

# CONSTITUTION

of the

## Akarana Zone of NZRL Incorporated

Signed by Akarana Zone of NZRL Incorporated members:

X M Malloy

Name: Mary Malloy

Authorised signatory of Club: Ponsonby United Rugby League Club

X B

Name: Patrick Coates

Authorised signatory of Club: Auckland Rugby League Inc

X Erol Redovan

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Authorised signatory of Club: Richmond Rovers Rugby League

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# CONSTITUTION OF AKARANA ZONE OF NZRL INCORPORATED

## 1. NAME AND HEADQUARTERS

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- 1.1 **Name:** The name of the Zone is the "Akarana Zone of NZRL Incorporated".
- 1.2 **Registered Office:** The registered office of the Zone will be at such place as may be notified by the Zone to the Registrar from time to time.

## 2. INTERPRETATION

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- 2.1 **Definitions:** In this Constitution, unless the context otherwise requires:

**Act** means the Incorporated Societies Act 1908;

**Annual Meeting** means a meeting of the Members held in accordance with Rule 13.1;

**Appointed Director** means a Director appointed by the Appointments Panel in accordance with Rule 18.8;

**Appointments Panel** means the panel established under Rule 18.3 from time to time;

**Audit Committee** means the audit committee established by the Board under Rule 30;

**Auditor** means the auditor appointed by the NZRL from time to time to audit the financial reports and financial information of the Zone;

**Board** means the board of directors of the Zone as constituted under Rule 18;

**Business Day** means a day (other than a Saturday or Sunday) which is not a national public statutory holiday in New Zealand;

**Chairperson** means the chairperson of the Board appointed in accordance with Rule 19.18;

**Club** means a Rugby League club that is a member of the Zone being, as at the date of adoption of this Constitution the clubs recorded in Schedule 1 together with such other clubs who, with the prior consent of the Board, are admitted as a club within the Zone;

**Constitution** means this constitution which records the rules of the Zone;

**Delegate** means a delegate of a Member appointed by that Member to attend Meetings on its behalf in a non-voting capacity;

**Director** means a member of the Board and includes the Chairperson;

**Director Suitability Criteria** has the meaning given to that term in Rule 18.6;

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**District League** means a Rugby League district league that is a member of the Zone being, as at the date of adoption of this Constitution, Auckland Rugby League Incorporated;

**Elected Director** means a Director elected in accordance with Rule 18.9;

**Community Development Officer** means the person appointed as Community Development Officer of the Zone or, if he or she is absent, any acting Community Development Officer;

**General Meeting** means a meeting of the Members, (other than an Annual Meeting);

**Honours and Awards Sub-Committee** means the sub-committee of the Board (which may include such persons as the Board co-opts for that purpose as provided in Rule 10) charged under Rule 10.3 with evaluating nominations for Life Members and any other such honours that the Zone may determine, received from Members or the Board;

**Independent Director** means a person whom the Appointments Panel determines meets the independence criteria determined by the Appointments Panel from time to time which criteria will take due account of whether at the time of his or her first appointment to the Board the person has previously been a member of, or had any governance role in, any Member, the Zone, the NZRL or any member of the NZRL and if so whether the nature or time past since that circumstance existed is such that the person still may be considered to be independent;

**Judicial Committee** means the judicial committee of the NZRL appointed under Rule 28 of the NZRL Constitution;

**Laws of the Game** means the laws of Rugby League as framed and interpreted by the RLIF (subject to domestic safety law variations determined by the NZRL);

**Life Member** means a person admitted as a life member of the Zone;

**Meeting** means an Annual Meeting or a General Meeting;

**Members** means the District Leagues, Clubs, Life Members and the President;

**Motion** means:

- (a) a motion put forward for voting on by Clubs by means of either a vote held at a Meeting or a postal vote in accordance with Rule 17; or
- (b) a matter put forward to Clubs for assent by means of a Resolution in writing in accordance with Rule 16.18;

