


NEW ZEALAND RUGBY FOUNDATION

INCORPORATED

CONSTITUTION

NEW CONSTITUTION
29 March 2017

Certified to be the constitution of the **NEW ZEALAND
RUGBY FOUNDATION INCORPORATED** by:


Member

CHAIRMAN

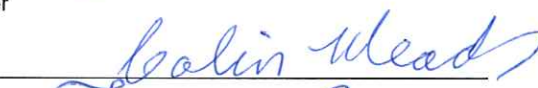

Gerard van Tilburg

Member

PRESIDENT

Andy Leslie

Member

PATRON

Sir Colin Meads

DIRECTOR

Tane Norton

Date

WEDNESDAY 29 MARCH 2017



RUGBY FOUNDATION

SUPPORTING
OUR SERIOUSLY
INJURED PLAYERS



New Zealand Rugby Foundation Constitution

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1. INTRODUCTION

- 1.1 **Name:** The name of the NZ Rugby Foundation is the **NEW ZEALAND RUGBY FOUNDATION INCORPORATED** ("NZ Rugby Foundation").
- 1.2 **Registered Office:** The registered office of the NZ Rugby Foundation shall be at such place or places determined by the Board and as notified to the Registrar of Incorporated Societies from time to time.
- 1.3 **Status:** The NZ Rugby Foundation is an incorporated society established under the Act.

2. INTERPRETATION

- 2.1 In these Rules, unless the context requires otherwise:

"Act" means the Incorporated Societies Act 1908;

"Annual General Meeting or AGM" means the annual general meeting held pursuant to Rule 12.4;

"Board" means the Board of Directors for the time being elected to manage the affairs of the NZ Rugby Foundation under this Constitution;

"Business Day" means a day of the week other than:

- (a) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, the Sovereign's Birthday, Labour Day, and Waitangi Day;
- (b) a day in the period commencing with the 25th day of December in any year and ending with the 2nd day of January in the following year;
- (c) if the first day of January in any year falls on a Friday, the following Monday; and
- (d) if the first day of January in any year falls on a Saturday or Sunday, the following Monday and Tuesday.

"CEO" means the Chief Executive Officer of the NZ Rugby Foundation as appointed by the Board in accordance with Rule 11.2;

"Chairperson" means the Chairperson of the Board, elected under Rule 13.7;

"Charities Act" means the Charities Act 2005;

"Charitable Purpose" means any purpose that is a charitable purpose as defined in section 5 of the Charities Act;

"Director" means a member of the Board;



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"Funds" means the funds and property of the NZ Rugby Foundation, whether raised by subscription, grants, donations, sponsorship or allocations, or by way of profits or accretions arising in respect of funds or property already held, or by borrowing, or by any other means;

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

"Honorary Life Member" has the meaning set out in Rule 8.4(e);

"Intellectual Property Rights" means any rights in or to intellectual or industrial property, including any trade or service mark, patent, copyright, moral right, design, trade secret, confidential information and / or know-how, in all cases whether arising by common law or statute;

"Life Member" has the meaning set out in Rule 8.4(f);

"Member" has the meaning ascribed to it in Rule 8;

"Membership" means a membership to the NZ Rugby Foundation as more particularly described in Rule 8;

"NZ Rugby" means and includes the New Zealand Rugby Union Incorporated or any sub-Board, Affiliated Union or Provincial Union, or Council thereof for the time being;

"NZ Rugby Foundation" means the New Zealand Rugby Foundation Incorporated;

"Objects" means the objects of the NZ Rugby Foundation stipulated in Rule 3.1;

"Officers" means those persons specified in Rule 11.1 who, for the time being, hold the position of Officer by virtue of having been elected or appointed to such position in accordance with the terms of this Constitution; and **"Officer"** means any one of them;

"Ordinary Resolution" means a resolution that is approved by a simple majority of the votes of the Members or Directors (as relevant) entitled to vote and voting on the question;

"Patron" means persons appointed or elected as a patron of the NZ Rugby Foundation from time to time pursuant to Rule 11.3;

"President" means the person appointed or elected as the president of the NZ Rugby Foundation from time to time pursuant to Rule 11.4;

"Regulations" means the regulations (if any) made by the NZ Rugby Foundation, as amended from time to time;

"Rules" means the Rules of the NZ Rugby Foundation set out in this Constitution and all amendments to them from time to time and **"Rule"** means any one of the rules hereunder;



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"Special General Meeting or SGM" means any meeting (other than an Annual General Meeting) of Members entitled to vote on an issue, called at any time by the Board or by any other person who is authorised by the Board to call meetings of Members;

"Special Resolution" means a resolution of Members approved by a majority of 75% of the votes of those Members or Directors (as relevant) entitled to vote and voting on the question;

"Sub-Committee" means a sub-committee of the Board established pursuant to Rule 15.2(h);

"Treasurer" means the Treasurer for the time being of the NZ Rugby Foundation elected under these Rules; and

"VIP" means a very injured rugby player.

3. OBJECTS

3.1 The objects of the NZ Rugby Foundation are to support seriously injured rugby players financially and emotionally, to fund raise to be enabled to support the very injured players ("VIPs"), and to work with New Zealand Rugby to communicate messages of prevention and advocate safety:

- (a) to provide quality support and inspiration to seriously injured rugby players in New Zealand;
- (b) to promote player welfare in rugby for both past and present players;
- (c) to financially or otherwise assist and support seriously injured rugby players (i.e. VIPs) and their families, including the provision of consequential relief from accident or injury, and to provide assistance to medical facilities and institutions for the relief, aid and rehabilitation of seriously injured rugby players;
- (d) to ensure the NZ Rugby Foundation is able to service the financial needs of its seriously injured players as and when they arise;
- (e) to raise awareness in the rugby and wider communities about the work undertaken by the NZ Rugby Foundation;
- (f) to provide inspiration to other seriously injured and disabled people;
- (g) to act as an ambassador for injury prevention in rugby and where appropriate, lobby at domestic and international level for Rule changes that give effect to this;
- (h) to ensure that the NZ Rugby Foundation remains a financially viable organisation so that it can service the needs of existing injured players and future generations;
- (i) to ensure the NZ Rugby Foundation continues to build an effective working relationship with NZ Rugby and other key stakeholders in rugby;
- (j) to invest funds and make grants and fulfil the Objects;



