

**COUNTIES MANUKAU RUGBY FOOTBALL UNION
INCORPORATED**



FINAL COPY

30TH OCTOBER 2023

FIRST REGISTERED 1ST JUNE 1956

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PART 1: NAME AND COMPOSITION

1. **NAME:**

The name of the Union is “Counties Manukau Rugby Football Union Incorporated”.

2. **REGISTERED OFFICE:**

The registered office of the Union is at Pukekohe Stadium, Franklin Road, Pukekohe, or such other place as a general meeting may from time to time decide and notice of any change shall be given to the Registrar of Incorporated Societies.

3. **MEMBERSHIP OF NZ RUGBY (NZR):**

The Union must be affiliated to NZR, and shall be subject to, and abide by the rules and regulations of NZR, and any amendments and alterations to those rules and regulations as may be in force from time to time.

4. **COMPOSITION OF THE UNION:**

The Union comprises the Clubs listed in Schedule 1 of this Constitution and the Affiliated Bodies listed in Schedule 2 of this Constitution and such other Clubs and Affiliated Bodies which operate within the province, as may be admitted to the Union from time to time in accordance with the provisions of this Constitution.

5. **INCORPORATED SOCIETY:**

The Union shall be incorporated under the Incorporated Societies Act 2022. The Chief Executive Officer, P.O. Box 175, Pukekohe is the official contact person with the Registrar of Incorporated Societies.

6. **OBJECTS:**

6.1. The objects of the Union are:

- (a) To foster and encourage Rugby and supporters of Rugby throughout the Province at all levels (for example administrators, players, coaches and referees).
- (b) To arrange and participate in inter-provincial, trial and other Rugby matches, and to arrange matches and trials amongst Club teams.
- (c) To form and manage Union representative teams.
- (d) To control the conduct of Rugby in the province and by players belonging to Clubs.
- (e) To do all such other things as the Board may consider necessary or desirable to promote the interests of Rugby for the Union and the Province.

6.2. **Independent Construction:** It is declared that each of the objects set out in rule 6.1 are to be construed independently and are not to be limited by reference to any other objects recorded in rule 6.1. Each of the objects set out in rule 6.1 are independent objects of the Union.

7. POWERS

7.1. The powers of the Union are:

- (a) To arrange, regulate, control and manage international, inter-provincial and Club Rugby matches in accordance with NZR requirements and this Constitution, or as may be provided in the Union's By-laws and to regulate the conduct of players, officials, and where possible spectators.
- (b) To regulate the conduct of, and to discipline, players, officials, and where possible spectators, and to enact such By-laws as will give proper effect to such discipline.
- (c) To act as an appeal authority in the province in respect of all matters relating to Rugby played in the province or by players belonging to Clubs or Secondary Schools.
- (d) To admit new Members and withdraw, suspend or terminate membership or impose or set penalties for the breach of any rule or By-law of the Union or the bringing of the Union or Rugby into disrepute by any Member, or their members.
- (e) To apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Union; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Union's interests.
- (f) To appoint, elect or nominate persons to represent the Union for any purpose and to cover their expenses.
- (g) To delegate to any person(s) the powers of the Union to deal with any matters determined by the Union from time to time and if the Union considers appropriate, to allow the Board or other persons to delegate any of the powers delegated to the Board to such persons as the Board considers appropriate from time to time.
- (h) To apply for, purchase, or otherwise acquire any intellectual property rights in, or any secret or other information as to, any invention or property for any of the purposes of the Union and to use, exercise, develop, or grant licences in respect of the property, rights, or information so acquired.
- (i) To enter into partnership, a joint venture or any other arrangement for the sharing of surplus funds or resources, co-operation, or otherwise, with any person carrying on or about to carry on any business or transaction so as to directly or indirectly benefit the Union.
- (j) To subscribe to, or otherwise acquire, hold and sell shares, debentures, or other securities of any company.
- (k) To enter into any arrangements with any government or authority and to obtain from any such government or authority and exercise any rights, privileges, and concessions.
- (l) To construct, improve, maintain, develop, work, manage, carry out, or control all or any part of the property and rights of the Union.
- (m) To make grants of funds of the Union.

- (n) To lend and advance money or give credit to any person; guarantee and give guarantees and/or indemnify and give indemnities for the payment of money or the performance of contracts or obligations by any person; and otherwise, to assist any person.
- (o) To enter into any contract or arrangement for furthering any of the Objects.
- (p) To appoint and dismiss or retire employees.
- (q) To remunerate any person for services rendered or to be rendered.
- (r) To purchase, take, 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 Objects.
- (s) To sell, lease, mortgage, charge, exchange, dispose of, distribute or otherwise deal with any of the property of the Union, and to grant rights and privileges in respect of such property.
- (t) To borrow, raise or secure the payment of money including the granting of charges on all or any of the property of the Union (both present and future), and to purchase, redeem or pay off any such securities.
- (u) To invest and deal with the funds of the Union.
- (v) To render aid to:
 - (i) any player or team official who may be physically injured or disabled while, or as a result of, playing Rugby in any provincial or representative match including trial matches, or under the control, or with the sanction of the Union, or to any player who may be physically injured or disabled while training (including participating in a practice game of Rugby) with a representative team of the Union, under the authority of the Union.
 - (ii) any other person.
- (w) To provide trophies for competitions among Clubs, or to be awarded to Rugby teams, Clubs, or any individual member or members of them.
- (x) To set such fees as appropriate to the functions of the Union.
- (y) To make, amend, or rescind the Constitution and any By-law.
- (z) To do all things as are otherwise incidental to, or conducive to the attainment of the Objects.

7.2. Independent Construction:

It is declared that each of the powers set out in rule 7.1 are to be construed independently and are not to be limited by reference to any other powers recorded in rule 7.1. Each of the powers set out in rule 7.1 are independent powers of the Union.

