

WELLINGTON COLLEGE OLD BOYS AND VICTORIA UNIVERSITY RUGBY FOOTBALL CLUB INCORPORATED CONSTITUTION

I certify that this is the constitution of Wellington College Old Boys and Victoria
Rugby Football Club Incorporated adopted by
Resolution dated 2010

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RULES OF WELLINGTON COLLEGE OLD BOYS AND VICTORIA UNIVERSITY RUGBY FOOTBALL CLUB INCORPORATED

THE CLUB

NAME

- 1 The name of the Club is Wellington "College Old Boys' and Victoria University Rugby Football Club Incorporated" ("the Club")("OBU").
- 2 The Club is constituted by resolution dated day of 2010.

OBJECTS OF THE CLUB

- 3 The objects of the Club shall be:
 - 3.1 To play, promote, foster, encourage and otherwise participate in the game of Rugby Union Football as an amateur and/or professional code.
 - 3.2 To provide a means of management and control of the Club.
 - 3.3 To promote and encourage physical fitness and physical and recreational activities of all kinds.
 - 3.4 To provide training, social and recreational amenities and facilities for any or all members of the Club.
 - 3.5 To promote social contact with past players and officials.
 - 3.6 To promote the development of players, coaches, officials, and culture within the Club.
- 4 To maintain a liaison with the Wellington Rugby Football Union, The New Zealand Universities Rugby Football Council (Incorporated) and through these organisations, the New Zealand Rugby Football Union. Pecuniary gain is not an object of the Club.

POWERS OF THE CLUB

- 5 The powers of the Club shall be:
 - 5.1 To provide facilities and amenities including (by way of example only) clubrooms or similar amenities for the use of members and to make the same available to other persons on whatsoever terms and conditions the Executive may think fit.

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- 5.2 To purchase, lease, erect or otherwise acquire land, buildings and all real and personal property which may be considered to be desirable and to manage, maintain, improve, exchange, lease, mortgage, dispose of or otherwise deal with any such property or any part thereof.
 - 5.3 To raise or borrow money in such a manner as the Club thinks fit including upon the security of any mortgage, debenture or other charge over all or any part of the Club's property and to give any bond, guarantee or indemnity as may be deemed necessary or expedient.
 - 5.4 To invest and deal with the funds of the Club upon such securities or otherwise in such manner as the Club may think fit. This may include opening and operating trading and savings bank accounts.
 - 5.5 To employ staff, and engage agents and appoint representatives as is necessary.
 - 5.6 To appoint trustees of all or any of the funds or property of the Club and to vest such funds or property in such trustees.
 - 5.7 To permit and publish any newspapers, magazines, websites (including social networking websites and blogs), periodicals, books, leaflets, films, videos, compact discs and other such descriptive informative or educational material as the Club may think fit.
 - 5.8 To establish, support or aid any charitable sporting or recreational institution, trust or association and to make payments towards any benevolent objects as the Club may think fit.
 - 5.9 To facilitate and terminate the membership of members of the Club.
 - 5.10 To settle questions or disputes referred to the Club and discipline members of the Club pursuant to the Rules and the Club's Code of Conduct.
 - 5.11 Do anything necessary or helpful which the Club may consider to be incidental or conducive to carrying into effect or attaining any of the objects of the Club.

UNIFORM

- 6 The colours of the Club shall be green, white, black, blue and gold. The Executive shall have the power to approve any uniform style it thinks appropriate for teams playing for the Club and may change the uniform and/or colours of the Club from time to time as it sees fit.

HEADQUARTERS

- 7 The headquarters of the Club shall be located as such a place the Executive decides from time to time.

SEASON

- 8 For the purposes of this constitution a season shall be deemed to commence immediately upon the closing of an Annual General Meeting from which time all members of the Executive elected or appointed at such meeting shall take office.

SIGNING OF DOCUMENTS

- 9 The Club shall have a common seal.
- 10 The Common Seal of the Club shall remain in the custody of the Secretary at the registered office of the Club and shall only be affixed to any deed or document or instrument in pursuance of a resolution of the Executive and in the presence of the Chairman and two other members of the Executive.
- 11 General Documentation shall be executed on behalf of the Club if it is signed by the Chairman.
- 12 Financial Documentation shall be executed on behalf of the Club if it is signed by the Chairman and any one of the other members of the Executive.

PRIVACY ACT

- 13 Pursuant to the Privacy Act 1993, membership in the Club is conditional on each member irrevocably consenting to personal information in the form of his/her name, residential address, office held, telephone number, and email being included in a membership list supplied by the Club to the Wellington Rugby Football Union for any one or more of the following purposes:
- 13.1 For its records;
- 13.2 Publication and distribution in the Wellington Rugby Football Union's handbook;

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- 13.3 Lodging nominations for trial and representative play;
 - 13.4 Forwarding to New Zealand Rugby Football Union, and The New Zealand Universities Rugby Football Council (Incorporated) for their records.

