



CONSTITUTION AND RULES OF THE

WAIMEA OLD BOYS' RUGBY FOOTBALL CLUB INCORPORATED

RULE 1 - NAME.

The name of the Club shall be the "*Waimea Old Boys Rugby Football Club Incorporated*".

RULE 2 - OBJECTS.

The objects of the Club shall be:

- (a) To foster and encourage the playing of the game of Rugby Union Football, Cricket, Softball and any other amateur recreational or sporting activities, for the recreation or entertainment of members.
- (b) To provide means for management and control of the Club and the carrying on of the games of Rugby Union Football, Cricket, Softball and any other recreational or sporting activities in which the Club may be involved, and to abide by the Rules and Bylaws of the controlling bodies of these recreational and sporting activities.
- (c) To consider and discuss all questions affecting the interest of the Club and members of the Club.
- (d) To purchase, take upon lease, hire, or otherwise acquire and hold real and personal property, rights and privileges which the Club may deem necessary or convenient to the attainment of any of the foregoing objects.
- (e) To construct, maintain and alter any buildings and works necessary or convenient to the attainment of any of the foregoing objects.
- (f) To sell, lease, mortgage, charge, or otherwise dispose of any of the property of the Club, and to grant such rights and privileges there over as the Club may from time to time think necessary or proper.
- (g) To borrow money by way of bank overdraft or otherwise and to give such security overall and any of the assets and property of the Club as is deemed necessary and proper.
- (h) To invest the funds of the Club upon such securities and in such manner as is authorised by the Rules.
- (i) To raise money by subscription or any other means and to grant rights and privileges to subscribers.
- (j) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- (k) To amalgamate with any other Club or Incorporated Society, in the furtherance of the aims and objectives of the Club.

RULE 3 - SUBSCRIPTIONS.

- (a) The Annual Subscription payable by active members shall be fixed from time to time by the Club Management Group of the Club.
- (b) "Active member" shall be considered to be a "playing" member of any of the Club's recreational or sporting activities.
- (c) The Club Management Group shall have power to reduce the annual subscription in the case of an Active Member joining the Club after commencement of the playing season.

A member whose subscription is not paid by the 31st May for "Winter" codes or 30th November for "Summer" codes in any year his subscription is due, shall be deemed to be in arrears and he shall cease to be entitled to enjoy any of the privileges of the Club so long as his subscription shall remain in arrears. If the subscription of any member is in arrears for twelve months, then such member shall cease to be a Member of the Club.

RULE 4 - RESIGNATION OF MEMBERS.

Any member wishing to resign from the Club shall forward his resignation in writing to the Secretary before the Annual General Meeting otherwise his subscription shall be considered due.

If any member shall be guilty of misconduct such member shall be liable to expulsion by a resolution of the Club Management Group provided that at least one week before the Meeting at which such resolution is passed, he shall have notice thereof and of the intended resolution for his expulsion and that he shall at such Meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit.

Any member expelled in accordance with the Rules or otherwise ceasing to be a member of the Club shall forfeit all such rights, or to claim upon the Club or its property or funds as he otherwise would have by reason of membership.

RULE 5 - ALTERATION OF RULES.

The within Rules or any of them may not be added to, altered or amended, or repealed except pursuant to a resolution passed by three quarters of the members present at an Annual General or Special General Meeting of the Club. Notice in writing of any proposed additions, amendments or alterations, signed by the proposer and seconder thereof, shall be given to the Secretary not later than fourteen clear days prior to the date appointed for the holding of an Annual General or Special General Meeting.

The Club Management Group shall at any time have the power to recommend an addition to the Rules, or the alteration, or repeal of any Rule but such proposed addition, alteration or repeal shall not be valid until passed at an Annual General or Special General Meeting of members as provided herein.

RULE 6 - UNIFORM.