PART II: MEMBERSHIP

8. CATEGORIES OF MEMBERS:

- 8.1. The members of the Union are considered to have consented to be members upon their election or appointment or acceptance as affiliated clubs or bodies and are as follows:
- (a) The Patron.
 - (b) The President.
 - (c) The Vice-President.
 - (d) The Life Members.
 - (e) The Clubs.
 - (f) The Affiliated Bodies.
 - (g) The Directors whether Elected, Appointed or Independent.
- 8.2. **Patron:** A patron of the Union shall be elected at each Annual General Meeting for a term of one year and hold office until the following Annual General Meeting. The Patron has the right to attend and to speak at General Meetings.
- 8.3. **President:** A President of the Union shall be elected at each Annual General Meeting for a term of one year and hold office until the following Annual General Meeting. The President shall chair all General Meetings. The President may only hold office for two consecutive years.
- 8.4. **Vice President:** A Vice President of the Union shall be elected at each Annual General Meeting for a term of one year and hold office until the following Annual General Meeting. The Vice President has the right to attend and speak at General Meetings. The Vice President may only hold office for two consecutive years.
- 8.5. **Life Members:** Life Members may be elected for outstanding service rendered to the Union if elected by a 75% majority of members entitled to vote at an Annual General Meeting. Life Members have the right to attend and to speak at General Meetings. The nomination process shall be carried out in accordance with the Life Membership Policy which also includes the rights of Life Members.
- 8.6. **Clubs:** The following provisions relate to Clubs:
- (a) Clubs at the Commencement Date are listed in Schedule 1. Any unincorporated body so listed will be deemed to have been duly incorporated for the purposes of this Rule if and for as long as it complies in good faith with such conditions as the Board imposes pursuant to Rule 8.6 (i).

Other associations may become Clubs as follows:

- (b) It shall submit with the application a copy of their constitution submitted under application to Incorporated Societies, or a copy duly authorised by officers of the club, the number of teams under its control and a statement of assets and financial accounts in the names of its administrative officers and their designation.
- (c) Within one week of receipt of any such application the Chief Executive Officer shall distribute to all Members a copy of the application and invite Members to express in writing to the Board their views on the application. The clubs will have 28 days from the date of dispatch to submit their views to the Board.

- (d) The Board will consider any such application at the Board meeting following the last date for Member comments under rule 8.6 (c). In deciding whether to recommend the applicant for membership as a Club, the Board will have regard to the interests of the current Clubs and the Union and Rugby in the Province.
- (e) The application will be considered at the next General Meeting that is no earlier than six weeks after receipt of the application by the Chief Executive Officer; and
- (f) If an application is approved at a General Meeting the applicant will be admitted as a Club and a Member from the date of such General Meeting or such other date as may be agreed by majority vote of the members at the General Meeting.
- (g) Prospective clubs may apply for temporary membership, without voting rights, for a maximum period of eighteen months whilst preparing for full membership approval.
- (h) Subject to the other provisions of this Constitution, a Club may not disaffiliate or otherwise withdraw from the Union without the prior written consent of the Board and may not be affiliated with any other Union without the prior written consent of the Board. Such consent will not be withheld provided all requirements under Rule 11 are met.
- (i) An application under Rule 8.6 may be entertained notwithstanding that it is made by an unincorporated body of persons if the Board determines that it is in the best interests of the Union to do so. Any approval of the application must be subject to ongoing compliance with such additional conditions of membership as the Board may from time to time in its sole discretion deem desirable for the purpose of complying with the Act and upholding the spirit of the Rules. Such conditions may include (but are not restricted to) the enrolment of members of the unincorporated body as Associate Members of the Union.

8.7. **Affiliated Bodies:** The following provisions relate to Affiliated Bodies:

- (a) The Affiliated Bodies at the Commencement Date are listed in Schedule 2. Any unincorporated body so listed will be deemed to have been duly incorporated for the purposes of this Rule if and for as long as it complies in good faith with such conditions as the Board imposes pursuant to Rule 8.7 (k).

Other duly incorporated associations may become Affiliated Bodies as follows:

- (b) A body of persons operating together in the province or having approval to operate in the province (the “applicant”) may apply to the Board to be recommended to the Union for membership as an Affiliated Body.
- (c) It shall submit with the application a copy of their constitution submitted under application to Incorporated Societies, or a copy duly authorised by officers of the affiliated body, a description of its interests related to Rugby and a statement of assets and financial accounts in the names of its administrative officers and their designation.
- (d) Within one week of receipt of any such application the Chief Executive Officer shall distribute to all Members a copy of the application and invite Members to express in writing to the Board their views on the application. The clubs will have 28 days from the date of dispatch to submit their views to the Board.

- (e) The Board will consider any such application at the Board meeting following the last date for Member comments under rule 8.7 (d). In deciding whether to recommend the applicant for membership as an Affiliated Body, the Board will have regard to the interests of the current Clubs, Affiliated Bodies, the Union and Rugby in the Province.
- (f) The application will be considered at the next General Meeting that is no earlier than six weeks after receipt of the application by the Chief Executive Officer.
- (g) If an application is approved at a General Meeting the applicant will be admitted as an Affiliated Body and a Member from the date of such General Meeting or such other date as may be agreed by majority vote of the members at the General Meeting.
- (h) The applicant affiliated body must accept grouping of like affiliated bodies if required by the Board.
- (i) Prospective affiliated bodies may apply for temporary membership, without voting rights, for a maximum period of eighteen months whilst preparing for full membership approval.
- (j) Subject to the other provisions of this Constitution, an Affiliated Body may not disaffiliate or otherwise withdraw from the Union without the prior written consent of the Board and may not be affiliated with any other Union without the prior written consent of the Board. Such consent will not be withheld provided all requirements under rule 11 are met.
- (k) An application under rule 8.7 (b) may be entertained notwithstanding that it is made by an unincorporated body of persons if the Board determines that it is in the best interests of the Union to do so. Any approval of the application must be subject to ongoing compliance with such additional conditions of membership as the Board may from time to time in its sole discretion deem desirable for the purpose of complying with the Act and upholding the spirit of the Rules. Such conditions may include (but are not restricted to) the enrolment of members of the unincorporated body as Associate Members of the Union.

8.8. **Directors:** Directors will be elected or appointed to the Board under rule 14.

9. **MEMBERSHIP FEES**

9.1. The Board shall determine:

- (a) The membership fee and/or other fees payable by clubs and affiliated bodies.
- (b) The due date for the fee(s), and
- (c) The manner of payment for the fees.