STRUCTURE OF THE CLUB

- 14 Responsibility for the management of the Club is vested in the Executive elected annually in accordance with this Constitution.
- 15 The Executive may at any time authorise and appoint any Sub-Committee(s), sections or other bodies as it may deem necessary or expedient. The Executive may revoke any such authority or appointment at any time.
- 16 Any section or other body authorised and appointed under the authority of the Executive and any amendment or variation of them shall likewise require the approval of the Executive.

THE EXECUTIVE

- 17 The Club shall have an Executive, comprising of the following persons:
 - 17.1 The President;
 - 17.2 The Chairman;
 - 17.3 The Club Captain(s);
 - 17.4 The Secretary;
 - 17.5 The Treasurer;
 - 17.6 The delegate to the Wellington Rugby Football Union; and
 - 17.7 Any other members as the Club shall decide from time to time.
- 18 Only members of the Club may be Executive members.
- 19 There shall be a minimum of 5 Executive members.

ROLE OF THE EXECUTIVE

- 20 Subject to the rules of the Club ("the Rules"), the role of the Executive is to:
 - 20.1 Administer, manage, and control the Club.

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- 20.2 Carry out the objects and purposes of the Club, and use money and other assets to do that.
 - 20.3 Manage the Club's bank accounts.
 - 20.4 Distribute minutes of its meetings.
 - 20.5 Ensure that all members follow the Club rules as set out in this constitution and the Code of Conduct.
 - 20.6 Determine and implement procedures for dealing with complaints and disciplinary matters.
 - 20.7 Set membership fees, including subscriptions and levies.
 - 20.8 Provide a half yearly report to all members.
 - 20.9 Make regulations.
 - 20.10 Consider such other business as the Executive shall determine in its sole discretion.

NOMINATION OF EXECUTIVE MEMBERS

- 21 Nominations for members of the Executive shall be called for at least 21 days before notice of an Annual General Meeting. Each candidate shall be proposed and seconded in writing by members and the completed nomination delivered to the Secretary at least 5 days before notice of the Annual General Meeting is sent to financial members. All retiring members of the Executive shall be eligible for re-election.
- 22 If the position of any Executive member becomes vacant at any time, the Executive shall appoint another Executive member to fill that vacancy until the next Annual General Meeting.

APPOINTMENT OF EXECUTIVE MEMBERS

- 23 At the Annual General Meeting, the members may decide by majority vote:
 - 23.1 The size of the Executive, provided that the Executive is no less than 5 as set out in clause 17 above;
 - 23.2 Who will have the title of President, Chairman, Club Captain(s), Secretary, Treasurer, and Vice-President(s) (if any);

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- 23.3 Whether any Executive member may have more than one title;
 - 23.4 How long each person will be an Executive member ('the Term'). Typically, all members will hold office until the conclusion of the next Annual General Meeting of the Club unless they sooner retire, die, become incapacitated or are expelled from office in accordance with clause 93 of this constitution.
 - 23.5 No person will be eligible to be or remain a Executive member or sub-committee member, or member of any section or other body appointed by the Executive unless that person is a financial member at all relevant times.

CESSATION OF COMMITTEE MEMBERS

- 24 Persons cease to be Executive members when:
 - 24.1 They resign by giving written notice to the Executive.
 - 24.2 They are removed by majority vote of the Club at a Club Meeting.
 - 24.3 Their term expires.
 - 24.4 They cease to be a financial member.
- 25 If a person ceases to be an Executive member, that person must return all Club documents and property to the Executive within 3 weeks.

PROCEDURES FOR THE EXECUTIVE

- 26 The Executive will at the Annual General Meeting or as soon as practicable after the Annual General Meeting appoint an Operational Rugby Sub-Committee comprising of the Chairman, Club Captain(s), the Treasurer and any other members of the Club that the Executive will decide from time to time.
- 27 The Operational Rugby Sub-Committee will be empowered to take all Operational Decisions which might properly be taken by the Executive, but which must be taken before an Executive Meeting, Annual General Meeting, or Special General Meeting may be convened.
- 28 After the Annual General Meeting the Honorary Solicitor for the Club (who may be appointed by the Executive from time to time) will attend the first meeting of the Executive and explain to each and

every member of the Executive the law relating to the fiduciary powers, duties, responsibilities and personal liabilities that are inherent in such role.

- 29 The Executive may seek advice from any member of the Club who is not a member of the Executive and for that purpose such person or persons may attend meetings of the Executive at the invitation of the Chairman but shall have no voting rights.
- 30 The Executive has all the powers of the Club, unless the Executive's power is limited by this Constitution, or by a majority decision of the Club in the General Meeting.
- 31 Decisions of the Executive shall bind the Club, unless the Executive's power is limited by these Rules or by a majority decision of the Club.
- 32 Pursuant to clause 93 of this Constitution, any Executive member may face penalties for any breach, including but not limited to expulsion from office on the same grounds and in the same manner as any member being expelled from the Club in the General Meeting.
- 33 No Executive member shall be personally liable for the acts, receipts, neglects, or defaults of any other Executive member or for any loss, damage, or misfortune which shall occur during the execution of the duties of their office or in relation thereto unless it shall result from their own wilful default or dishonesty.