- (a) The Rugby Union Football uniform of the Club shall be a red and white hooped jersey, red shorts and red and white hooped stockings.
- (b) All members shall wear full uniform in all Club rugby matches.
- (c) Any blazers, jackets, ties, monograms, badges, etc. adopted for wear by members off the field and implying an association with the Club shall conform to the above colours and shall be approved as to design by the Annual General Meeting before adoption. Similarly, any amendment to the design of such apparel implying association with the Club shall be approved by the General Meeting before official adoption.
- (d) Senior players shall be entitled to have delineated on their blazer the years during which they have represented the Club as members of the senior team, provided that to qualify for this privilege such players shall have played at least three competitive matches in each year.
- (e) Members of the senior fifteen shall be entitled to wear on the left hand breast of their match jersey the approved Club monogram which shall be purchased from the Treasurer and only with the approval of the senior coach.
- (f) Club office bearer badges.

These badges shall be provided free to any member holding office, e.g. President, V/President, Secretary, Treasurer, Club Captain, Junior Club Captain and Club Committee. Badges to be handed in on vacating office.
- (g) The uniforms for Cricket, Softball and any other recreational or sporting activity of the Club must be approved by the Club Management Group of the Club and the playing members of the sport or activity concerned before the commencement of each playing Season.

RULE 7 - MEMBERS.

- (a) **ACTIVE MEMBERS** being those members of the Club who are eligible and who elect to play the games of Rugby Football, Cricket, Softball or any other recreational or sporting activity.
- (b) **HONORARY MEMBERS** being those members who do not elect to be active members.

All applications for membership as Honorary Members shall be submitted to the Club Management Group on the proper form provided which shall be signed by two members of the Club. The Club Management Group shall have full power to accept or decline any application, and shall be responsible to elect such new members to the Club. No new member shall be elected unless his application is supported by two thirds of the members of the Club Management Group present at the Meeting at which his or her application is considered.

The Secretary after election of any new member, shall notify him or her by letter of such election and his subscription shall be due on receipt of such notice.

- (c) **SPONSORS** being persons or firms who in the opinion of the Management Committee have contributed significantly by some form of sponsorship to the promotion or activities of the Club shall be entitled to one membership card apart from such other acknowledgements as the Club shall make them. This shall entitle the holder to all the privileges of honorary members except the right to vote at an Annual General or Special General Meeting.
- (d) **LIFE MEMBERS** are those members elected at General Meetings by a majority of 80 per cent of those members who are present at a Meeting and entitled to vote upon such nomination and shall be elected from those persons only to whom the Club desires to show appreciation for their past services to the Club provided that no person shall be proposed for election except on the recommendation of the Club Management Group. They shall be entitled to have privileges the same as the non-playing members, including election to office without being call on for subscriptions.

RULE 8 - GENERAL MEETINGS.

- (a) The Annual General Meeting of the Club shall be held no later than the Third Wednesday in February for the purpose of:
 - (1) Receiving a Report, Balance Sheet and Statement of Accounts for the preceding year.
 - (2) Electing Office Bearers from nominations closing fourteen (14) days beforehand. With the permission of the majority of the Meeting nominations may be called from the floor.
 - (3) Electing a Club Management Group.
 - (4) To consider any Notice of Motion.
 - (5) Transacting any business which may come before the Meeting.
- (b) A Special General Meeting of the Club shall be called by the Management Committee at any time and from time to time as such Club Management Group shall deem it necessary, provided that upon receipt by the Secretary of a requisition signed by at least ten financial members requiring that a Special General Meeting be called, it shall be incumbent upon such Club Management Group to call such Special General Meeting within fourteen days of the receipt by the Secretary of such requisition, PROVIDED THAT if the Secretary does not call such Meeting within the time prescribed then three financial members of the Club may call a Special General Meeting.
- (c) Notice of the Annual General Meeting and of a Special General Meeting shall be advertised in any form of media deemed fit by the CMG at least seven days prior to the date thereof.
- (d) Any Notice of Motion for the Annual General Meeting must be in writing and be in the hands of the Secretary at least fourteen days prior to the Meeting.
- (e) Twelve financial members personally present shall form a quorum at any General Meeting. Only financial members of the Club shall be entitled to vote at any General Meeting. All elections shall be by ballot, and voting (except for elections) shall be by show of hands, or by ballot if demanded.