9.2. Clubs and affiliated bodies shall determine membership and other fees for their own members.

10. REGISTER OF MEMBERS

- 10.1. The CEO must maintain a register of members, containing the class of membership, member's name, last known contact details and the date their membership started.
- 10.2. All members shall provide written notice of any change to the details in rule 10.1 to the Union within thirty (30) days of the change occurring.
- 10.3. Any entry on the Register shall be available for inspection by Members and Board members, upon reasonable request and in compliance with the Privacy Act 2020.

11. TERMINATION OF MEMBERSHIP

11.1. **Termination of Membership:** A Member will cease to hold membership of the Union in the following circumstances:

- (a) A member shall have its or their membership of the Union terminated if any fees (including membership fees) or other payments to the Union are due and outstanding. Before such termination can occur, the Union must give the member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand if payment has not been received by the due date.
- (b) The Judicial Panel recommends such action under rule 24 following a fair and transparent disciplinary process conducted in accordance with NZR Disciplinary Rules.
- (c) A Club or Affiliated Body resigns from the Union by giving notice in writing, to the CEO but shall continue to be liable for money due to the Union and unpaid at the date of such resignation. Such resignation shall apply from the end of the current financial year and is subject to rules 8.6 (h) and 8.7 (j).
- (d) Any other Member may resign from the Union by giving notice in writing to the CEO. Such resignation shall be effective when accepted at the next Board Meeting.

11.2. **Participation:** A Club will cease to be a Member of the Union.

- (a) If it fails to field teams for regular competitions applicable to it and authorised by the Union; or
- (b) Dispensation may be granted by the Board to a club that is experiencing club membership difficulties, for a period of up to eighteen (18) months, without loss of membership for that period.
- (c) **Outstanding Obligations:** Any Member ceasing to be a Member of the Union shall do so without prejudice to the Union's right to recover any outstanding money payable to the Union or to insist on the performance of any obligation or prior arrangement up to and including the date of effective discontinuance of membership.

11.3. Membership which has been terminated under this Constitution, may be reinstated at the discretion of the Board if termination has occurred under rule 11.1(a) and 11.2.(a).

12. MEMBERS RIGHTS AND OBLIGATIONS

- 12.1. All Members agree to be bound by this Constitution and By-Laws of the Union and shall accept and enforce all decisions of the Union, the Board or other decision-making body duly constituted under this Constitution. All incorporated Members must ensure that their own members comply with this Rule. Any breach of any provisions of this Constitution or any act in a manner prejudicial to the interests of the Union will render that Member liable to suspension or termination of membership in accordance with rule 11 or to such other penalty the Board (where expulsion is not involved) may at its discretion see fit to impose.
- 12.2. Membership of the Union shall not confer on any Member any privilege or any estate proprietary right interest or share in the funds or property of the Union nor shall any Member be personally liable for any of the liabilities of the Union.

PART III: OFFICIALS AND BOARD OF MANAGEMENT

13. PATRON, PRESIDENT AND VICE-PRESIDENT

- 13.1. The Patron shall be elected annually at the Annual General Meeting from nominations received from Members no later than 21 days before the Annual General Meeting.
- 13.2. The President and Vice President shall be elected annually at the Annual General Meeting from nominations received from Members no later than 21 days before the Annual General Meeting.
- 13.3. If the office of the President, Vice President or Patron becomes vacant for any reason before the end of their respective terms of office, the following shall apply:
 - (a) the Board may decide that the vacancy need not be filled or may appoint such person who the Board considers appropriate to fill the position.
 - (b) any person nominated and elected or appointed under this rule holds office for the period commencing on the date of election or appointment and ending on the expiration of the term of office of the person whose office became vacant.

14. BOARD OF DIRECTORS

- 14.1. In order to qualify to serve on the Board of Directors a person must consent in writing and certify that they are not disqualified by any of the following factors:
 - (a) They must be 16 years of age or older.
 - (a) They cannot be a discharged bankrupt, have been prohibited from being a director of a company, or disqualified from being an officer of a charitable entity.
 - (b) They cannot have been convicted and sentenced for certain offending within the last seven (7) years (for example, any indictable crime that results in a term of home detention or imprisonment).
 - (c) They must not be subject to particular orders (for example, a banning order).
 - (d) They must be able to comply with any qualification contained in the constitution.

14.2. **Board of Director Duties**

The duties of the Board of Directors include the following:

- (a) To act in good faith and in the best interests of CMRFU and Rugby in general.
- (b) To exercise powers for proper purposes only.
- (c) To comply with the Incorporated Societies Act and the constitution.
- (d) To exercise reasonable care and diligence.
- (e) Not to create a substantial risk of serious loss to creditors.
- (f) Not to incur an obligation the Director doesn't reasonably believe the union can perform.

14.3. Membership of the Board of Directors

The Board of Directors shall consist of a total of 9 persons:

- (a) Three Club Rugby Directors
- (b) Three Independent Directors
- (c) Three Appointed Directors

The Board of Directors may co-opt an additional director at any time to ensure representation at the board table of specific skill sets including those related to diversity and inclusion.

14.4. **Election/Appointment of the Board of Directors**

The election/appointment process shall be carried out in accordance with the Union Policies relating to election and appointment of Directors.

14.5. The Club Rugby Directors are elected annually by their peers at a Club Leaders Group meeting in February and appointed directly onto the Board in accordance with the Union policy relating to election of Club Rugby Directors. Nominations for Club Rugby Directors close on 2nd February each year. Nominations may only be submitted by a senior club and must be seconded by another senior club.

14.6. The Independent and Appointed Directors are appointed by the Board Appointments Panel prior to the annual general meeting in accordance with the Union policy relating to Director appointments. Applications for Independent and Appointed Directors close on 2nd February each year.

14.7. The term of office for Club Rugby Directors shall be one year, and Independent and Appointed Directors shall be appointed for a three-year term.

14.8. The terms of office for Independent and Appointed Directors will be staggered to ensure a rotation of Board members over a three-year period. If the rotation of directors is affected due to a vacancy or any other reason, the term of office for a director may be reduced by agreement of the Board Appointments Panel and the director concerned. Any director may be re-elected or reappointed to a further subsequent term of office providing that the director's total service does not exceed nine years.