**NZRL** means the New Zealand Rugby League Incorporated;

**NZRL Appeals Committee** means the NZRL Appeals Committee appointed under the constitution of the NZRL;

**President** means the figurehead of the Zone, elected under Rule 11;

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**Region** means the geographical region for which the Zone is responsible for the promotion, development and growth of Rugby League, such region being determined by the NZRL from time to time and being, as at the date of adoption of this Constitution the geographical region recorded in Schedule 2;

**Registrar** means the Registrar of Incorporated Societies under the Act;

**Regulations** means regulations made by the Zone as amended from time to time;

**Representative** means a representative of a Club or District League that has been appointed by that Club or District League to attend Meetings and vote on behalf of that Club or District League, as the case may be;

**Resolution** means a successful Motion passed in accordance with this Constitution;

**RLIF** means the association of national Rugby League bodies known as the Rugby League International Federation which governs the game of Rugby League and of which the NZRL is a member;

**Rugby League** means the game of rugby league;

**Rugby League Knowledgeable Director** means a Director who has had previous involvement in Rugby League in New Zealand in any capacity for a minimum of 5 years;

**Special Board Majority** means a vote supported by not less than five (5) Directors or, where less than seven (7) Directors are present and constitute a quorum, by at least three-fourths of those Directors;

**Sports Dispute Tribunal of New Zealand or SDTNZ** means the tribunal established by Sport and Recreation New Zealand to hear and determine certain sports-related disputes;

**Sport and Recreation New Zealand or SPARC** means the government agency established under the Sport and Recreation New Zealand Act 2002;

**Team Competition** means any competition which is funded and administered by the Zone from time to time;

**Transition Regulations** means the regulations set out in Schedule 3;

**Vice-Chairperson** means the vice-chairperson of the Board appointed in accordance with Rule 19.19; and

**Zone** means Akarana Zone of NZRL Incorporated.

**2.2 Interpretation:** In this Constitution unless the context otherwise requires:

- (a) **Defined Expressions:** expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution;
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- (b) **Headings:** Rule and other headings are for ease of reference only and will not affect the interpretation of this Constitution;
  - (c) **Negative Obligations:** any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;
  - (d) **Plural and Singular:** words importing the singular number will include the plural and vice versa;
  - (e) **Persons:** references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;
  - (f) **Gender:** references to any gender includes all genders;
  - (g) **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; and
  - (h) **Rules and Schedules:** references to Rules and Schedules refer to Rules and Schedules of this Constitution.

### 3. OBJECTS AND POWERS

- 3.1 **Objects:** The objects of the Zone are, as a member of the NZRL and subject to the rules, by-laws, regulations and resolutions of the NZRL and the strategic plan adopted by the NZRL from time to time, and subject to Rule 4 relating to the general purpose and capacity of the Zone, to:
- (a) **Promote Rugby League:** administer, promote, foster and develop Rugby League throughout the Zone and New Zealand, from "grass roots" level to national representative level and govern Rugby League throughout the Region;
  - (b) **Arrange Matches:** arrange, participate in and promote regional competitions and Rugby League matches and to participate in and promote national and other Rugby League competitions, matches and tours both within New Zealand and overseas;
  - (c) **NZRL Requirements and Representation:** comply with the rules, by-laws, regulations and resolutions of the NZRL and submit to the NZRL any amendments to the Laws of the Game and the by-laws and regulations of the NZRL that the Zone considers appropriate;
  - (d) **Meet RLIF Requirements:** subject to domestic safety law variations adopted by the NZRL, comply with the Laws of the Game and the by-laws, regulations and resolutions of the RLIF, and require Members to similarly comply;
  - (e) **Representative Teams:** form and manage representative Rugby League teams for the Region;
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- (f) **Affiliated Body Matches:** foster and support Rugby League competitions amongst its Members;
- (g) **Regional Competitions:** foster and support Rugby League competitions between representative teams of the Zone and representative teams of the members of the NZRL;
- (h) **Good Management:** encourage and support good fiscal management and sporting practices by all persons under its authority;
- (i) **Guidance and Leadership:** provide guidance and exercise leadership in relation to Clubs, District Leagues and their members; and
- (j) **Promote Interests of Rugby League:** do all such other things to promote, and encourage activities conducive to, Rugby League.