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- (k) to accept gifts and donations for the benefit and Objects whether affected by any Trust or otherwise;
- (l) to collect donations and other payments for the Objects;
- (m) to form, promote or assist in the formation or promotion of extended structures of the NZ Rugby Foundation in New Zealand and elsewhere, to promote and establish any Trust, Charitable Trust or Incorporated Society for proper legal Charitable Purposes including the Objects;
- (n) to co-operate with, or join affiliate with, or establish, or promote or join in the establishment or promotion of, or become a member of, or enter into agreements or arrangements with, any other Society, Association, Club or Board whether incorporated or not, whose objects shall include any of the Objects, and to support and contribute to the funds of any such Society, Association, Club or Board;
- (o) to participate in fund-raising appeals for the Objects;
- (p) to receive and administer the proceeds of NZ Rugby-approved representative charity matches at representative level and national touring level within and without New Zealand;
- (q) to support, assist and aid in a welfare programme for seriously injured, disabled, disadvantaged and prematurely retired players of any age;
- (r) to assist, donate, contribute to, aid and support any sporting, welfare or Charitable Purpose which, in the opinion of the Board for the time being, is worthy of assistance and is not inconsistent with the Objects;
- (s) to promote and hold, either alone or jointly with any other person, corporation, society, club or association, social functions of any kind for the purpose of fundraising;
- (t) to consider all questions and issues connected with the Objects or affecting, whether directly or indirectly, the interests of any of its members, and to collect and circulate reports, statistics, and other information and advice, and generally to distribute information and advice relating to such questions and issues;
- (u) to promote or oppose legislation or other measures or by-laws which, in the opinion of the NZ Rugby Foundation or its Board, directly or indirectly affect the interests of the NZ Rugby Foundation, VIPs, its Members or NZ Rugby players but without being in conflict with the policies or objectives of NZ Rugby;
- (v) to subscribe or donate money in order to further the Objects, provided that such subscription or donation is for Charitable Purposes;
- (w) to make any regulations or by-laws for the more efficient attainment of any of the Objects, and for its general management and control;



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- (x) to empower the Board for the time being with the full powers and authorities of the NZ Rugby Foundation to do or make, support or take such other action as, in the opinion of the NZ Rugby Foundation or its Board, which shall be legal for any body corporate to undertake;
- (y) in all respects to encourage and promote and participate in and support financially or otherwise the advancement of the game of rugby, and in the provision of facilities and resources to ensure active continuance irrespective of relative funds, population, sex, age, religion, club size and location, provided the objective is to encourage and support the game, its growth, and to support the players in respect of any genuine need arising through or incidental to their participation in the game; and
- (z) such other Charitable Purposes as may be determined by the Board from time to time.

4. POWERS OF THE NZ RUGBY FOUNDATION

- 4.1 To the maximum extent permitted by law, the NZ Rugby Foundation has all of the powers of a natural person to give effect to the Objects set out in Rule 3.1 or to do or effect anything that the NZ Rugby Foundation in its absolute discretion shall consider necessary or expedient for the attainment of all or any of the Objects, or for the promotion of the interests of the NZ Rugby Foundation, or its Members, or of the sport of rugby generally, including the power to:
- (a) Purchase, take, lease, take in exchange, take on hire, build, receive by way of gift or otherwise acquire and hold or deal with any real or personal property, and any rights, interests, licences or privileges thereover in such a manner as the NZ Rugby Foundation may think necessary for the attainment of any of the Objects or generally promoting, carrying on and fostering the game of rugby;
 - (b) Sell, lease, mortgage, charge, grant licences in respect of, place under option or otherwise dispose of, either absolutely or conditionally, or for any limited interest, all or any part of the property and assets of the NZ Rugby Foundation and to grant such rights and privileges thereover for such consideration as the NZ Rugby Foundation may from time to time think fit or deem necessary and proper, with power on any sale to allow time or times for the payment of the whole or any part of the purchase money arising from such sale, and with such interest and security (if any) as the NZ Rugby Foundation may think fit;
 - (c) Grant, accept the grant, create, transfer, or reserve any Easements of way, water, gas, electricity, telephone cables, sewerage, drainage, light, air or support, or any other Easements of any kind whatsoever upon or affecting the property of the NZ Rugby Foundation, or any part or parts thereof, and to surrender or accept the surrender of any Easement;
 - (d) Control and raise money, including the power to borrow money by way of bank overdraft or otherwise for the Objects, and to secure the payment thereof by way of mortgage or charge over all or any part of the real or personal property of the NZ Rugby Foundation,



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or by debenture or bonds payable to bearer or otherwise, and either secured by mortgage in favour of directors or otherwise;