14.9. Cessation of Director

A director shall cease to hold office and shall be deemed to have retired if that director:

- (a) Resigns office.
- (b) Becomes bankrupt or insolvent.
- (c) Is convicted of an indictable offence.
- (d) Becomes incapable of acting (in which case and for avoidance of doubt, a majority decision of two thirds of the Board (excluding the person being voted on)) shall be determinative, notwithstanding who appointed such director.
- (e) Dies.
- (f) Is removed by resolution pursuant to rule 11.1 (b).

14.10. Vacancies on the Board

- (a) Vacancies on the Board of the three Club Rugby Directors, which occurs during any director's term of office, shall be filled by the Club Leader Group from nominations received from clubs. If more than one candidate is nominated to fill a position, then a vote will be taken by the Club Leader Group to determine the successful Club Rugby Director.
- (b) Vacancies on the Board of Independent or Appointed Directors, which occurs during any directors' term of office may be filled by the Board. The term of office for the director appointed to fill such vacancy shall expire at the time when the retired director would have retired by rotation.

15. **CONDUCT OF BOARD MEETINGS**

15.1. **Voting:** At all meetings of the Board:

- (a) Each director has one vote.
- (b) The Chairperson of the Board of Directors shall have a deliberative and casting vote.
- (c) The voting shall be taken on a show of hands unless a motion to take a ballot is carried.
- (d) No debate shall be permitted on a motion to take a ballot.

15.2. **Chairperson and Deputy Chairperson:** At the first meeting of the Board after an Annual General Meeting, the directors shall elect a Chairperson and Deputy Chairperson of the Board.

15.3. **Chairperson's Alternate:** If the Chairperson is not present at a Board meeting the Deputy Chairperson shall act as Chairperson of the Board; and if the Deputy Chairperson is not present, the members of the Board present at the Board meeting must elect a Chairperson for that meeting from their number.

15.4. **Method of Meeting:** A meeting of the Board may be held as follows:

- (a) By members of the Board who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or

- (b) By the contemporaneous linking together by means of audio, or audio and visual, communication by which all members of the Board participating and contributing to a quorum can simultaneously hear each other throughout the meeting.
- 15.5. **Resolution in Writing:** A resolution in writing signed or assented to by email or other form of electronic communication, is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held provided that the directors signing the resolution would constitute a quorum of the Board and would have power to pass such resolution at a meeting of the Board. Any such resolution may consist of several documents in similar form each signed by one or more directors. Any such document sent by a director by electronic means approved by the Board is deemed to have been signed by such director.
- 15.6. **Summoning a Meeting:** A meeting of the Board may be summoned by the Chief Executive Officer at any time and must be summoned by him or her on receipt of a written requisition signed by two directors. Such meeting shall be held within 5 days of receipt of such requisition. Prior written notice of any meeting of the Board must be given to each director two days before the meeting, and the notice must include the date, time and place of the meeting and the matters to be discussed.
- 15.7. **Quorum:** At any meeting of the Board, five directors shall form a quorum, including meetings held in accordance with rule 15.5.
- 15.8. **President:** The President and Vice President may attend meetings of the Board from time to time but are not entitled to vote at meetings of the Board.
- 15.9. **Qualification on Board Members:** No staff member directly employed by the Union may be elected to the Board.

16. POWERS AND DUTIES OF THE BOARD

- 16.1. **Board to Manage:** The Board shall manage the affairs of the Union and may exercise all powers of the Union not required by the Act or by this Constitution to be exercised by the Union at a General Meeting. In exercising such powers, the Board shall be bound by the provisions of the Incorporated Societies Act 2022, this Constitution and any By-law of the Union in force and to any direction or regulation made by the Union at a General Meeting not inconsistent with the Act or any provision of the Constitution or By-law of the Union in force. No regulation made by the Union at a General Meeting shall invalidate any prior act of the Board that would have been valid if that regulation had not been made.
- 16.2. Major Transactions: The Board must not enter into a Major Transaction unless the Major Transaction is:
 - (a) Approved by special resolution at a General Meeting; or
 - (b) Contingent on approval by special resolution at a General Meeting.
- 16.3. **Particular Powers:** Without limiting the generality of the powers conferred by rule 16.1 the Board has the following powers:
 - (a) To appoint from its own members or otherwise such committees as it may deem necessary from time to time to assist it in carrying out its duties and to fix and limit the powers and authorities of these committees and to delegate any of its powers to such committee or sub-committee.
 - (b) To appoint coaches and selectors for the Under 19's and above representative teams of the Union. Before coaches or selectors are appointed the positions must be advertised through the clubs and on digital channels and platforms and due regard must be given to applications received in response to such advertisements.

- (c) To determine all matters of policy concerning relationships with the NZR and other local or national authorities or bodies.
- (d) To determine all matters of policy relating to the promotion and sponsorship of the Union.
- (e) To appoint persons to represent the Union to the NZR and on other bodies as necessary.
- (f) To provide for the continuation and promotion of an association of referees.
- (g) To provide for the continuation of the Counties Manukau Junior Management Board and Counties Manukau Secondary Schools Advisory Board to generally promote the playing of Rugby at junior level and in schools.
- (h) To employ the services of a Chief Executive Officer and such other staff as may be required from time to time, including, without limiting the foregoing, coaching staff, team management, and players subject to rule 16.3 (b).
- (i) To make decisions on any matters concerning Rugby which are not, in the opinion of the Board, provided for by this Constitution or by any By-laws of the Union or the rules or regulations of NZR.
- (j) To hold enquiries into all questions and disputes at the written request of any Club, or other Member, relating to financial matters of the Union, such enquiries to be conducted in such manner as the Board may deem proper.
- (k) To make and amend By-laws of the Union, other than those relating to Club Rugby and governed by the Community Rugby Committee in accordance with rule 17. Such By-laws are required to be notified to the Members.
- (l) To approve the Union's strategic plan and budgets, monitor progress against these and take corrective action.
- (m) To appoint an Auditor.
- (n) To exercise all other powers of the Board provided for in this Constitution.

The decision of the Board on all questions and disputes relating to financial matters shall be final save and except that a Member may appeal such a decision to a General Meeting. Nothing in this rule shall prevent any Club, or other Member appealing to the NZR following any such decision of a General Meeting.