RULE 9.

(A). OFFICERS OF THE CLUB.

The Office bearers of the Club shall consist of a President, Vice-President, Club Manager, Assistant Club Manager, Club Captain, Junior Club Captain, Secretary, Treasurer or Secretary/Treasurer all of whom shall be elected annually at the Annual General Meeting of the Club from the then financial members of the Club.

(B). CLUB EXECUTIVE BOARD

The Club Executive Board shall consist of five to seven “Directors” who will enable the Club to be run effectively by applying good governance principles and practises. The Boards role will be to govern and should not be involved in management or operation decision making.

Specifically, the Board will:

- ❖ Set Objectives, define policy and develop strategic direction
- ❖ Incorporate good governance and ethical standards into daily activities
- ❖ Specify the delegation of the Chair and Board
- ❖ Ensure the Chairperson provides satisfactory leadership, planning, control; and succession
- ❖ Monitor the performance of the Club Management and volunteer team
- ❖ Monitor the performance of the Club against the agreed goals
- ❖ Ensure that present plans and actions provide for the club continuity
- ❖ Manage communication with members and other stakeholders including the Director of Rugby and Sponsors
- ❖ Ensure all risks are identified and managed appropriately
- ❖ Clearly identify Board and Management responsibilities
- ❖ Ensure Compliance with policies laws and regulations
- ❖ Emphasise and concentrate on long term goal’s and future direction
- ❖ Approve, monitor and review the financial performance of the Club

The CMG will receive nominations for the positions of Director/s on the Executive Board and will forward these to the AGM where they will be elected by financial members of the Club.

Directors will retire after two years on the Board but may offer themselves for re-election. The Directors roles will be without remuneration.

(C). PATRON OR PATRONS OF THE CLUB The Club shall elect a Patron or Patrons who shall hold Office until their death or a written resignation is given to the Club Secretary.

RULE 10 – CLUB MANAGEMENT GROUP

- a) The Club Management Group (CMG) shall consist of the Club Manager, Assistant Club Manager, Club Captain, Junior Club Captain, Secretary, Treasurer or Secretary/Treasurer, plus 3 to 6 other club members who will participate and be responsible for the day to day running of the Club
The Junior Advisory Board is part of the CMG and therefore combined with the Senior Club in all Club business decisions. The CMG will include a Senior/Junior Club delegate for liaising with the NZRU and TRU.
The CMG will operate autonomously, but any significant expenditure items or changes to Club business and behaviour, must first be approved by the Executive Board.
CMG members shall be elected at the Annual General Meeting from the then financial members of the Club.
- b) The Club Management Group shall have power when necessary to call for applications for the position of Secretary, Treasurer, Secretary/Treasurer, or Manager, and to appoint a suitable applicant.
- c) The Club Management Group shall draw up a schedule of duties for the Secretary, Treasurer, Secretary/Treasurer or Manager and set a remuneration for these duties.
- d) **DIRECTOR OF RUGBY** – The Director of Rugby is a fulltime position funded by Club Sponsors. It is an independent position and the DOR will work alongside the Club Management Group but will report directly to the nominated DOR Liaison member of the Executive Board
- e) **CLUB PRESIDENT**
The Club President shall be elected at the AGM by financial members of the Club. This is an Honorary Role and The President will fulfil commitments relating to publicity, sponsorship and club activities.
He will sit on the Executive Board and contribute to discussions and will have full voting rights.
He will have no voting rights in the CMG.

RULE 11 - CLUB MANAGEMENT GROUP DUTIES.