MANAGEMENT OF THE CLUB

ANNUAL GENERAL MEETING

- 34 The Annual General Meeting of the Club will be held within 6 months of the end of the financial year.
- 35 At least 21 days notice of the date, time, place and business of the Annual General Meeting will be forwarded by means of post, facsimile transmission or email to every financial member for the time being at their last known address and listed on the Club's website and published in a daily Wellington newspaper not less than 14 days prior to the date of the proposed Annual General Meeting. Notice of the Annual General Meeting will be accompanied by the Club's audited Financial Statements, the Auditor's Report, notice and material regarding the nomination of Executive members and the Club's Annual Report (or indication of how to access the Annual Report if not enclosed).

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- 36 All Annual General Meetings or Special General Meetings will be chaired by the Chairman or in the Chairman's absence by the Treasurer or the Secretary. In the event neither of the foregoing members are present, those attending the Annual General meeting or Special General Meeting will elect a Chairman of that Meeting.
- 37 The business of the Annual General Meeting will be to:
- 37.1 Receive the Executive's annual report and the financial statements presented in accordance with clause 106 of this constitution.
 - 37.2 Provide a list of Nominees for the Executive and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).
 - 37.3 Elect the Executive members for the ensuing year.
 - 37.4 Elect any Vice-President/s, who may hold the title of Vice-President for a term of 3 years, provided that person remains a financial member of the Club during that term;
 - 37.5 Receive the Chairman's report on the business of the Club;
 - 37.6 Elect delegates to any such Standing Executive, Wellington Rugby Football union Rugby Board, New Zealand Rugby Union, or association as the Club shall think fit.
 - 37.7 Provide any minutes of the previous meeting(s);
 - 37.8 Transact any business pertaining to any subject raised by a financial member.
 - 37.9 Receive the Treasurer's report on the finances of the Club, and the Statement of Accounts;
 - 37.10 Consider any motions;
 - 37.11 Determine and undertake any general business;
 - 37.12 Set the active and honorary subscriptions plus any deposits and rebates related thereto for the ensuing season.
 - 37.13 Approve any plans for the balance of the current and/or the next calendar year/s.
 - 37.14 Such other business as the Executive will determine in its sole discretion.

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- 38 The order in which the business is transacted will be determined by the Chairman of the Meeting.

SPECIAL GENERAL MEETING

- 39 Further General Meetings of the Club known as Special General Meetings may be convened at any time by the Secretary or Chairman upon the written request of the Executive or upon the written request of not less than 20 financial members to transact such business specified in the application.
- 40 The Secretary will give all members at least 14 days written notice in the form set out in clause 35 of:
- 40.1 The business to be conducted at any Special General Meeting;
- 40.2 Notice of any motions and the Executive's recommendations about those motions. If the Secretary has sent notice to all members in good faith, the Meeting and its business will not be invalidated simply because 1 or more members do not receive the notice.

VOTING AT GENERAL MEETINGS

- 41 All members may attend and vote at General Meetings.
- 42 On any given motion at a General Meeting, the Chairman will in good faith determine whether to vote by:
- 42.1 Voices;
- 42.2 Show of hands; or
- 42.3 Secret ballot.
- 43 However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairman will have a casting vote.
- 44 Except as otherwise provided in this Constitution, all decisions at General Meetings will be made by a majority of votes taken as the Chairman of the meeting will direct but any 14 members may demand a poll by giving written notice to the Secretary at least 14 days before that meeting. The member may also provide information in support of that poll ("member's information"). The Executive may in its absolute discretion decide whether or not the Club will vote on

the poll. However, if the member's motion is signed by at least a quarter of all members:

- 44.1 It must be voted on at the Club Meeting; and
- 44.2 The Secretary must give the member's information to all members at least 7 days before the Club meeting; or
- 44.3 If the Secretary fails to do this, the Member has the right to raise the poll at the following club meeting.

45 In the case of equality of votes the Chairman of the meeting will have a second or casting vote.

46 No person will be eligible to vote at any General Meeting unless that person is a financial member.

47 All votes at any General Meeting will be recorded personally and no proxy will be recognised.

OPERATIONAL RUGBY SUB-COMMITTEE MEETINGS

48 The Operational Rugby Sub-Committee will meet once monthly or at the discretion of the Executive, and may do so by its members attending in person, by way of telephone conference, or other forms of electronic communication.

49 All decisions made by the Operational Rugby Sub-Committee will be reported by it to the next meeting of the Executive, Annual General Meeting or Special General Meeting (being whichever meeting is the first to arise) and recorded in the minutes of that meeting.

EXECUTIVE MEETINGS

50 The Executive will meet once monthly and may do so by its members attending in person, by way of telephone conference, or other forms of electronic communication.

51 All meetings of the Executive will be chaired by the Chairman. In the event of the Chairman is unavailable to attend a meeting/s of the Executive owing to illness or incapacity or for any other reason the remaining members for the Executive for the time being will appoint a Chairman for such period as may be expedient in the circumstances.