- 16.4. **Indemnity:** The Union will indemnify the directors in respect of all liabilities and expenses incurred by the directors in carrying out or attempting to carry out any of their powers under this Constitution or the By-laws and against all actions, proceedings, costs, expenses, claims and demands in respect of any matter done or omitted in relation to this Constitution unless done or omitted through their own dishonesty, default or negligence. The directors may retain and pay out of the funds of the Union all sums necessary to give effect to such indemnity.

PART IV: BOARD COMMITTEES

17. COMMUNITY RUGBY COMMITTEE

The Community Rugby Committee will comprise seven people including three Club Rugby Directors elected by the Club Leaders group, two additional club representatives elected by the Club Leaders Group, a Referees' Association representative and the CMRFU Head of Community Rugby.

The role of the Community Rugby Sub-Committee is to administer Club rugby in the province in accordance with Terms of Reference which are agreed by the Board and reviewed as required.

18. **BOARD APPOINTMENTS PANEL**

The Board Appointments Panel will be appointed by the Board not later than 2nd February each year or at such other time as directed by the Board following the resignation or removal of an Independent or Appointed Director. The Board Appointments Panel is responsible for appointment of the Independent and Appointed Directors in accordance with the Union policy on appointment of Independent and Appointed Directors.

19. **CLUB LEADERS GROUP**

The Club Leaders Group comprises the Chairs and/or Presidents (or their alternate) of each of the affiliated clubs. They are responsible for electing three Club Rugby Directors to serve on both the Board of Directors and the Community Rugby Committee and two additional club representatives to serve on the Community Rugby Committee. The Club Leader Group will operate in accordance with the Terms of Reference for the Club Leaders Group which may be reviewed as required.

20. **FINANCE, RISK AND AUDIT COMMITTEE**

A Finance, Risk and Audit Committee will be appointed annually and have responsibilities that accord with Terms of Reference which are agreed by the Board and reviewed as required. The role of the Finance, Risk and Audit Committee is to assist the Board to carry out its fiscal responsibilities.

21. **STANDING COMMITTEES OF THE BOARD**

The Board of Directors may from time to time appoint Committees to support its work and provide specialist advisory input to its decision-making. This may include but is not limited to a High-Performance Committee, a Commercial & Marketing Committee, and Special Projects Committee/s. Terms of Reference will be developed and agreed upon by the Board as required.

PART V: GENERAL MEETINGS

22. **GENERAL MEETINGS**

22.1. **Annual General Meeting:** The Annual General Meeting shall be held annually on a date fixed by the Board, being a date within 6 months of the end of the financial year, and of which not less than 28 days' notice has been given in writing to the Members. The Annual General Meeting may be conducted in person or electronically.

22.2. **Special Meetings:** A Special Meeting may be convened by the Chief Executive Officer at any time and shall be convened by him or her at the direction of the Board or on receipt of a requisition setting forth the object of the meeting and signed by not less than 9 of the Members eligible to attend and vote at any such meeting and representing at least three Clubs or Affiliated Bodies. A special meeting must be convened within 21 days of receiving the required requisition. Not less than seven days notice shall be given to Members of any Special Meeting of the Union. A Special Meeting may be conducted in person or electronically.

22.3. **Nominations:** Nominations for the positions of

(a) Patron, President, and Vice President as required under this Constitution shall be in the hands of the Chief Executive Officer no later than 21 days before the Annual General Meeting.

(b) Such nominations shall be acknowledged in writing and are to be sent to members 18 days before the date so fixed for the Annual General Meeting.

22.4. **Quorum:** A quorum for any General Meeting of the Union shall consist of at least 15 persons entitled to vote as set out in rule 23.2.

- 22.5. **Composition:** General Meetings may be attended by:
- (a) Members and their appointed delegates;
 - (b) Observers, invited persons and financial members of Clubs and Affiliated Bodies, who shall have no voting rights, and speaking rights only with permission from the chair.
- 22.6. **Club Delegates:** Each Club is entitled to be represented by delegates at a General Meeting as follows:
- (a) Clubs with one or two teams - one delegate;
 - (b) Clubs with three teams - two delegates;
 - (c) Clubs with four or more teams - three delegates.
- For the purpose of this rule 22.6 “team” means a team affiliated to and playing for that Club in grades Under 19 and above, taking a full part in club competition (by entering into and competing in all rounds of club competition for which it qualifies, being a club competition approved by the Community Rugby Committee in the season immediately preceding the date of the relevant General Meeting), and "team" includes a women’s team/s and the grade commonly referred to as “President’s”.
- 22.7. **Affiliated Bodies Delegates:** Each Affiliated Body is entitled to be represented at a General Meeting as follows:
- (a) Junior Management Board – one delegate.
 - (b) Referees Association - one delegate.
 - (c) Counties Māori Rugby – Tāmaki Ki Te Tonga - one delegate.
 - (d) Secondary Schools Advisory Board – one delegate.
- 22.8. **Notice of Appointment:** Each Club and Affiliated Body must provide to the Chief Executive Officer, no later than 5pm, 3 days prior to the commencement of a General Meeting, written notice of the delegates appointed by that Club or Affiliated Body. Such notice must be signed by the President or Chairperson or Secretary of the Club or Affiliated Body and in the form prescribed by the Union. If a delegate appointed to represent a Club or Affiliated Body is unable to attend a General Meeting that Club or Affiliated Body may register a substitute delegate at the General Meeting.
- 22.9. **Separate Delegates:** A delegate of one Member must not act as the delegate of another Member.
- 22.10. **Chairperson of General Meetings:** All General Meetings shall be chaired by the President, or in his or her absence, the Chairperson of the Board, or in the absence of both of these officers, a person appointed from the Board. The Chairperson of General Meetings shall in all cases have a casting vote only.
- 22.11. **Business at Annual General Meeting:** The business to be transacted at an Annual General Meeting is:
- (a) To confirm the minutes of the previous Annual General Meeting and any Special Meetings.
 - (b) To consider and to adopt the audited board annual report and Union’s financial statements for the past year.