- (e) Raise money by means of agreements, levies, borrowing, sponsorship, subscriptions or otherwise howsoever and, without limiting the generality of the NZ Rugby Foundations' power to borrow, to raise loan money by way of mortgage or by the issue of debentures or debenture stock, or in such other manner and upon such securities and upon such terms and conditions as may from time to time be determined by the NZ Rugby Foundation;
- (f) Accept donations and gifts in accordance with the Objects;
- (g) Open and operate such accounts at banks, building societies, and / or other financial institutions as the NZ Rugby Foundation deems necessary, and to draw cheques on such current account to pay any accounts passed for payment by the NZ Rugby Foundation;
- (h) Take out, arrange, enter into, or provide any contract of insurance of any kind, with any insurance or broker;
- (i) Pay for any property or assets acquired by the NZ Rugby Foundation either in cash or by the issue of securities or obligations, or partly in one mode and partly in another, and generally on such terms as may be determined by agreement between the NZ Rugby Foundation and the respective vendors of such property or assets;
- (j) Invest any property, assets and income of the NZ Rugby Foundation in a manner appropriate for a professional trustee operating under New Zealand law on such security and on such terms as the Board may think fit, including the power to make investments authorised by the Trustee Act 1956 including investments in shares, bonds, stock debentures, any real and personal property, mortgages, advances, within or outside New Zealand, to make investments in Government and local authority stock, banks and financial institutions, secured or unsecured deposits, including power to invest or advance funds or distribute funds with, to and on behalf of the New Zealand Rugby Foundation and to sell, or dispose of, any interest in any securities;. The NZ Rugby Foundation may, by Ordinary Resolution, delegate the investment and management of its investments to a funds manager;
- (k) Issue and deposit any securities which the NZ Rugby Foundation has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the NZ Rugby Foundation, or of any contracts or obligations the performance of which will directly or indirectly benefit the NZ Rugby Foundation;
- (l) Draw, make, accept, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments;



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- (m) Establish, maintain and have an interest in corporate and other entities to carry on and conduct all or any part of the affairs of the NZ Rugby Foundation in New Zealand or elsewhere and for that purpose, to utilise any of the assets of or held on behalf of the NZ Rugby Foundation;
- (n) Enter into any partnership, joint venture or other agreement for the conduct of any activity and the sharing of surplus resources and to co-operate with any person carrying on or about to carry on any business or transaction;
- (o) Adopt, make, repeal, and amend by-laws and regulations as it thinks expedient for the management of the NZ Rugby Foundation or for the furtherance of its Objects;
- (p) Enter into any contracts, agreements, leases or arrangements (legally binding or otherwise) in the name of and on behalf of the NZ Rugby Foundation with any person, firm, syndicate, corporation, company, association, society or club which the NZ Rugby Foundation deems necessary or desirable;
- (q) Give guarantees, enter into any bond, give any indemnity or enter into such other security required for the discharge of liabilities incurred by the NZ Rugby Foundation as the NZ Rugby Foundation thinks fit;
- (r) Lend and advance money or give credit to any person;
- (s) Take or hold mortgages, liens and charges to secure payment of any money due to the NZ Rugby Foundation from any person;
- (t) Undertake and execute trusts and make gifts for benevolent Charitable Purposes;
- (u) Develop, apply for, purchase or otherwise acquire any Intellectual Property Rights and to use, exploit, exercise, develop or grant licences in respect of such Intellectual Property Rights on such terms and conditions as the NZ Rugby Foundation thinks fit;
- (v) Appoint, employ, hire or enter into any agreement or arrangement for the appointment, employment or hire of agents or representatives to act on behalf of the NZ Rugby Foundation in any of its affairs, attorneys under either general or specific powers of attorney, counsel, solicitors, accountants, architects, engineers or any other professional or expert services of whatsoever kind, or sports and fitness coaches and administrators, or tradesmen of any kind, clerical staff, receptionists, typists, cleaning staff, caretakers, guards, labourers or other employees of whatsoever kind;
- (w) Appoint, dismiss or retire employees;
- (x) Remunerate any person for services rendered or to be rendered;
- (y) Build construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish, equip and improve the same for use by the NZ Rugby Foundation;



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- (z) Admit new Members in accordance with Rule 8 and to withdraw, suspend or terminate a membership in accordance with Rule 10;
- (aa) Print and publish any information by any media including newsletters, newspapers, articles, leaflets, websites and social media for promotion of the NZ Rugby Foundation;
- (bb) Provide gifts and prizes in accordance with the Objects;
- (cc) Organise social events for Members and the promotion of the NZ Rugby Foundation;
- (dd) Carry out, effect, or fulfil, all or any of the Objects in any part of the world, and either as principal, agent, director or otherwise, and either alone or in conjunction with others and by or through agents, sub-contractors, or directors or otherwise howsoever; and
- (ee) Do all such other things as the NZ Rugby Foundation in its absolute discretion shall consider necessary or expedient for the attainment of all or any of the Objects, or which the NZ Rugby Foundation in its absolute discretion shall consider are incidental or conducive to the attainment of such Objects, or which the NZ Rugby Foundation in its absolute discretion shall consider are likely to advance the interests of the NZ Rugby Foundation, or of Members, or of the sport of rugby generally.

5. INDEPENDENT CONSTRUCTION

- 5.1 The objects and the powers set out in this Constitution are to be construed independently and are not to be limited by reference to any other objects or powers recorded in this Constitution. Each of the objects and the powers set out in this Constitution are independent objects and powers of the NZ Rugby Foundation.

6. NO PECUNIARY PROFIT

- 6.1 Nothing in this Constitution shall permit the NZ Rugby Foundation to use its funds or make its funds available, to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the terms **Private Pecuniary Profit** does not include remuneration or payments for services which are rendered reasonable and amounts only to what would be paid in an arm's-length transaction (being the open market value).
- 6.2 This Rule applies, notwithstanding any other provision of this Constitution to the contrary and its effect must not be removed from this Constitution and must be included in any alteration of, addition to or revision of this Constitution.



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7. PROPERTY OF THE NZ RUGBY FOUNDATION

- 7.1 The NZ Rugby Foundation must apply all property and income of the NZ Rugby Foundation towards the promotion of the Objects and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to Members of the NZ Rugby Foundation, except in good faith in the promotion of the Objects.
- 7.2 Notwithstanding Rule 7.1, any Member may enter into any agreement or arrangement with the NZ Rugby Foundation for the sale or supply of any services, or any real or personal property, and may receive such remuneration in respect of any such agreement or arrangement as may be reasonable, and as he / she / it would be entitled to receive if he / she / it had not been a Member.