52 No business will be transacted at any meeting unless a quorum is present at the commencement of such business.

53 Decisions will be by majority vote.

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- 54 It is the duty of all members of the Executive to attend all meetings of the Executive provided that the Executive may at its discretion grant to any member leave of absence for such period as it sees fit. Should any member be absent from 3 consecutive meetings of the Executive meetings without a valid leave of absence such members will automatically cease to be members of the Executive.
- 55 Subject to these rules, the Executive may regulate its own practices.

QUORUM

- 56 Subject to clause 58 the quorum for any General Meeting will be constituted as the presence of 14 financial members at the meeting.
- 57 The quorum for any Executive Meeting will be the Chairman and any other 3 members of the Executive.
- 58 In the event that the quorum of any Meeting is not satisfied and the meeting is adjourned to a later date and time, the financial members who attend the General Meeting or Executive as the case may be at that later date or time will constitute a quorum.

SPECIFIC ROLES OF EXECUTIVE MEMBERS

- 59 The **President's** role is to:
- 59.1 Provide formal leadership to the Club.
 - 59.2 Represent the Club and speak on behalf of the Club on formal and social occasions.
- 60 On appointment, the president holds a 2 year term with the right to be reappointed by the Club, provided that person remains a financial member of the Club throughout the duration of that period.
- 61 To be eligible for appointment, the President must have previously been appointed as a Vice-President of the Club.
- 62 The President's duties do not extend to being responsible for the Management of the Club, which rests with the Executive under the general direction of the elected Chairman.
- 63 The **Chairman's** role is to:
- 63.1 Ensure that the Rules are followed;

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- 63.2 Convene Meetings;
 - 63.3 Chair all Executive Meetings, deciding who may speak and when;
 - 63.4 Oversee the operation of the Club;
 - 63.5 Give a report on the operation of the Club at each Annual General Meeting;
 - 63.6 Advise the Registrar of Incorporated Societies of any rule changes or alterations or fundamental society changes;
 - 63.7 Undertake on behalf of the Executive such duties as it may require from time to time.
- 64 The **Club Captain(s)** role is to:
- 64.1 Meet and welcome new members.
 - 64.2 Generally supervise all team training and practices.
 - 64.3 To ensure that all requirements of the New Zealand Rugby Football Union, The New Zealand Universities Rugby Football Council (Incorporated) and the Wellington Rugby Football Union, particularly relating to grading and nomination of players, approval of team travel and other similar and associated matters are complied with.
 - 64.4 To arrange all pre-season selection trials and practice games and to oversee the initial and on-going selection of teams.
 - 64.5 Make final and binding decisions in cases where disputes have arisen relating to player selections.
 - 64.6 To assess the arrangements needed to host visiting teams and advise relevant Club personnel.
 - 64.7 To generally supervise all matters directly relating to the playing of rugby football in the Club.
 - 64.8 To do all such other acts relating to the affairs of the Club as the Executive may require.
- 65 The **Secretary's** role is to:
- 65.1 Call all General Meetings, and all meetings of the Executive, as required by this constitution;

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- 65.2 Keep the Register of Members;
 - 65.3 Hold the Club's records, documents, and books;
 - 65.4 Receive and reply to all correspondence and electronic communications, as required by the Committee;
 - 65.5 Retain the common seal of the Club;
 - 65.6 Disseminate all correspondence and electronic communications received by the Club to the relevant delegates and members.
 - 65.7 Record and distribute copies of all minutes of the Executive and of all Annual General Meetings and Special General Meetings to the following persons:
 - (a) All Life Members;
 - (b) The Club Auditor appointed by the Annual General Meeting each year;
 - (c) The Club Solicitor appointed by the Annual General Meeting each year;
 - (d) The Club President appointed by the Annual General Meeting each year.
- 66 The **Treasurer's** role is to:
- 66.1 Organise the collection of and account for all subscriptions, dominations and other monies due to the Club;
 - 66.2 Disburse funds of the Club as determined by the Executive;
 - 66.3 Keep a true and accurate record in the Club's account book, so that the Club's financial situation can be clearly understood at any point in time;
 - 66.4 Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Executive or a majority of the Club decides this in a meeting;
 - 66.5 Forward the annual financial statements for the Club to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting and to ensure all statutory provisions relating to the accounts of the Club are complied with.

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- 66.6 The Treasurer will be a signatory on every bank account operated by the Club.
- 66.7 The Treasurer will at the end of each playing season collect and keep safe until the following season all team Bank Accounts.
- 67 The role of **the delegate to the Wellington Rugby Football Union (“WRFU”)** is to:
- 67.1 Attend all Executive meetings and/or forward a written report to the WRFU.
- 67.2 To liaise with other members of the Club to gauge feedback on relevant club issues.
- 67.3 To offer support or help to other Club Committee members.
- 67.4 To attend all WRFU Board meetings. If unable to do so, then give apology notice to WRFU Amateur Dept and advise the Clubs alternate.
- 67.5 To be the conduit between the Club and WRFU Board ensuring two-way communication occurs.
- 67.6 Represent the Club at WRFU Board and WRFU Board at the Club, with representations always being balanced with the need to act in the best interests of rugby in Wellington.
- 67.7 To act as a liaison officer/volunteer for WRFU events/Club rugby activities.
- 67.8 To sit on sub-committees (including Disciplinary) within the WRFU Board to set and monitor rugby policy decisions.
- 68 All other members will have such duties as may from time to time be determined by the Executive.