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- (c) To elect the Patron, President and Vice President as provided for by this Constitution for the ensuing term.
- (d) To record the appointment of the Board Directors as provided for under rule 14.3.
- (e) To record the appointment of the Appeal Panel as provided for under rule 25.4.
- (f) To record membership of the Community Rugby Committee.
- (g) To consider and decide such special and other business of which due and proper notice has been given. Such business should be notified to the Union 21 days before the date of the General Meeting.
- (h) To consider other appropriate matters, subject to the approval of the Chairperson of the meeting.

22.12. **Notice of Business to Members:** The business to be conducted at an Annual General Meeting shall be sent to members 18 days before such Annual General Meeting.

23. VOTING

23.1. **Means of Voting:** The following provisions apply to voting at a General Meeting:

- (a) In respect of voting for Officers of the Union, where the number of persons nominated for an office of the Union exceeds the number required, the voting shall be by secret ballot and to be elected the nominee must achieve over 50% of the votes cast.
- (b) In respect of voting for Life Members, the voting shall be by secret ballot and to be elected the nominee must achieve over 75% of the votes cast.
- (c) Except as provided elsewhere in this Constitution, all other motions should be decided by a simple majority to be determined by the Chairperson on a show of hands, or by secret ballot if so determined by 50% of those present and qualified to vote, except for alterations to this constitution (under rule 33) and winding up (under rule 34) which shall be by 75% of the majority of those entitled to vote. There shall be no discussion on any motion to vote by secret ballot.
- (d) Where the Board considers it appropriate to do so, voting for a General Meeting may occur by post. For the purpose of this rule ‘post’ includes electronic mail, or other form of visible or other electronic communication. The procedure for postal voting shall be as specified in the General Meeting policies.

23.2. **Number of Votes:** Each of the following persons are entitled to one vote at a General Meeting:

- (a) Each Club delegate.
- (b) Each Affiliated Body delegate.

23.3. **Club and Affiliated Body Votes:** If a delegate of a Club or Affiliated Body is not able to attend a General Meeting, that absent delegate's vote may be exercised as an additional vote

by any other duly appointed delegate for that Club or Affiliated Body; or as the vote of a substitute delegate registered at the meeting in accordance with rule 22.8.

PART VI: DISPUTE RESOLUTION PROCEDURES

24. NZ RUGBY DISCIPLINARY RULES

The process for judicial procedures is governed by the NZR Disciplinary Rules. These Rules are based on the principles of natural justice which must be adhered to in all disciplinary proceedings. Such principles include the right for a defendant to know the evidence against them, the right to be heard, to be represented, to produce evidence and defend themselves before independent adjudicators. The Rules also provide for the right of a person found to be in breach of disciplinary rules to appeal a decision made by the Union directly to NZR.

25. JUDICIAL PANELS AND APPEAL COMMITTEES

- 25.1. **Judicial Panel:** The Chairperson of the Board shall appoint a Judicial Panel and the Chairperson of the Judicial Panel in accordance with NZR's Disciplinary Rules as may be amended or replaced by the NZR from time to time.
- 25.2. **Judicial Officers and Committees:** The Chairperson of the Judicial Panel shall appoint individual Judicial Officers or Judicial Committees of three persons from members of the Judicial Panel for the purpose of hearing and determining disciplinary proceedings in accordance with the NZR Disciplinary Rules.
- 25.3. **A Judicial Officer or Judicial Committee** shall have jurisdiction to hear and determine a misconduct complaint against a Union, Club, Player or Person which arises from any conduct, behaviour, statements or practices on or off the playing enclosure in accordance with the NZR Disciplinary Rules.
- 25.4. **Appeal Panel:** The Chairperson of the Board shall appoint a panel of individuals (the Appeal Panel) and also appoint the Chairperson of the Appeal Panel and has discretion to add further individuals to the Appeal Panel from time to time.
- 25.5. **Appeal Committees:** The Chairperson of the Appeal Panel shall appoint individual Appeal Committees of three persons from members of the Appeal Panel for the purpose of hearing appeals against decisions in relation to disciplinary proceedings.
- 25.6. Members of the Appeal Committee may not be employees or contractors of the Union, members of the Board, or of the management committee of any Club, or of an Affiliated Body, or a Judicial Panel provided however, for the avoidance of doubt, a person who acts for, or is appointed to an office of the Union in his or her professional capacity may be a member of an Appeal Panel (whether elected or co-opted) notwithstanding that such a person may in acting or having been appointed in such professional capacity be a contractor of the Union.
- 25.7. An appeal to the Appeal Panel may only be made on one or more of the following grounds:
 - (a) That natural justice was denied.
 - (b) That substantially new evidence has become available after the decision, which is being appealed, was made.
 - (c) In respect of a decision relating to misconduct involving the appellant, that the penalty was excessive or inappropriate.

- 25.8. **Right of Appeal:** Any persons against whom the Union has taken action under the Constitution, (excluding matters determined in accordance with the NZR Disciplinary Rules), shall have the right of appeal to the Appeal Committee on grounds described in rule 25.7 and such appeal must be lodged within fourteen (14) days of receiving notice of any penalty. A fee of \$500.00 plus GST payable to the Union must accompany such an appeal and to be retained if in the opinion of the Appeal Committee the appeal is found to be without merit.
- 25.9. The Appeal Committee will notify their decision to the Board and may, in its discretion, recommend to the Board, party to party costs against any party or parties to the appeal, on such basis as it may think fit.
- 25.10. **Notification of Penalty:** If the Union resolves to disqualify, suspend or expel any Member, or their members, such action shall be notified to the Chief Executive Officer who shall provide notice of such action to all Members throughout the Union and any such disqualification, suspension or expulsion shall be observed by the Union, and Member from the date of receipt of such notice.
- 25.11. **Judicial Powers of the Board:** The Board has the following discretionary powers of decision in addition to those set out elsewhere in this Constitution:
- (a) To decide all disputes under the Constitution, such decision to be final subject to appeal to the High Court. Nothing in this rule shall prevent any Member appealing to the NZR any such decision of the Board.

26. **CASES NOT PROVIDED FOR**

- 26.1. **Cases not Provided for:** The Board shall have the power to determine, in such manner as it deems expedient, any case or situation that in the opinion of the Board is not provided for in this Constitution.

