 – Constitutional requirements stipulated by the NZR Constitution

This table sets out the specific matters required to be included in a NZR Constitutional Member’s constitution in accordance with the NZR Constitution.

| **NZR Constitution Requirements of Members** | **Checklist and Clause Reference** |
| --- | --- |
| Cl 3.8(a) – being bound by NZR’s constitution and Regulations | [Yes – clause X][No] |
| Cl 3.8(b) – compliance with the Laws of the Game and the by-laws, regulations and resolutions of World Rugby, subject to domestic safety law variations adopted by NZRU | [Yes – clause X][No] |
| Cl 3.8(c) – ensure its Member’s agree to be bound by the NZR 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. | [Yes – clause X][No] |
| Cl 3.8(d) - 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. | [Yes – clause X][No] |

## Appendix 1 – Clauses relating to the election or appointment of Board Members

**Option 1 – Election of some Board Members and appointment of other Board Members**

If electing to utilise this option as the method through which Board Members are determined then you may wish to consider:

1. in relation to suggested clause X.1(a), whether you include the option for people to apply at the meeting if it is not uncommon for there to be an insufficient number of applicants;
2. in relation to suggested clause X.1(b), the level of detail to be included in the nominations form so that it is sufficiently detailed and includes a requirement for disclosure of any actual or potential conflicts of interests or if the person is involved/closely connected with a person or activity which has or may bring the Union or Rugby into disrepute or which may be prejudicial to the purposes or the interests of the Union and/or Rugby if they become a Board Member;
3. in relation to suggested clause X.1(d)(ii), X.1(e)(ii), X.2(f)(iv) and X.2(f)(v), whether it is appropriate for a recommendation from the Appointments Panel be made;
4. in relation to suggested clauses X.2(m) and (n), whether the Board should have the power to remove a member of the Appointment Panel where there is a conflict of interest; and
5. in relation to suggested clause X.1(f)(ii), whether another voting option/structure is more appropriate.

X.1 **Election and appointment of Board Members:** Board Members are appointed and elected as follows:

* + 1. The Appointment Panel must call for nominations for any Elected Board Member positions, and applications for any Appointed Board Member positions, in each case that are to be vacated by a date set by the Board and if no date is set, at least [insert number e.g. 90] days before the AGM.
		2. Applications and nominations are made in the forms decided by the Appointment Panel and must be received by the Appointment Panel by the date set by the Board and if no date is set, at least [insert number e.g. 60] days before the AGM.
		3. The Appointment Panel must undertake its responsibilities as set out in the clause headed “Appointment Panel”.
		4. At least [insert number e.g. 30] days before the AGM, the Appointment Panel:
			1. must notify the Board of the Appointed Board Member(s) who are to assume office; and
			2. may notify the Board of any recommended nominations whom it considers would best suit the vacant positions of Elected Board Members for consideration at the AGM.
		5. In turn, the Board must, at least [insert number e.g. 21] days before the AGM, notify the Members of:
			1. the Appointment Panel’s decision regarding any Appointed Board Members it has appointed;
			2. recommendations (if any) of nominations that the Appointment Panel considers would best suit the vacant positions of Elected Board Members; and
			3. the names of any other nominations for the vacant positions of Elected Board Members.
		6. Elections of the Elected Board Members at the AGM will take place as follows:
			1. if there are more nominees than number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes;
			2. those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
			3. if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
			4. if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

X.2 **Appointment Panel**:

* + 1. There will be a Board Appointment Panel (Appointment Panel) comprising of the following people (each a Panel Member):
			1. the Chair, or if the Chair is not eligible or willing to serve on the Appointment Panel or is seeking reappointment or re-election to the Board, then another Board Member who is eligible to serve on the Appointment Panel and is not seeking re-appointment or re-election to the Board as determined by the Board;
			2. a nominee who is independent of the Union and is experienced in governance and the functions and appointment process of board members in New Zealand, as determined by the Board;
			3. a nominee who is independent of the Board and has an interest and understanding of Rugby in New Zealand, as determined by the Board,

and the Appointment Panel must be diverse and inclusive and as a minimum must always have diversity of gender among its people.