CLUB MEMBERSHIP

TYPES OF MEMBERSHIP

- 69 A member is either an ordinary member, a life member, or an honorary member.
- 70 An ordinary member has the rights and responsibilities set out in these Rules.

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- 71 A life member is a person who is acknowledged as a longstanding member of the Club. A life member has all the rights and responsibilities of a financial member (including the right to vote), but does not have to pay fees, subscriptions, or levies.
- 72 An honorary member is a person who is acknowledged as providing or having provided important services to the Club. An honorary member has none of the rights or privileges of a member and will not be liable to pay any subscription but will be deemed a bona fide member of the Club entitled to all the benefits and privileges of the Club and will abide by the Rules of the Club and decisions made by the Executive.
- 73 An honorary patron is a Head Master of Wellington College or a Vice-Chancellor of Victoria University of Wellington or the representative of the Head Master of Wellington College or a Vice-Chancellor of Victoria University of Wellington. An honorary patron has none of the rights or privileges of a member and will not be liable to pay any subscription but will be deemed a bona fide member of the Club entitled to all the benefits and privileges of the Club and will abide by the Rules of the Club and decisions made by the Executive.
- 74 New or returning members may be admitted or readmitted to the Club by the President, Club Captain, Secretary or the Chairman provided that any person may also be admitted to membership by the Executive or at a General Meeting. All applications will be in such form as may from time to time be provided by the Executive for the purpose.

ACTIVE MEMBERS

- 75 An active member will cease to be a member in any of the following circumstances:
- 75.1 If the member, by notice in writing to the Secretary, resigns before the commencement of the Club playing season. Any member whose resignation has not been received by the commencement of the Club playing season will be deemed a member for that season;
- 75.2 If by one month of admission or readmission in any season the member has not paid the subscription for that season or the part thereof agreed by the Executive;
- 75.3 If the member has been expelled from the Club in accordance with clause 93 of this Constitution.

ADMISSION OF ACTIVE MEMBERS

- 76 To become an ordinary member, a person ("the Applicant") must:
- 76.1 Complete an application form, if the Executive requires this;
 - 76.2 Supply any other information the Executive requires; and
 - 76.3 Pay the joining and subscription fee, as they apply.
- 77 Additionally, for the sole purpose of disciplinary action by the Club, any person who has played or participated in a game of rugby for the Club (including having coached or been a spectator at any game) may be deemed to be an ordinary member of the Club.
- 78 The Executive may interview the Applicant when it considers Membership applications.
- 79 The Executive will have complete discretion when it decides whether or not to let the Applicant become an ordinary member. The Executive will advise the Applicant of its decision, and that decision will be final.

LIFE MEMBERS

- 80 An ordinary member may become a life member only if:
- 80.1 The Executive recommends that the Club should appoint the ordinary member as a life member; and
 - 80.2 The Club passes a resolution appointing the ordinary member as a life member by a two-thirds majority of those members present and voting.

HONORARY MEMBERS

- 81 An honorary member may be appointed by the Club if:
- 81.1 The Executive recommends that the Club should appoint that person as an honorary member; and
 - 81.2 The Club passes a resolution appointing that person as an honorary member by a two-thirds majority of those members present and voting.

HONORARY PATRONS

- 82 An honorary patron of the Club may be appointed by the Executive on the terms and conditions that the Executive deem appropriate.

MEMBERSHIP REGISTER

- 83 The Secretary will keep a register of members ("the Register"), which will contain the names, the addresses and telephone numbers of all members, and the dates at which they become members.
- 84 If a member's address or telephone number changes, that member will give a new address or telephone number to the Secretary.
- 85 Each member will provide such other details as the Executive requires.

CESSATION OF MEMBERSHIP

- 86 A person will cease to be a member of the Club if:
- 86.1 That person resigns by giving written notice to the secretary;
or
 - 86.2 That person becomes a member or affiliate of any other rugby club in the greater Wellington region; or
 - 86.3 That person has their membership terminated pursuant to a breach of clause 93 of this constitution.

RE-ADMISSION OF FORMER MEMBERS

- 87 Any former member who has resigned may apply for re-admission in the same way as a new applicant, but if the former member's membership was terminated by the Executive or the Club pursuant to any disciplinary process, the Applicant shall not be readmitted without the approval of the Executive.

OBLIGATIONS OF MEMBERS

- 88 All members (and Executive members) will promote the purposes of the Club and will do nothing to bring the Club into disrepute.