8. MEMBERSHIP

- 8.1 Membership shall be open to any person who wishes to further the Objects and interests of the NZ Rugby Foundation.
- 8.2 Applications for membership of the NZ Rugby Foundation shall be made in writing to the NZ Rugby Foundation. Applicants shall supply such particulars as are requested by the CEO. All conforming applications shall be submitted to the Board which may in its discretion accept or refuse any such application for membership.
- 8.3 Members acknowledge and agree that:
- (a) They are bound by this Constitution and any Regulations or by-laws of the NZ Rugby Foundation;
 - (b) They shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Board;
 - (c) The Rules are reasonable and necessary for promoting the Object;
 - (d) They will be liable for such fees and subscriptions as may be fixed by the Board from time to time; and
 - (e) Be entitled to all advantages and privileges that attach to the relevant category of membership.

8.4 Membership Categories

- (a) **First XV:** Sir David Beattie, Sir Russell Pettigrew, Sir Brian Lochore, Sir Desmond Sullivan, Sir Wilson Whineray, J.G Fraser, B.J Drake, J.J Stewart, G.C McKay, Andrew Roy Leslie, R.A Harper, B.A Hancox, Kelvin Robin Tremain, R.W Thomas and Ivan Matthew Henry Vodanovich being those persons whose signatures were affixed to the original application to incorporate the NZ Rugby Foundation dated on or about December 1986.



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- (b) **Ordinary Member:** Any person who is a financial member of the NZ Rugby Foundation is entitled to hold any office and enjoy the privileges of the NZ Rugby Foundation.
- (c) **Social Member:** Persons other than ordinary members who are interested in promoting the NZ Rugby Foundation, but who do not wish to participate in the activities of the NZ Rugby Foundation, may become a Social Member.
- (d) **Junior Member:** Any person under the age of 18 years may become a Junior Member. Junior Members shall have no voting rights nor be entitled to hold any office.
- (e) **Honorary Life Membership:** Any member who has given outstanding service to the NZ Rugby Foundation, the Objects and Purposes of the NZ Rugby Foundation or to rugby generally may be elected by the Board to become an honorary life member. Any member may nominate a person to the Board for consideration for Honorary Life Membership.
- (f) **Life Membership:** Any natural person who has paid a single subscription that entitles them to a Life Membership shall become a life member.
- (g) **Corporate Membership:** Any body corporate or unincorporate including any partnership, trust or legal entity who has paid a single subscription based the number of the corporate member's employees shall become corporate members.

8.5 **New Membership Categories:** The Board shall have the right and power to introduce additional membership categories from time to time and to fix the subscription terms thereof which shall be put forward for ratification at the next annual general meeting.

8.6 **Register:** The NZ Rugby Foundation shall keep and maintain a register of Members in which shall be entered the full name and address of the Members, and the date when they became Members.

8.7 **Inspection of Records:** A Member may at any reasonable time inspect the records and documents of the NZ Rugby Foundation.

9. SUBSCRIPTIONS

9.1 The Board shall have the power to fix and / or vary the categories, subscription terms and rates of subscriptions from time to time.

9.2 Subscriptions shall be paid by different classes of Members as and when they are due.

10. TERMINATION OF MEMBERSHIP

10.1 After having undertaken due inquiry, the Board shall have the power to suspend or terminate any Membership by reason of:



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- (a) The Member giving notice of resignation in writing to the CEO;
 - (b) Expulsion by Board resolution approved by a two-thirds majority;
 - (c) Being an individual, he / she dies, is declared insolvent or bankrupt, makes a compromise with his / her creditors or shall become of unsound mind;
 - (d) Being a corporation or partnership, it is dissolved, liquidated (voluntarily or compulsorily), has a receiver appointed or makes a compromise with its creditors; or
 - (e) A Member's annual membership fee remains unpaid after 3 months of falling due;
 - (f) False or inaccurate statements made in the Member's application for membership of the NZ Rugby Foundation;
 - (g) Breach of any Rule, regulation or by-law of the NZ Rugby Foundation; and
 - (h) Any act detrimental to the interests and / or reputation of the NZ Rugby Foundation.
- 10.2 Notwithstanding the occurrence of any of the events outlined in 8.1 above:
- (a) A Member shall be liable for payment of any subscription fees due in respect of the year in which their Membership is suspended or terminated; and
 - (b) The Membership rights of a Member shall continue until the Board has resolved to suspend or terminate its Membership in accordance with this Constitution.
- 10.3 Any Member whose Membership is suspended or terminated in accordance with this Constitution, forfeits any and all right to vote or claim upon the NZ Rugby Foundation and its property or funds.
- 10.4 Any Member whose Membership is suspended or terminated, shall have the right to appeal against the suspension or termination by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.
- 10.5 The suspension or termination of a Membership shall not be construed or deemed in any way to be a forfeiture or waiver of any right of action to recover any sum or to enforce any obligation howsoever arising.



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11. PATRON AND OFFICERS

11.1 The Officers of the NZ Rugby Foundation shall comprise:

- (a) A Chief Executive Officer;
- (b) One or more Patrons;
- (c) A President;
- (d) A Treasurer; and
- (e) The Directors.