* + 1. A person will not be eligible to be a Panel Member or remain as a Panel Member if any of the circumstances listed in clause [insert clause number relating to where a person would be disqualified from being a Board Member] have occurred or occur.
		2. If the Board as a whole has been removed, resigns en masse, or does not have a quorum and is unable to appoint the Appointments Panel, it will be appointed by NZRU.
		3. The convenor of the Appointment Panel is the person who is the Chair or the Board member referred to in category (i) of the composition of the Appointment Panel above.
		4. Panel Members remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Appointment Panel was established. A person is not eligible to serve on the Appointment Panel following the fifth anniversary of their first appointment to the Appointment Panel.
		5. The Appointment Panel is independent of the Board and is responsible for:
			1. advertising, identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
			2. receiving and assessing applications from candidates for appointment as Appointed Board Members, including undertaking such enquiries and holding interviews and meetings as it sees fit;
			3. deciding the candidates to be appointed as Appointed Board Members;
			4. receiving and assessing applications from candidates for election as Elected Board Members at an AGM, including undertaking such enquiries and holding interviews and meetings as it sees fit;
			5. recommending to the Members at, or prior to, an AGM at which any vacancy in the positions of Elected Board Member arises, the applicant(s) whom the Appointment Panel considers would best suit the positions.
		6. In determining the Appointed Board Members, [and recommending persons to be Elected Board Members], the Appointment Panel will do so based on merit and will consider the following factors about the candidate and the Board as a whole:
			1. prior experience as a director, trustee, officer or experience in any other governance role;
			2. knowledge of, and experience in Rugby organisations generally;
			3. understanding of the legal, regulatory, fiduciary and ethical obligations of Board Members;
			4. the desire for conflicts of interest on the Board to be minimised;
			5. the desire for a wide range of knowledge, skills, and experience on the Board; and
			6. the desire for diversity and inclusion on the Board.
		7. No Panel Member may seek to become a Board Member while a Panel Member.
		8. Unless otherwise set out in this Constitution, the Appointment Panel may decide its own process.
		9. The quorum for a meeting of the Appointment Panel is [insert number] Panel Members.
		10. Any decision of the Appointment Panel regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be [insert decision making threshold – for example, unanimous if panel consists of 3 people, or at least 75% if panel consists of 4 people].
		11. All information received by the Appointment Panel and its discussions must be kept confidential except to the extent required by law. Panel Members must notify the convenor of any potential conflict of interest in considering any candidate. If the convenor considers it appropriate to do so, they may require that Panel Member to vacate their position. If the convenor considers they may have a potential conflict of interest, they must notify the other Panel Members and the Board. If the Board considers it appropriate to do so, it may require that convenor to vacate their position.
		12. The Board may remove any Panel Member if the Board considers, in its sole discretion, that:
			1. that Panel Member has a conflict of interest which has not been satisfactorily resolved to the satisfaction of the Board; or
			2. there are circumstances which may give rise to a question of actual or apparent bias in the Appointment Panel’s composition and/or process.
		13. Before removing any Panel Member, the Board must:
			1. notify that Panel Member of its proposal to remove them;
			2. give that Panel Member and the other Panel Members the opportunity to make submissions on the proposed removal and the opportunity to be heard.
		14. Any vacancy in the Appointment Panel will be replaced by the person or organisation that appointed the Panel Member for which the vacancy arises.

**Option 2 – Election of all Board Members**

If electing to utilise this option as the method through which Board Members are determined then you may wish to consider:

1. in relation to suggested clause X.X(a), whether you include the option for people to apply at the meeting if it is not uncommon for there to be an insufficient number of applicants;
2. in relation to suggested clause X.X(b), the level of detail to be included in the nominations form so that it is sufficiently detailed and includes a requirement for disclosure of any actual or potential conflicts of interests or if the person is involved/closely connected with a person or activity which has or may bring the Union or Rugby into disrepute or which may be prejudicial to the purposes or the interests of the Union and/or Rugby if they become a Board Member; and
3. in relation to suggested clause X.X(e), whether another voting option/structure is more appropriate.

X.X **Election of Board Members:** Board Members are elected as follows:

* + 1. the Board must call for nominations for any Elected Board Member positions that are to be vacated at an AGM at least [insert number e.g. 90] days before the AGM;
		2. nominations are made in the form decided by the Board and must be received by the date set by the Board and if no date is set, at least [insert number e.g. 60] days before the AGM;
		3. the Board must give notice of the nominations to all Members at least [insert number e.g. 21] days before the AGM;
		4. at the AGM, if there are more nominees than number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes;
		5. those nominees who have the highest number of votes in their favour to fit the number of vacant positions will be declared elected;
		6. if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
		7. if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