DISCIPLINARY PROCEDURES OF THE CLUB

- 87 The Executive may discipline any member(s) or team(s) of the Club provided notice of the Executive's decision to commence disciplinary action is issued to the member(s) or team(s) within the calendar year that the alleged disciplinary issue arose or within the time period at the discretion of the Executive for any breach/es of:
- 87.1 The Rules of the Club or any Regulations made thereunder;
 - 87.2 Any lawful direction of the Committee of the Club;
 - 87.3 The Wellington Rugby Football Union (Inc.) By-Laws;

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- 87.4 The New Zealand Rugby Union Disciplinary Rules ("the Black Book");
- 87.5 Criminal or summary offences related legislation; and
- 87.6 Fraudulent or dishonest behaviour.
- 88 Any contravention of clause 87 may result in the Executive investigating and determining the appropriate sanction for the offending member(s) or team(s).
- 89 If, for any reason whatsoever, the Executive is of the view that a member(s) or teams(s) has breached clause 87, the Executive may give written notice to the member(s) or team(s) setting out:
- 89.1 How the member(s) or team(s) is breaching clause 87;
- 89.2 That the member(s) or team(s) may come before the Executive sub-committee, (if the Executive so chooses) which consists of 3 members of the Executive, to discuss the issues that have arisen and what the member(s) or team(s) must do to remedy the situation or the repercussions the member(s) or team(s) faces.
- 89.3 This disciplinary hearing may be held on a date and time as set by the Executive sub-committee and the respective parties involved.
- 89.4 That, within 7 days of the member(s) or team(s) meeting with the Executive sub-committee or the date that was proposed for the disciplinary hearing, the Executive sub-committee may in its absolute discretion immediately impose any of the disciplinary penalties set out in clause 93.
- 89.5 That the member(s) or team(s) may appeal to the full Executive at the next Executive meeting by giving written notice to the Secretary ("disciplinary notice") within 7 days of the member(s) or team(s) receiving notice of the Executive sub-committee's decision.
- 90 Prior to the disciplinary hearing the Executive sub-committee must undertake an investigation of the alleged breach/es by the member(s) or team(s) involved.
- 91 A disciplinary hearing with the member(s) or team(s) will then be held on a date and time set by the Executive sub-committee that allows all parties directly involved with the matter to attend and have an

opportunity to be heard. The structure and procedure of the disciplinary hearing is at the discretion of the Executive sub-committee.

- 92 After the meeting the Executive sub-committee has 14 days to make its decision in the form of a written notice to the member involved.
- 93 The penalties available to the Executive sub-committee and Executive include but are not limited to any one or more of the following:
- 93.1 A caution, warning as to future conduct or reprimand;
 - 93.2 A fine not exceeding \$2,000.00 per member(s) and/or team(s);
 - 93.3 Reparation;
 - 93.4 Suspension for a specified number of matches or period of time;
 - 93.5 Exclusion orders from attending matches or having any involvement with any Club team(s) playing matches;
 - 93.6 Community or Club service at the Club's discretion;
 - 93.7 Suspension from involvement in rugby officiating and/or administration;
 - 93.8 Termination of the member(s) or team(s) membership of the Club; or
 - 93.9 Any other punishment that the Executive sub-committee or Executive on appeal deems appropriate.
- 94 The Executive has the full and binding discretion to impose a penalty for any breach or misconduct of any member(s) or team(s) as it deems appropriate from time to time.
- 95 The Executive has the discretion to rely on the Wellington Rugby Football Union (Inc.) By-Laws and the Black Book, but is in no way constrained by the timeframes or formalities of the same.
- 96 The Executive has the discretion to discipline any member(s) or team(s) of the Club where the Wellington Rugby Football Union or any other body has also disciplined the member(s) or team(s) for any breach of clause 87.

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- 97 The Executive sub-committee's notice of its decision must state that the member(s) or team(s) may appeal to the Executive at the next Executive Meeting by giving written notice to the Secretary ("disciplinary notice") within 7 days of the member(s) or team(s) receipt of the Executive sub-committee's decision.
- 98 If the member(s) or team(s) gives the member(s) or team(s) notice to the Secretary, the member(s) or team(s) will have the right to be heard at the next Executive Meeting. If the member(s) or team(s) chooses, the member(s) or team(s) may provide the Secretary with a written explanation of the events as the member(s) or team(s) sees them ("the explanation"), and the member(s) or team(s) may require the Secretary to give the explanation to every other member within 7 days of the Secretary receiving the explanation. If the member(s) or team(s) is not satisfied that the other Executive members have had sufficient opportunity to consider the explanation, the member(s) or team(s) may defer their right to be heard until the following Executive Meeting.
- 99 When the member(s) or team(s) is heard at a General Meeting, the Club may question the member(s) or team(s) and the Committee members.
- 100 The Executive shall then by majority vote decide whether to let the Executive's decision stand, or whether the Executive shall reconsider the penalty awarded. The Executive's decision will be final.
- 101 For the avoidance of doubt, the Executive may delegate its powers under clauses 87 to 97 to any sub-committee, adjuncts, sections or other bodies as it deems in its sole discretion appropriate from time to time.