- (a) The Club Management Group shall have power to elect new members and generally manage the affairs of the Club.
- (b) The Club Management Group shall meet at regular intervals throughout the year. Notice of a Meeting of the Club Management Group shall be given to members thereof at least twenty-four (24) hours prior to the time for the Meeting. Six members present shall form a quorum.
- (c) If any of the Office Bearers or members of the Club Management Group resign their office, the Club Management Group shall have power to fill the vacancies or vacancy.
- (d) Any member of the Club Management Group absenting himself from three (3) consecutive Meetings without furnishing a satisfactory explanation to the Committee may be deemed to have vacated his office.
- (e) At the Annual General Meeting the Treasurer shall produce an account of his receipts and disbursements for the past financial year, and a statement of the assets and liabilities of the Club as at the end of that year, which shall be considered to end on the 30th September in each year. Such Accounts and Statements to be certified by the Auditor.
- (f) The Secretary shall keep a Minute Book of all proceedings at Committee and General Meetings.
- (g) A copy of the Rules shall be supplied to any financial member on request.
- (h) The Management Committee shall have power to appoint such Committees or Sub-Committees as it deems necessary to assist it in the management of the Club's affairs and activities. Any Committee or Sub-Committee howsoever appointed shall be directly responsible to the Management Committee.
- (i) At all General, Special General or Management Committee Meetings the President shall be Chairman of the Meeting and in his absence the Vice-President and in the absence of both officers the Chairman shall be elected by the Meeting. The Chairman shall have a deliberative as well as a casting vote.

The Management Committee for administrative purposes and at the request of the President, may appoint a Chairman of Meetings from its elected members. He shall have a deliberative vote only.
- (j) The Club Captain be required to carry out duties in terms of Club policy as laid down from time to time.
- (k) The Management Committee shall have power from time to time to make Rules regulating practices and use of the training facilities.
- (l) If any member of the Club shall be guilty of any misconduct on any ground or Club premises, or in the course of travelling to or from any match venue, or any circumstances which shall bring discredit on the Club, he or she shall be liable to such disciplinary action as the Management Committee may see fit, subject to Rule 2(b).

RULE 12 - DELEGATES.

The Club shall at all times endeavour to maintain close contacts with Waimea College and Waimea College Old Students Association and endeavour to maintain representatives from both of these groups on appropriate Committees.

RULE 13 – REVIEW OF FINANCIALS

In each year the Club Management Group shall appoint a person or persons who shall hold no office in the Club and review the Financial Statements of the Club. The term shall be for the financial year and that person shall be eligible for re-election. The review shall be done in accordance with The Review Engagement Standards issued by The Institute of Chartered Accountants of New Zealand. In the event that the Reviewer becomes vacant during the year such vacancy shall be filled by a person or persons appointed by the Club Management Group.

RULE 14 - COMMON SEAL.

The Common Seal of the Club shall consist of the words the ***"WAIMEA OLD BOYS RUGBY FOOTBALL CLUB INCORPORATED"*** and shall be kept in the custody of the Secretary.

The Seal of the Club shall only be affixed to documents at a Meeting of the Management Committee and in pursuance of a resolution of that Committee. The affixing of the Common Seal shall always be attested by at least three members of the Club Management Group.

RULE 15 - CONTROL & INVESTMENT OF FUNDS OF THE CLUB

The whole of the funds of the Club shall be under the control of the Club Management Group and shall be devoted to the carrying out of the objects of the Club.

Such funds as are not for the time being invested in some object of the Club shall be paid to the credit of the Club into a banking account nominated by the Club Management Group. Such funds shall be invested in the name of the ***"WAIMEA OLD BOYS' RUGBY FOOTBALL CLUB INCORPORATED"***.

All money shall be passed through the banking account and all amounts amounting to the sum of Two Dollars (\$2.00) and over shall be made by cheque which shall be signed by the Treasurer and countersigned by the Secretary or President, or such members as appointed by the Club Management Group.