PART VII – GENERAL PROVISIONS

27. **COLOURS**

- 27.1. The representative colours of the Union shall be red, black and white.
- 27.2. The colours to be worn by a Club are subject to the approval of the Community Rugby Committee. The Community Rugby Committee cannot approve colours for the Club which are in the same combination as the current colours registered on the register for any other Club.
- 27.3. A Club must ensure that its teams wear only the current colours approved and registered for that Club by the Community Rugby Committee provided that the teams may wear alternative colours for a particular match if the approved and registered colours are in the reasonable opinion of the Community Rugby Committee confusingly similar to the colours of the other team playing in that match and the Community Rugby Committee has approved such alternative colours.

28. REPRESENTATIVE TEAMS

- 28.1. **Inability to Play:** Any player who having been selected for a representative team or trial and who advises the selector of his inability to play, shall not be permitted to play for his or her Club on the date of such representative fixture without the special sanction of the Board. Should this rule be disobeyed, or the player refuse to play in the representative team or trial without good reason in the opinion of the Board, he or she shall be dealt with under rule 25.3.

29. NOTICES

- 29.1. **Manner of Notice:** A notice under these Rules may be given personally, by post, or by e-mail.
- 29.2. **Receipt of Notice:** A notice will be deemed to have been received:
- (a) **Personally Delivered:** if personally delivered, when received.
 - (b) **Sent:** if sent by post, three business days after it was sent.
 - (c) **Mail:** if sent by e-mail, on receipt by the sender of an e-mail message indicating that the e-mail has been opened at the recipient's terminal, provided that if a notice is received on a date that is not a business day or after 5 pm on a business day, it will be deemed to have been received on the next business day.

30. APPEAL TO NZR

- 30.1. **Appeal to NZR:** Where this constitution contemplates an appeal to NZR any such appeal shall be dealt with in such manner as may be determined and notified to the parties by the NZR. The Union and all other parties shall be given an opportunity to state their position and agree to accept and adhere to any decision of the NZR on such appeal.

31. ADMINISTRATION

- 31.1. **Financial Year:** The financial year of the Union shall close on the 31st day of December in each year or until changed at a General Meeting.
- 31.2. **Bank Account:** All funds of the Union shall be paid into a bank to the credit of the Union, and all expenditure must be passed by the Board and paid by electronic banking or direct credit signed by two signatories duly authorised by the Board.
- 31.3. **Audit and Auditors:** The accounts of the Union shall be prepared using XRB accounting standards and audited by an auditor who shall be appointed by the Board, and who shall not hold any other office of the Union.
- 31.4. **Accounts:** The Board shall cause true and fair accounts to be kept of the assets and liabilities of the Union, of all monies received or expended by the Union, and the matters in respect of which such receipts and expenditure may take place.
- 31.5. **Financial Statements:** At each Annual General Meeting the Board shall submit an annual report and lay before the meeting an income and expenditure account and a balance sheet showing the assets and liabilities of the Union. A copy of such annual report, accounts and balance sheet shall be delivered to each Member at least eighteen days before the said meeting.
- 31.6. **Accounts of Clubs and Affiliated Bodies:** Each Club and each Affiliated Body shall, prior to the first day in April in each year, forward to the Union a copy of their Annual

Report, including the Annual Accounts for the preceding year, as presented and received by each Club or Affiliated Body's Annual General Meeting.

- 31.7. **Conflicts of Interest:** People who have an interest in a matter must disclose their interest to the Union held in a Conflicts of Interest Register and must not participate in decisions, discussions or activities relating to that matter. This includes officers, Directors and members of Committees and advisory groups.
- 31.8. **Common Seal:** The common seal of the Union shall be kept in the control of the Chief Executive Officer and shall be affixed to any document pursuant only to a resolution of the Union or Board by two Directors or one Director and the Chief Executive Officer.
- 31.9. **Execution of Documents:** The Union shall sign documents pursuant to rule 31.8 as follows:
- (a) If a deed, under the common seal of the Union or by a duly authorised attorney of the Union.
 - (b) if a contract, by a person acting on behalf of the Union under the authority of the Board.
- 31.10. The Board has a duty to file an annual return with Registrar of Incorporated Societies within 6 months of the Union's financial year end as outlined in section 109 of the Incorporated Societies Act 2022.

32. APPLICATION OF INCOME

- 32.1. The income and property of the Union shall be applied solely towards the promotion of the Objects.
- 32.2. Except as provided in this Constitution:
- (a) No portion of the income or property of the Union shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Board Member or Officer; and
 - (b) No remuneration or benefit in money or money's worth shall be paid or given by the Union to any Member, Board Member or Officer.
- 32.3. Nothing in Rules 32.2(a) or (b) shall prevent payment in good faith of, or to any Member, Board Member or Officer for:
- (a) Any service actually rendered to the Union whether as an employee or otherwise.
 - (b) Goods supplied to the Union in the ordinary and usual course of operations.
 - (c) Interest on money borrowed from any Member, Board Member or Officer of the Union.
 - (d) Any out-of-pocket expenses incurred by any Member, Board Member, or Officer on behalf of the Union for any other reason
- 32.4. Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial dealing at arm's length in a similar transaction.

33. AMENDMENT TO RULES

- 33.1. **Amendment to Rules:** The rules of the Union shall be amended, added to, or repealed, or new rules shall be made only in accordance with a resolution passed at a General Meeting by a majority of not less than 75% of the persons present and entitled to vote thereat, and of which due notice has been given.
- 33.2. **Notice:** Notice of any amendment, repeal, addition or proposal for new rules, must be given in writing to the Chief Executive Officer at least 21 days before the meeting at which the amendment, repeal, addition or proposal for new rules is intended to be proposed and 18 days notice of such intention must be given by the Chief Executive Officer to the Members in writing.
- 33.3. No alteration to Rule 3 (Objects), Rule 32 (Application of Income) or Rule 34 (Winding Up) shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Constitution and shall be included and implied into any Constitution replacing this Constitution.
- 33.4. **Registration:** Any amendment, repeal, addition or alteration to the Constitution must be registered with the Incorporated Societies within 10 working days of a General Meeting and scheduled in this Constitution.