11.2 **Chief Executive Officer:** The CEO shall be appointed by the Board and enter into an employment contract with the NZ Rugby Foundation with such remuneration and on such terms as the Board shall think fit. Subject to any contrary provision in this Constitution or any contrary Ordinary Resolution, the duties and functions of the CEO may be delegated to any employee of the NZ Rugby Foundation or contractor and shall include:

- (a) Convening Board meetings, Annual General Meetings and other meetings of the NZ Rugby Foundation when required to do so in accordance with this Constitution;
- (b) Giving all such notices as the NZ Rugby Foundation or Board may instruct, or which the NZ Rugby Foundation may be required to give under this Constitution, the Act or otherwise;
- (c) Developing and implementing agreed strategies in consultation with the Board;
- (d) Keeping minutes of all meetings of the NZ Rugby Foundation and the Board;
- (e) Supervising the performance of staff and the maintaining proper records of the NZ Rugby Foundation;
- (f) Maintaining a Register of Members;
- (g) Giving all such notices, certificates or information to the Registrar as may be required by the Act; and
- (h) Issuing and receiving correspondence on behalf of the NZ Rugby Foundation.
- (i) Receiving all subscriptions, levies and other monies paid to the NZ Rugby Foundation and to issue receipts in respect thereof;
- (j) Opening and operating a current bank account in the name of the NZ Rugby Foundation;



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- (k) Making such deposits and investments in the name of the NZ Rugby Foundation as the Board may from time to time determine;
- (l) Paying all accounts and making all advances passed for payment by the Board;
- (m) Keeping all financial records of the NZ Rugby Foundation and to ensure their safe-keeping together with any security documents;
- (n) Preparing and submitting to the Annual Financial Statements and Balance Sheet to the Auditor;
- (o) Review annually the NZ Rugby Foundation's direction to ensure that issues of significant importance to the NZ Rugby Foundation are brought before the Board on a regular and scheduled basis;
- (p) Adopt an annual plan and budget for financial performance and monitor results against the annual plan and budget;
- (q) Accept and confirm delegations of authority from the Board;
- (r) Ensure that the NZ Rugby Foundation has in place all the necessary internal reporting systems and controls together with a means of monitoring performance and results;
- (s) Regularly agree performance indicators and standards with the Board and other management staff; and
- (t) Such other duties as may be determined by the Board from time to time.

- 11.3 **Patrons:** One or more Patrons of the NZ Rugby Foundation may be appointed and removed by the Members of the NZ Rugby Foundation at an Annual General Meeting.. Patrons shall not be eligible to vote unless they are current Members of the NZ Rugby Foundation under another category of membership.
- 11.4 **President:** Any member may nominate to the Board any natural person for consideration as President. The Board shall consider such nominations and recommend to an Annual General Meeting a person for election as President of the NZ Rugby Foundation. The President shall hold office for a term of three years and shall be eligible for re-election for a further three year term at the end of each successive term.
- 11.5 **Vacancy:** If the office of Patron or President becomes vacant prior to an Annual General Meeting, if it considers it appropriate to do so, the Board may make a temporary appointment to the office of Patron or President respectively which office shall be held until the next Annual General Meeting where the nomination and recommendation processes under Rule 11.3 and Rule 11.4 shall take place.



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12. GENERAL MEETINGS

12.1 A General Meeting shall consist of:

- (a) The Officers; and
- (b) The Members.

12.2 **Quorum:** The quorum at the General Meetings shall be a minimum of 10 Members in person or by proxy. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for seven (7) days. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

12.3 **Chairperson:** At all General Meetings the chair will be taken by the President, but if the President is not present, able or willing to take the chair then the Board may nominate another person to take the chair and the Members present and entitled to vote shall vote and approve the appointment of the nominee to take the chair for such meeting.

12.4 **Annual General Meetings**

- (a) The Annual General Meeting of the NZ Rugby Foundation shall be held annually at such time and place as the Board shall decide and shall be held not more than four months after the end of the NZ Rugby Foundation's financial year.
- (b) The CEO shall give at least fifteen (15) Business Days written notice of the date of the Annual General Meeting, to Members.
- (c) Any Member requiring any business to be discussed or any resolution to be considered at the Annual General Meeting shall give notice in writing to the CEO of such business or such resolution no later than ten (10) Business Days prior to the date fixed for the meeting.
- (d) The order of business for an Annual General Meeting shall be;
 - (i) Opening of Meeting;
 - (ii) Apologies;
 - (iii) Confirmation of Minutes of previous Annual General Meeting;
 - (iv) Presentation of the Chairperson's statement;
 - (v) Presentation of CEO's statement;
 - (vi) Receive and adopt the Annual Report;



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- (vii) Receive and adopt the audited Statement of Financial Performance and Statement of Financial Position for the previous financial year;
 - (viii) Election of Officers, Directors and appointment of Auditor;
 - (ix) Vote of thanks to outgoing Officers and Directors;
 - (x) Consider any business or proposed resolution of which notice has been given;
 - (xi) Transact any general business; and
 - (xii) Closure.
- (e) The CEO shall supply to each Member an order of business for the Annual General Meeting including a copy of the Annual Report and Statement of Financial Performance and Statement of Financial Position at least ten (10) Business Days prior to the date of the Annual General Meeting

12.5 **Special General Meetings**

- (a) All meetings of Members other than the Annual General Meeting are Special General Meetings.
- (b) The CEO or his or her nominee shall convene a Special General Meeting at the request of the Board or upon the written request of at least 30 Members of the NZ Rugby Foundation. Such request shall set forth the purpose of the proposed Special General Meeting. The Special General Meeting shall be held within fifteen (15) Business Days of receipt by the CEO of the request.
- (c) The CEO or his or her nominee shall give written notice to all Members of all business proposed to be brought before the Special General Meeting at least ten (10) Business Days prior to the date of such meeting. No business other than that notified pursuant to this Rule may be brought or transacted at a Special General Meeting.

12.6 **Participation:** All Members, Directors and Officers are entitled to attend and participate in General Meetings.

12.7 **Appointment of Proxy:** If a Member, Director or Officer is unable to attend a General Meeting, such Member, Director or Officer may appoint a proxy. The CEO must receive written notice of a proxy at least 48 hours before the General Meeting, provided that in the event of unforeseen circumstance, the CEO has discretion to accept a notice of proxy at any time prior to the commencement of the General Meeting.