The Club Management Group may from time to time invest and re-invest in such securities and upon such terms as it thinks fit the whole or any part of the funds of the Club which shall not be required for the immediate business of the Club.

RULE 16 - BORROWING POWER

The Club by a majority of its members present at a General Meeting called for the purpose and entitled to vote thereat may from time to time raise or borrow from the members or from any other person, or persons, company or institution, any sum or sums of money for the purposes of the Club on the security of all or any of the Clubs property, assets and effects from time to time and may secure the repayments of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures, bonds or mortgages of the Club charged upon all or any part of the property assets and effects of the Club.

RULE 17 - EXEMPTIONS FROM PAYMENT OF ANNUAL SUBSCRIPTION

The following members shall be exempt from the payment of an Annual Subscription:

Patron or Patrons
Life Members
President
Vice President
Club Captain
Junior Club Captain
Secretary
Treasurer

RULE 18 - TEAM COACHES AND SELECTION PANELS

The Club Management Group shall call for nominations for coaches for each team.

The selection of each team squad shall be in the hands of the team coach or coaches and the selection panel.

Any disputes relating to the selection of a player or players shall be resolved by the Club Captain and the coach or coaches, captain and vice-captain of the team or teams involved.

All requisitions for players, from a lower grade team, by a coach or coaches must be approved by the Club Management Group or an appropriate Sub-Committee.

RULE 19 - INTERPRETATION OF RULES

The decision of the Club Management Group on the interpretation of the Rules or on any matter or things not contained in these Rules and which pertains to the Club or its property or interests shall be conclusive and binding on all members until revoked at a General Meeting.

RULE 20 - WINDING UP

The affairs of the Club may be wound up voluntarily under and subject to the following provisions:

- a) Such winding up shall be effected only upon a resolution made and passed by a majority of those members present in person at a Special General Meeting of the Club duly convened in accordance with the provisions contained in these Rules, which resolution shall be confirmed by a like majority of those members who are present in person at a subsequent General Meeting, and held not earlier than one month after the date of the Meeting at which such resolution is first passed. Notice of the resolution and of the confirming resolution, shall be sent by the Secretary to the Register of Incorporated Societies.
- b) For winding up the affairs of the Club there shall be appointed by the Meeting such person, or persons as is thought fit to act as liquidator, or liquidators and his/her or their remuneration may be fixed by the Meeting.
- c) The winding up of the affairs of the Club shall be deemed to commence from the date on which the resolution confirming such winding up is passed, and from that date the Club shall cease to carry on its objects except in so far as is necessary for the purpose of winding up.
- (d) Any surplus of the assets of the Club in the event of a winding up shall be dealt with in such a manner as may be decided by the members at either of the General Meetings referred to in clause (a) of this Rule, except that no members shall derive any pecuniary gain from such winding up action. No change may be made to this sub-clause without prior approval of the Inland Revenue Dept.
- (e) If upon winding up or dissolution of the club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Club but shall be given or transferred to some other organisation or body with similar objects to the club that has an income tax exemption or for some other charitable purpose, within New Zealand.

Rule 21- PERSONAL BENEFIT

- (a) Any income, benefit or advantage shall be applied to the objectives of the Club.
- (b) No member of the Club or any person associated with a member, shall participate in or materially influence any decision made by the club, in respect of payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- (c) Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).
- (d) And the provisions and effect of this clause shall not be removed from the document and shall be included and implied into any document replacing this document

RULE 21 - CHANGE OF CONSTITUTION

This *Waimea Old Boys Rugby Football Club Incorporated* Constitution and Rules, December 5th 2016, revokes and replaces the Waimea Old Boys Rugby Football Club Constitution and Rules as registered on December, 1993, and along with all alterations and amendments made to these Rules since that date.

No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status.

The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document