34. WINDING UP

- 34.1. **Winding Up:** In the event of the winding up of the Union or of its dissolution by any means whatever, all surplus assets, after the payment of all debts and liabilities and all legal claims against the Union have been satisfied, and after the payment of all costs, shall be paid or transferred to NZR to be applied by NZR for the promotion of Rugby in the Province.

35. CONSTITUTION

- 35.1. **Constitution:** This Constitution replaces all existing rules that are revoked from the Commencement Date.

36. DATE OF ADOPTION

- 36.1. This Constitution was adopted at the Annual General Meeting of the Union held at Pukekohe on this day of 30th October 2023.

37. DATE OF REGISTRATION

- 37.1. This Constitution was first registered under the Incorporated Societies Act on the 1st June 1956 and was previously updated in 2002.

PART VII: INTERPRETATION

38. DEFINITIONS:

In this Constitution, unless the context otherwise requires:

"Act" means the Incorporated Societies Act 2022.

"Affiliated Body," means a body of persons operating together with interests related to rugby elected as an affiliated body under rule 8.7, or which is listed in Schedule 2.

"Annual General Meeting" means a meeting of Members held under rule 22.1.

"Appeal Committee" means the committee constituted under rule 24.5.

"Appointed Directors" means persons appointed as members of the Board under rule 14.6.

"Appointments Panel" means the committee established under rule 18.

"Board" means the board of the Union as constituted under rule 14.

"By-laws" means the by-laws made by the Union, Board, or Community Rugby Committee.

"Chairperson of the Board of Directors" means the chairperson of the Board elected under rule 15.2.

"Chief Executive Officer" means the person appointed from time to time by the Board under rule 16.3 (h) as the chief executive officer of the Union.

"Club" means a body of persons operating together to form playing teams participating in competitive club rugby situated in the province or elsewhere as approved and affiliated to the Union under rule 8.6 or which is listed in Schedule 1.

Club Leaders Group means the Presidents or Chairs of clubs who meet to discuss common issues and have powers described in their Terms of Reference.

"Club Rugby Directors" means persons elected as members of the Board under rule 14.5.

"Commencement Date" means the date on which this Constitution becomes legally effective, namely the date on which it is duly registered in accordance with the Act.

"Community Rugby Committee" means a body recognised by the Union to represent clubs running the senior community game.

"Constitution" means this Constitution including the schedules annexed to this Constitution as amended from time to time as provided for herein.

"Counties Māori Rugby – Tāmaki Ki Te Tonga Incorporated" means the body recognised by the Board as representing Counties Manukau Māori Representative Rugby Club.

"Director" means a member of the Board elected or appointed under rules 14.

"Disciplinary Committee" means the committee appointed under rule 25.1.

"Disciplinary Rules" means NZ Rugby's Disciplinary Rules.

"General Meeting" means an Annual General Meeting or a Special Meeting

“Independent Directors” are people from outside the rugby community who have specialist business knowledge and expertise that can contribute to sound decision-making.

“Judicial Panel” means the panel constituted under rule 25.1.

"Junior Management Board" means the body recognised by the Union as the Counties Manukau Junior Management Board.

"Life Member" means a member admitted to membership of the Union under rule 8.5.

“Major Transaction” means an acquisition or disposal of assets, or incurrence of obligations or liabilities, that would fundamentally alter the financial position of the Union; or any other transaction that would fundamentally alter the nature or the substance of the Union, its location or operation.

"Member" means a member of the Union being any one of the persons listed in clause 8.1.

"NZR" means New Zealand Rugby (Incorporated).

"Objects" means the objects of the Union recorded in rule 6.

"Officer" means a person holding office in the Union as the Patron, President, Vice President or a Director.

"Patron" means the person elected under rule 8.2.

"President" and **"Vice President"** means the persons elected under rules 8.3 and 8.4.

"Province" means the area within the geographical boundaries of the Union's jurisdiction as determined by the NZR from time to time.

"Referees Association" means the Counties Manukau Rugby Referees Association.

"Rugby" means the game of Rugby Union football.

"Rules” means those rules which constitute this Constitution.

"Secondary Schools " means the body - Counties Manukau Secondary Schools Advisory Board - recognised by the Board as representing secondary schools in the province and which is affiliated to the Union.

"Special Meeting" means a meeting of Members held under rule 22.2.

"Union" means Counties Manukau Rugby Football Union Incorporated.

39. **INTERPRETATIONS:**

In this Constitution unless the context otherwise requires:

Constitution: references to the Constitution are references to this Constitution.

Defined Expressions: expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution.

Headings: headings are for ease of reference only and will not affect the interpretation of this Constitution.

Negative Obligations: any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done.

Plural and Singular words: implies the singular number will include the plural and vice versa.

Persons: references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organizations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality.

Rules: references to rules are references to rules in this Constitution; and

Statutes and Regulations: references to any statutory provision will include any statutory provision, which amends or replaces it, and any subordinate legislation made under it.

SCHEDULE 1

Clubs who are Members on the Commencement Date (Rule 8.6)

Ardmore Marist Rugby & Sports Club Inc.

Beachlands Maraetai Rugby Football Club Inc.

Bombay Rugby Football Club Inc.

Drury & Districts Rugby Football & Recreation Club Inc.

Karaka Rugby Football Club Inc.

Manurewa Rugby Football Club Inc.

Maramarua Rugby Football Club Inc.

Onewhero Rugby Football Club Inc.

Papakura Rugby Football Club Inc.

Patumahoe Rugby Football Club Inc.

Pukekohe Rugby Football Club Inc.

Puni Rugby Football & Sports Club Inc.

Te Kauwhata Rugby Sports Club Inc.

Te Kohanga Rugby Football Club Inc.

Tuakau Rugby Football Club Inc.

Waiuku Districts Rugby Football Club Inc.

Weymouth Rugby Football Club Inc.

SCHEDULE 2

Affiliated Bodies at the Commencement Date (Rule 8.7)

The Affiliated Bodies at the Commencement Date are:

1. Counties Manukau Secondary Schools Advisory Board
2. Counties Manukau Junior Management Board
3. Counties Manukau Rugby Referees' Association
4. Counties Māori Rugby - Tāmaki Ki Te Tonga