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- 12.8 **Proxy Form:** The NZ Rugby Foundation must send, with the notice of General Meeting, a proxy form substantially in the following terms:

I [name] of [address], being a Member of the **NEW ZEALAND RUGBY FOUNDATION INCORPORATED**, hereby appoint [name of proxy] or failing him or her [name of alternate proxy] as my proxy to vote for me and on my behalf at the General Meeting to be held on [date], and at any adjournment of such General Meeting.

SIGNED

Date:

This form is to be used in favour of / against the resolution (strike out the inappropriate words):
[insert resolutions]

12.9 **Voting**

- (a) Voting powers at General Meetings:
 - (i) Each individual Member present shall have one (1) vote provided all sums payable to the NZ Rugby Foundation have been paid; and
 - (ii) The Chairperson or his or her nominee shall have a deliberative and casting vote which shall be cast in favour of the status quo.
- (b) Unless stated otherwise, all matters to be determined by Members at a General Meeting shall be determined by Ordinary Resolution.

13. THE BOARD OF DIRECTORS

- 13.1 **Composition:** Management of the NZ Rugby Foundation shall be vested in the Board elected by the Members at the Annual General Meeting and consisting of:

- (a) A person possessing the necessary accounting skills elected as Treasurer;
- (b) A representative appointed by NZ Rugby who shall be a member for the time being of the Board of NZ Rugby;
- (c) Not less than six (6) and no more than thirteen (13) other persons which must include suitably qualified persons with legal, accounting, secretarial, investment and trust management skills; and
- (d) Any persons who have been co-opted by the Board in accordance with Rule 13.2.



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- 13.2 **Co-Opted Directors:** Up to six (6) additional Board members, who need not be a Member, may be appointed by the Board by way of Ordinary Resolution ("Co-Opted Board Members"). When making such appointments the Board will take into the account the need to achieve the necessary competency mix and representation for the Board to effectively fulfil its duties. Co-Opted Board Members will have all the powers, duties and responsibilities of the other Board members. At the conclusion of each appointment, the Chairperson will declare the person duly appointed and will notify all Members accordingly. Co-Opted Board Members will serve a term of up to one year, but may be reappointed by the Board (by way of Ordinary Resolution) for up to three (3) successive terms.
- 13.3 **Election of Directors:** Except for Co-Opted Board Members, all Directors shall be elected by the Members at the Annual General Meeting from candidates recommended by the Board.
- 13.4 **Eligibility:** All directors must be natural persons and cannot hold the position of director of a Member. The following persons are disqualified from being appointed or elected as a Director:
- (a) A person under 18 years of age;
 - (b) An undischarged bankrupt;
 - (c) A person who has been convicted of any offence and has been sentenced to a term of imprisonment of three months or more unless that person has obtained a pardon or has served or otherwise suffered the sentence imposed upon that person;
 - (d) A person who is prohibited from being a director, or promoter of, or being concerned or taking part in the management of, a company under section 382, section 383 or section 385 of the Companies Act 1993;
 - (e) A person who is subject to a property order made under section 30 of section 31 of the Protection of Personal and Property Rights Act 1988; or
 - (f) A person who is "Mentally Incapable" as that term is defined in the Protection of Personal and Property Rights Act 1988.
- 13.5 **Removal of the Board:** The Members can seek the removal of the Board (including any Co-Opted Board Members) by requisitioning a Special General Meeting. The Board (including any Co-Opted Board Members) can be removed from office by a Special Resolution passed at a General Meeting. The CEO must give not less than twenty (20) Business Days notice to the Board of the meeting at which the motion for removal from the Board is to be considered.
- 13.6 **Forfeit:** An Officer may forfeit his or her seat on the Board for either of the following:
- (a) Absence from three or more meetings without leave of absence; or
 - (b) Ceases to be a Member.



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- 13.7 **Election of the Chairperson:** The Chairperson shall be elected and appointed annually by the Board immediately after the Annual General Meeting and shall hold office until the first meeting of the Board after the next Annual General Meeting, unless the Board chooses to replace the Chairperson prior to the next Annual General Meeting.
- 13.8 **Remuneration and Expenses:** Directors shall not be entitled to any remuneration for their services. However, all Directors and their Alternates shall be entitled to reimbursement for reasonable expenditure on travel and accommodation expenses and other outlays associated with attendances at meetings of the Board, General Meetings or Committees thereof, or while otherwise engaged on the business of the NZ Rugby Foundation.
- 13.9 **Term of Office:** The election of any Director or member of the Board shall be for a term of three (3) years and shall be eligible for re-election. At each Annual General Meeting at least two (2) Directors shall retire from office but shall be eligible for re-election in accordance with this Constitution. Those to retire shall be those who have been longest in office since they were last elected. Prior to each Annual General Meeting the Board shall supply to the CEO a schedule of the order of retirement of directors by rotation and candidates for election as Director.
- 13.10 **Vacancy:** Any vacancy on the Board through death, resignation, forfeiture or otherwise may be filled by a person appointed by the Board. The term of office for such Director shall automatically expire at the conclusion of the next Annual General Meeting
- 13.11 **Alternate Directors:** Each Director shall have the power, from time to time by notice in writing to the Secretary, to appoint any person to act as an Alternate Director in his place, whether for a stated period or periods, or until the happening of an event, or from time to time whenever by business, illness or otherwise he shall be unable to attend to his/ her duties, and the following provisions shall apply to any such Alternate Director:
- (a) He / she may be removed or suspended from office in writing by notice, letter, email, facsimile or other form of written communication to the NZ Rugby Foundation from the Director by whom he / she was appointed;
 - (b) He / she shall be entitled to receive notice of meetings of the Board and to attend and vote thereat if the Director by whom he / she was appointed is not present;
 - (c) He / she shall be entitled to exercise all the powers (except the power to appoint an Alternate Director) and perform all the duties of an Director insofar as that Director by whom he / she was appointed has not exercised or performed them;
 - (d) He / she shall, whilst acting as an Director, be responsible to the Foundation for his / her own acts and defaults and shall not be deemed to be the agent of the Director by whom he / she was appointed; and
 - (e) Any Alternate Director for an NZ Rugby appointee shall first be approved by the NZ Rugby board.