MONEY AND OTHER ASSETS OF THE CLUB

USE OF MONEY AND OTHER ASSETS

- 102 The Club may only use money and other assets if:
- 102.1 It is for a purpose of the Club;
 - 102.2 It is not for the sole personal or individual benefit of any member; and
 - 102.3 That use has been approved by either the Executive or by majority vote of the Club.

JOINING FEE, SUBSCRIPTIONS AND LEVIES

- 103 The Club will decide by majority vote at a Club meeting:
- 103.1 What a member must pay to join the Club ("joining fee"); and
 - 103.2 What a member must pay in order to stay a member ("subscription") and how often the subscription must be paid.
 - 103.3 The Executive may by majority vote impose a fee or levies on members up to a maximum total of \$500.00 in any one financial year.
 - 103.4 All members except life members will pay to the Club a subscription for each season at a rate to be determined by each Annual General Meeting. All subscriptions will be paid to the Treasurer or such persons as the Treasurer may nominate before the first day of June in each season or, in the case of new or late returning active members joining or returning to the Club on or after the first day of June, within one month of admission or re-admission to the Club.
 - 103.5 If any member does not pay a subscription or levy by the date set by the Executive or the Club, that member will have a further period of 7 days to pay the subscription or levy. After the 7 day period, the member will (without being released from the obligation of payment have no membership rights and will not be entitled to participate in any Club activity until all arrears are paid, and the member's Membership will be suspended until all arrears are paid in full.

ADDITIONAL POWERS

- 104 The Club may:
- 104.1 Employ people for the purposes of the Club. An employee of the Club will be precluded from holding any elected position in the Club;
 - 104.2 Exercise any power a trustee might exercise;
 - 104.3 Invest in any investment that a trustee might invest in;
 - 104.4 Borrow money and provide security for that if authorised by majority vote at any Club meeting.

FINANCIAL

- 105 The financial year of the Club begins on 1 September every year and ends on 31 August of the next year.
- 106 The Club will ensure proper accounting records have been kept which present fairly the Club's financial position and financial performance. Financial statements will be presented by the Treasurer at each Annual General Meeting. This requirement also applies to the Executive, Sub-Committees, adjuncts, sections, teams and other bodies associated with the Club who may have cause to open bank accounts for which the Club has real or assumed responsibility.
- 107 Funds of the Club may be expended and liabilities incurred by the Club or the Executive, or any Sub-Committee, section, team or other body associated with the Club, only with the approval of the Executive and all or any other bank account or accounts shall be operated by the Treasurer and such other person or persons as authorised by the Executive as signatories to any particular account.
- 108 All funds received by or on behalf of the Club or other body associated with the Club will be banked in such bank account or accounts as may be determined by the Executive.
- 109 The Executive and every Sub-Committee will complete annual accounts within 2 calendar months of the conclusion of WRFU competition matches and forward these to the Treasurer who will include each such financial report in the Accounts of the Club presented to the Annual General meeting.
- 110 The Executive may direct at any time that an Interim Financial report, including details on any matter it deems relevant or expedient, be furnished to it in writing by the person or persons having control of any monies, funds, assets, or liabilities on behalf of the Club.

PAYMENTS

- 111 All payments made by the Club must be by Cheque or electronic transfer.
- 112 All cheques must be signed by the Chairman, or the Treasurer, or the Executive's duly appointed signatory and countersigned by one other Executive member. Every electronic transfer must be authorised by the Chairman, or the Treasurer, or the Executive's duly appointed signatory and countersigned by one other Executive member.

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- 113 The Club is authorised to receive donations as decided by the Executive from time to time. The Club is also authorised to make donations as decided by the Executive from time to time, provided the donations are pursuant to the objects of the Club.

APPOINTING AN AUDITOR

- 114 At an Annual General Meeting, the Club may by majority vote appoint someone to audit the Club ("the Auditor"). The Auditor will audit the Club's accounts, and will certify that they are correct. The Auditor must be a Chartered Accountant qualified to undertake an auditing assignment. If the Club appoints an Auditor who is unable to act for some reason, the Executive will appoint another Auditor as a replacement until the next Annual General Meeting.
- 115 The Auditor will be entitled to examine all the books of account and other documents of the Club in relation to the Club's accounts and will report to the next Annual General meeting and to the Executive when requested to do so and in such reports it will be stated whether in the Auditor's opinion the statement of income and expenditure and the balance sheet presented to the Annual General meeting or any other financial report so examined gives a true and fair view of the financial position of the Club.

ALTERING THE RULES

- 116 The Club may alter or replace these Rules at a General Meeting by a resolution passed by a two-thirds majority of those members present and voting.
- 117 Notwithstanding any other provision of these Rules, any proposed motion to amend or replace these Rules shall be signed by at least 14 members and given in writing to the Secretary at least 28 days before the General meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 118 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary will give to all members' written notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive has. Written notice will be deemed to be provided to all members if the proposed motion, the reasons for the proposal, and any recommendations the Executive has are published on the Club's Website at least 14 days before the General Meeting.