## Appendix 2 – Clauses relating to Dispute Resolution

1. DISPUTE RESOLUTION
	1. **Definitions:** In this Clause X:
		1. a **Board Member** is a reference to a Board Member, as defined in clause [insert reference to definitions clause], acting in their capacity as a Board Member;
		2. **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers, Board Members and the Union, that relates to an allegation that:
			1. a Member, Officer or Board Member has engaged in misconduct; or
			2. a Member, Officer or Board Member has breached, or is likely to breach, a duty under this Constitution or the Act; or
			3. the Union has breached, or is likely to breach, a duty under this Constitution or the Act; or
			4. a Member’s rights or interests as a member have been damaged or Members’ rights or interests generally have been damaged;
		3. **DisputesProcedure** means the procedure for resolving a Dispute set out in clauses X.5 to X.13;
		4. a **Member** is a reference to a Member, as defined in clause [insert reference to definitions clause], acting in their capacity as a Member;
		5. an **Officer** is a reference to an Officer, as defined in clause [insert reference to definitions clause], acting in their capacity as an Officer;
	2. **Application of other legislation to a Dispute:** The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation. As an example, the Employment Relations Authority has exclusive jurisdiction to make determinations about employment relationships problems.
	3. **Application of other procedures under this Constitution or in a Regulation**
		1. If the Dispute is dealt with by a separate procedure under this Constitution or in a rule or policy issued by the Union (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.
		2. If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.
	4. **Application** **of the Disputes Procedure:** If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.
	5. **Raising a complaint**
		1. A Member or an Officer or a Board Member may start the Disputes Procedure by giving written notice (a **Complaint**) to the Board setting out:
			1. the allegation to which the dispute relates and who the allegation is against; and
			2. any other information reasonably required by the Union.
		2. The Union may make a Complaint involving an allegation against a Member or an Officer or a Board Member by giving notice to the person concerned setting out the allegation to which the Dispute relates.
		3. The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
	6. **Investigating and determining Disputes**
		1. Unless otherwise provided, the Union must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.
		2. Disputes must be dealt with in a fair, efficient, and effective manner.
	7. **Decision to not proceed with a matter:** Despite the contents of the Disputes Procedure, the Union may decide not to proceed with a matter if:
		1. the Complaint is trivial; or
		2. the Complaint does not appear to disclose or involve any allegation of the following kind:
			1. any material misconduct; or
			2. any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
			3. any material damage to a Member’s rights or interests or Members’ rights or interests generally; or
		3. the Complaint appears to be without foundation or there is no apparent evidence to support it; or
		4. the person who makes the Complaint has an insignificant interest in the matter; or
		5. the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution;
		6. there has been an undue delay in making the Complaint; or
		7. the Complaint involves two Members who are also members of an organisation (**Organisation X**) which is also a Member of the Union and the Complaint has either been dealt with by Organisation X or is required to be, pursuant to the dispute resolution procedures of Organisation X.
	8. **Complaint may be referred:** The Union may refer a Complaint to:
		1. a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, including an arbitral tribunal (**Hearing Body**); or
		2. a subcommittee or an external person to investigate and report; or
		3. any type of consensual dispute resolution with the consent of all parties to the Complaint.
	9. **Hearing Body:** The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.
	10. **Bias**: An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Board or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:
		1. impartial; or
		2. able to consider the matter without a predetermined view.
	11. **Complainant’s right to be heard**
		1. The Member or Officer or Board Member has a right to be heard before the Complaint is resolved or any outcome is determined. If the Union makes a Complaint, the Union has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member or other person authorised, delegated or appointed by the Board may exercise that right on behalf of the Union.
		2. A Member or Officer or Board Member or the Union must be taken to have been given the right if:
			1. the Member or Officer or Board Member or the Union has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
			2. an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
			3. an oral hearing, if any, is held before the Hearing Body; and
			4. the Member’s or Officer’s or Board Member’s or the Union’s written statement or submission, if any, are considered by the Hearing Body.
	12. **Respondent’s right to be heard**
		1. The Member or Officer or Board Member who, or the Union which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is the Union, a Board Member or other person authorised, delegated or appointed by the Board may exercise the right on behalf of the Union. A Respondent must be taken to have been given the right if:
			1. the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
			2. the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
			3. an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
			4. an oral hearing, if any, is held before the Hearing Body; and
			5. the Respondent’s written statement or submissions, if any, are considered by the Hearing Body.
	13. **Appeals:** There is no right of appeal or right of review of a decision unless specified.

## Appendix 3 – Clauses relating to AGM Procedure

* 1. **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.
	2. **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting’s start time. The quorum for a General Meeting is [insert percentage]% of the Members who are entitled to vote, including Members present by casting votes by electronic means or by proxy. The quorum must always be present during the General Meeting.
	3. **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM’s scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM’s scheduled start time are deemed to constitute a valid quorum.
	4. **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
	5. **Control of General Meetings:** [insert position/role – i.e. Board Chair/President] chairs General Meetings. If that person is unavailable, a Board Member (appointed by the Board) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.
	6. **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or the giving of notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:
		1. the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
		2. a motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.
	7. **Attendance:** Members and any other persons invited by the Board are eligible to attend and speak at General Meetings.
	8. **Voting:** The voting entitlement for each Member eligible to vote is as follows: [insert voting entitlements and structure].
	9. **Voting by electronic means:** Voting by electronic means is permitted.
	10. **Voting by proxy:** Proxy voting is permitted. The chair of the General Meeting must receive notice of the proxy signed by the Member prior to the start of the meeting. The form of the proxy is: *I [insert name] of [insert address] being a member of [organisation] appoint [insert name of proxy] as my proxy to speak [and vote] for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting. I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against]*.
	11. **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or [insert number] of Members or as otherwise required under this Constitution.
	12. **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.