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14. BOARD MEETINGS

14.1 **Quorum:** Six (6) Directors shall form a quorum at meetings of the Board.

14.2 **Convening Meetings:** the Board will meet:

- (a) At such times and places as it decides; and
- (b) At a special meeting of the Board called by the CEO if requested by the Chairperson, or any three Directors, to do so. The date and place of the special meeting will be determined by the CEO.

14.3 **Notices:** Not less than seven (7) days notice of a Board meeting must be given to all Directors and Officers. An irregularity in the notice of a Board meeting may be waived if all Directors and Officers entitled to receive notice of the meeting agree to waive the irregularity.

14.4 **Officers:** The Officers shall be entitled to attend and participate at all meetings of the Board but shall have no vote.

14.5 **Method of Meeting:** A meeting of the Board may be held:

- (a) By a number of Directors 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 telephone or other means of communication of the Directors constituting a quorum, whether or not any one or more of the Directors are absent from New Zealand and such meeting shall be deemed to be properly held provided the following conditions are met:
 - (i) All the Directors entitled to receive notice of a meeting of the Directors, shall have received notice of the meeting and be entitled to be linked by telephone or such other means of communication for the purposes of such meeting;
 - (ii) Each of the Directors taking part in the meeting by telephone or other means of communication must throughout the meeting be able to hear or communicate to each of the other Directors;
 - (iii) At the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Board to all other Directors taking part; and
 - (iv) A Director may not leave the meeting by disconnecting the telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting or there is a communication or technology failure such that relevant Director is unable to comply with Rule 14.5(b)(ii).



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- 14.6 **Voting:** All Directors have one vote each. A Director present at the Board meeting is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless that person expressly dissents from or votes against the resolution at a meeting. The Chairperson will have a deliberative and casting vote which shall always be cast in favour of the status quo.
- 14.7 **Majority:** All matters for decision at Board meetings will be decided by a majority of votes of Directors present except as may be otherwise provided for in this Constitution.
- 14.8 **Proxies:** Any Director may delegate, in writing, that Director's power to vote at any specified meeting of the Board on any specified subject or subjects to any other Director, provided that such delegation may be given only if the Director is unable to attend the meeting because of illness or absence on official business of the NZ Rugby Foundation.
- 14.9 **Minutes:** The Board must ensure that minutes are kept of all proceedings at meetings of the Board. Such minutes shall be signed by the Chairperson at such meeting.
- 14.10 **Written Resolutions:** A resolution in writing or assented to by all the Directors by facsimile, email or other form of visible electronic communication, in any number of counterparts, shall be as valid and effectual as if it had been passed at a meeting of Directors.
- 14.11 **Procedures:** Except as otherwise provided in this Constitution, the Board will regulate its own procedures.

15. DUTIES AND POWERS OF THE BOARD

- 15.1 **Duties of the Board:** The Board shall carry out the day-to-day management of the affairs of the NZ Rugby Foundation and shall control its finances and shall have the duty to:
- (a) Appoint a CEO and enter into an employment contract with such remuneration and on such terms and conditions as the Board shall think fit;
 - (b) Review annually the NZ Rugby Foundation's direction to ensure that issues of significant importance to the NZ Rugby Foundation are brought before the Board on a regular and scheduled basis;
 - (c) Develop and maintain, in consultation with the Board, a skills matrix highlighting the range of skills and experience the Board should have;
 - (d) Adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
 - (e) Adopt clearly defined delegations of authority from the Board to the CEO and to confirm delegation with the CEO;
 - (f) Ensure that the NZ Rugby Foundation has in place all the necessary internal reporting systems and controls together with a means of monitoring performance and results;



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- (g) Regularly agree performance indicators and standards with management;
- (h) Review its own processes and effectiveness; and
- (i) Generally carry out any activity that furthers and advances the Objects and in this regard to deal with any matter not specifically provided for in this Constitution.

15.2 **Powers of the Board:** The Board shall have, in addition to and without derogating therefrom, all such administrative powers as may be necessary for properly carrying out the Objects, including the following particular powers and authorities to:

- (a) Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account.
- (b) Fix the manner in which such banking accounts shall be operated upon, providing the Board passes all payments.
- (c) Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
- (d) Adjudicate on all matters brought before it, which in any way affect the NZ Rugby Foundation;
- (e) Causing minutes to be made of all proceedings at meetings of the Board and General Meetings of members;
- (f) Develop and implement agreed strategies in consultation with the CEO;
- (g) Make, amend and rescind Regulations and by-laws;
- (h) Form, appoint and regulate sub-committees as required for the purpose of any specific objective and delegate any of its powers, other than the power to borrow money, to such sub-committee. Persons appointed to such Sub-Committees need not be Directors nor Members;
- (i) Appoint, remunerate and dismiss such Directors, Officers, employees and representatives as it shall from time to time deem necessary, and to delegate to any one or more of them, such of its powers, other than the power to borrow money, as it shall think fit;
- (j) Engage the services of such other persons, bodies or companies as it shall from time to time deem necessary to give effect to the Objects, or to assist in any matter being managed or handled by the Board for the time being;



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- (k) Fill any vacancy on the Board which may occur by death, resignation or otherwise of a Director in accordance with Rule 13.10;
- (l) Appoint an agent of the Board to have custody of the NZ Rugby Foundation's records, documents and securities;
- (m) Exercise all such powers of the NZ Rugby Foundation and do on the NZ Rugby Foundation's behalf all such acts as that the NZ Rugby Foundation may do provided that such powers or acts are not required by this Constitution or the Act to be exercised or done by the NZ Rugby Foundation in a General Meeting;
- (n) Call Special General Meetings; and
- (o) Such other powers and authorities determined by the Board from time to time,

but subject always to any limits which are from time to time imposed under this Constitution or by the NZ Rugby Foundation in General Meeting.