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- 119 When a rule change is approved by a General Meeting the Executive will cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form.

WINDING UP

- 120 If the Club is wound up:
- 120.1 The Club's debts, costs and liabilities shall be paid;
 - 120.2 Surplus money and other assets of the Club may be disposed of:
 - (a) By resolution; or
 - (b) According to the provisions in the Incorporated Societies Act 1908.
 - 120.3 No distribution may be made to any member.
 - 120.4 The surplus money and other assets shall be distributed to Victoria University of Wellington and Wellington College in the proportions and amounts that the Executive deem appropriate.

DEFINITIONS

121 In these Rules:

- 112.1 "Chairman" means a person in the Executive who Chairs meetings and undertakes the role defined in clause 63.
- 121.2 "Cheque" means a personal cheque or a bank cheque.
- 121.3 "Club meeting" means any Annual General Meeting, or any Special General Meeting, but not an Executive meeting.
- 121.4 "Club Website" means the Club's official website <http://obu.org.nz/entitypages/clubhome/default.aspx?pid=9988> or any other website that the Executive deems to be the Club's website from time to time.
- 121.5 "Code of Conduct" means the document attached as Schedule 1 to this constitution.
- 121.6 "electronic transfer" means a transfer of funds that is initiated by electronic means such as computer, telephone or ATM.
- 121.7 "Executive" means the Executive of the Club.
- 121.8 "Executive meeting" means a meeting of the Executive.
- 121.9 "Executive member" means any member who is on the Executive.
- 121.10 "Financial Documentation" means all documentation that relates to the finances of the Club.
- 121.11 "financial member" means an unsuspended member of the Club who has fully paid any subscription or fee deemed payable or is a unsuspended life member, honorary member, or an Executive member.
- 121.12 "financial year" means the year beginning and end as the Club decides for tax purposes.
- 121.13 "General Documentation" means all documentation that does not fit within the meaning of Financial Documentation.
- 121.14 "Majority vote" means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting.

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- 121.15 "meeting" means any General Meeting, any Special General Meeting, and any Executive Meeting as the case may be.
- 121.16 "money or other assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.
- 121.17 "Operational Decisions" means any decisions of the Club that are not of a financial nature, but relate to the day to day functioning of the Club.
- 121.18 "payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- 121.19 "Rules" means these rules, being the rules of the Club.
- 121.20 "Secretary" means a person in the Executive whose role is defined in clause 65 of the Constitution.
- 121.21 "security" shall have the meaning ascribed to that term in the Securities Act 1978 or any Act passed in substitution therefore.
- 121.22 "treasurer" means a person in the Executive whose role is defined in clause 66 of the Constitution.
- 121.23 "use money or other assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any way deal with, Money or other assets.
- 121.24 "written notice" means hand-written, printed or electronic communication of words or a combination of these methods."

INTERPRETATION

- 122 In this Constitution and in any other Regulations associated with this Constitution unless the context otherwise requires, any reference to:
- 122.1 Statutory provisions will be construed as references to those provisions as they may be amended or re-enacted or as their application is modified by other provisions from time to time.
- 122.2 Clauses are clauses to this Constitution, and any Annexures referred to form part of this Constitution.
- 122.3 Currency is to New Zealand currency.

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- 123 The plural includes the singular and vice versa and words importing gender imports all genders.
- 124 Any obligation not to do something will be deemed to include an obligation not to suffer, permit or cause that thing to be done.

SCHEDULE 1

CODE OF CONDUCT

Player Code of Conduct

- 1 Players must abide by the laws of the game.
- 2 Players must play their best and uphold fair play at all times.
- 3 Players must never argue with the referee.
- 4 Players must never put the Club into disrepute.
- 5 Players must control their temper at all times.
- 6 Players must play equally hard for themselves and their team.
- 7 Players must exemplify commitment to the Club and their team at all times. This includes attending all practices and matches.
- 8 Players must recognise the achievement of other players and applaud all good play, whether by your team or your opponent.
- 9 Players must aim to have fun and improve their skills.
- 10 Players must play for enjoyment.

Coach Code of Conduct

- 1 Coaches must positively reinforce the actions of players.
- 2 Coaches must lead by example.
- 3 Coaches must be honest and promote honesty among players.
- 4 Coaches must create an enjoyable environment in which to play the game.
- 5 Coaches must encourage team respect for referees.
- 6 Coaches must give all players the opportunity to participate in the game.
- 7 Coaches must encourage and foster fairness and discipline.
- 8 Coaches must be reasonable on the demand on player's time, energy, and enthusiasm.
- 9 Coaches must foster and encourage sportsmanship.

Spectator Code of Conduct

- 1 Spectators must be positive with the referee and never interfere with the referee.
- 2 Spectators must acknowledge the efforts of the referee.
- 3 Spectators must let players play their game, not your game.
- 4 Spectators must applaud the performance of both teams.
- 5 Spectators must praise efforts, not results.
- 6 Spectators must set an example for the players.