16. AUDITOR

- 16.1 The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 16.2 The Auditor/s shall examine and audit all the books and accounts of the NZ Rugby Foundation annually, and have the power to call for all books, papers, accounts, receipts etc, of the NZ Rugby Foundation and report thereon to the Annual General Meeting.

17. FINANCE

- 17.1 The CEO shall have a delegated authority to approve all expenditure except payments to itself. Unless authorised by an Ordinary Resolution of the Board, the CEO may not delegate its authority under this Rule.
- 17.2 The CEO and the Board shall ensure proper accounting records of the NZ Rugby Foundation are kept with respect to:
 - (a) All sums of money received and expended by the NZ Rugby Foundation;
 - (b) All sales and purchases of goods by the NZ Rugby Foundation; and
 - (c) The assets and liabilities of the NZ Rugby Foundation.
- 17.3 The financial year of the NZ Rugby Foundation shall commence on 1 January and end on 31 December in each year and may be altered from time to time by Ordinary Resolution at an Annual General Meeting.



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- 17.4 A report of the year's financial activities together with a Statement of Financial Performance a Statement of Financial Position and the Auditors report shall be prepared by the Board for presentation to the Annual General Meeting.
- 17.5 The Statement of Financial Performance and Statement of Financial Position shall be audited prior to the Annual General Meeting. The Auditor shall be a practicing chartered accountant.
- 17.6 All Funds of the NZ Rugby Foundation shall be deposited into the NZ Rugby Foundation's accounts at such bank or recognised financial institution as the Board may determine.
- 17.7 A statement showing the financial position of the NZ Rugby Foundation shall be tabled at each Board Meeting by the CEO.
- 17.8 The signatories to the NZ Rugby Foundation's account/s will be the CEO and any Director appointed by the Board from time to time. A minimum of two (2) signatures will be required for all account authorisations.
- 17.9 All property and income of the NZ Rugby Foundation will apply solely to the promotion of the Objects and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of the Objects.

18. INDEMNITY

- 18.1 The NZ Rugby Foundation shall indemnify its Directors, Officers and employees (whether past or present) against all damages and costs (including legal costs) for which any such Director, Officer or employee may be, or become, liable to any third party as a result of any act or omission, except willful misconduct:
- (a) In the case of a Director or Officer performed or made whilst acting on behalf of and with the authority, express or implied, of the Board; and
 - (b) In the case of an employee, performed or made in the course of, and within the scope of their employment by the NZ Rugby Foundation.

19. INSURANCE

- 19.1 The NZ Rugby Foundation may effect and / or procure insurance for itself and each Director, Officer and employee of the NZ Rugby Foundation (whether past or present) in respect of any cost, claim, expense, loss or liability incurred in connection with any act or omission in his or her capacity as a Director, Officer, employee of the NZ Rugby Foundation or otherwise, as the Board may determine.

20. EXECUTION OF INSTRUMENTS



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20.1 **Execution:** Contracts and other enforceable obligations requiring the signature of NZ Rugby Foundation may be signed:

- (a) If a deed, under the Common Seal of the NZ Rugby Foundation;
- (b) If a contract, by a person acting on behalf

20.2 **Common Seal** (A rubber stamp on which is engraved the NZ Rugby Foundation's name): The Common Seal of the NZ Rugby Foundation shall be kept in the care of the CEO. The Common Seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Board and attested by one Director and either the CEO or another Director. Details of every use of the Common Seal shall be entered by the CEO in a register kept for such purpose.

21. MATTERS NOT PROVIDED FOR

21.1 If any matter shall arise which is not, or which in the opinion of the Board is not, provided for, by or under this Constitution, or which touches upon the interpretation or application of this Constitution, the same shall be determined by the Board in such manner as it shall deem fit, and every such determination shall be binding upon the NZ Rugby Foundation and its Members, unless and until such determination is set aside by an Ordinary Resolution passed at a General Meeting.

22. ALTERATIONS OF THE CONSTITUTION

- 22.1 No alteration, repeal, addition or replacement shall be made to the Constitution except by a Special Resolution passed at a General Meeting convened for such purpose and written notice of the proposed alteration, repeal, addition or replacement having been given to members in accordance with this Constitution.
- 22.2 Within one month of the passing of a Special Resolution, the CEO shall notify the Registrar of Incorporated Societies of the amendment.

23. DISSOLUTION

- 23.1 The NZ Rugby Foundation shall not be dissolved except upon a Special Resolution passed at a General Meeting called in the manner provided in this Constitution.
- 23.2 In the event of the winding-up of the NZ Rugby Foundation, the assets of the NZ Rugby Foundation shall be realised and used for the purpose of discharging its debts and liabilities. If any surplus funds remain after the satisfaction of the debts and liabilities of the NZ Rugby Foundation and the costs, charges and expenses of the wind-up, those surplus funds shall be distributed as follows:



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- (a) Firstly, to NZ Rugby, subject to the condition that NZ Rugby use such funds solely for Charitable Purposes and to further the Objects, in particular, to provide quality support and inspiration to seriously injured rugby players in New Zealand;
- (b) Secondly, to another incorporated society whose objects are similar to the Objects and are exclusively for Charitable Purposes; and
- (c) Thirdly, for other exclusively Charitable Purposes.

Date Adopted:

SIGNED

Chief Executive

Director

Director

LISA KING

GERARD VAN TILBORG

ANDY LESLIE

Member

Member

Member

SIR CAJN MEADS

TANE NORTON

MAURICE TRAPP