3.2 **Powers:** The powers of the Zone are, subject to the rules, by-laws, regulations and resolutions of the NZRL and the strategic plan adopted by the NZRL from time to time, and subject to Rule 4 relating to the general purpose and capacity of the Zone, to:

- (a) **Rules:** make or alter Rules or Regulations in accordance with this Constitution;
  - (b) **Membership and Affiliation:** provide for the admittance or retirement of Members in accordance with this Constitution;
  - (c) **Promotion of Rugby League:** carry on activities in connection with the promotion, fostering, development and governance of Rugby League:
    - (i) in the Region; and
    - (ii) in support of initiatives undertaken by the NZRL, in New Zealand generally;
  - (d) **Intellectual Property:** apply for, purchase, or otherwise acquire any intellectual property rights, or any secret or other information as to any invention or property for any of the purposes of the Zone, and to use, exercise, develop, or grant licences in respect of the above matters;
  - (e) **Partnerships, Joint Ventures, etc:** enter into partnership, a joint venture or any other arrangement for the sharing of surplus resources, and to co-operate with any person carrying on or about to carry on any business or transaction;
  - (f) **Shares:** subscribe to, or otherwise acquire, hold and deal with, shares, debentures, or other securities of any company and sell or dispose of interests in any securities;
  - (g) **Arrangements:** enter into any arrangements with any Government or authority and obtain from any Government or authority any rights, privileges and concessions and exercise any such rights, privileges and concessions;
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- (h) **Property:** purchase, take on lease or in exchange, hire, and otherwise acquire any real and personal property and any rights or privileges;
  - (i) **Investment:** invest and deal with the money of the Zone;
  - (j) **Loans:** lend any advance money or give credit to any person, to give guarantees and/or indemnities for the payment of money or the performance of contracts or obligations by any person and otherwise to assist any person;
  - (k) **Borrow:** borrow or raise or secure the payment of money charged upon all or any of the Zone's property and purchase, redeem or payoff any such securities;
  - (l) **Legislation:** apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment and to oppose any bills, proceedings, or applications;
  - (m) **Employees:** appoint, dismiss or retire employees;
  - (n) **Services:** remunerate any person for services rendered or to be rendered;
  - (o) **Property of the Zone:** sell, improve, manage, develop, exchange, lease, distribute, dispose of, or otherwise deal with, all or any part of the property and rights of the Zone;
  - (p) **Hold Charges:** take or hold mortgages, liens, and charges to secure payment of any money due to the Zone from any other person;
  - (q) **Trusts:** undertake and execute any trusts and make gifts whether for charitable or benevolent purposes;
  - (r) **Representatives:** appoint, elect or nominate persons to represent the Zone;
  - (s) **Delegation:** delegate to any person the powers of the Zone;
  - (t) **Disputes:** decide any disputes or hear any appeals on matters relating to the Zone and/or to Rugby League within the Region;
  - (u) **Carry out Objects:** carry out all or any of the objects of the Zone and do all or any of the above things as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
  - (v) **All other Things:** do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Zone.

**3.3 Independent Construction:** It is declared that each of the objects and powers set out in Rules 3.1 and 3.2 are to be constructed independently and are not to be

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limited by reference to any other objects or powers recorded in Rules 3.1 and 3.2. Each of the objects and powers set out in Rules 3.1 and 3.2 are independent objects and powers of the Zone.

#### 4. GENERAL PURPOSE AND CAPACITY

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- 4.1 **Amateur Rugby League:** The Zone has been incorporated for the purpose of promoting amateur Rugby League conducted for the recreation or entertainment of the general public. The capacity of the Zone to carry on or undertake any business or activity, do any act, or enter into any transaction in accordance with Rule 3 relating to the Zone's objects and powers is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with or in seeking to achieve this purpose, or which is conducive or incidental to this purpose.
- 4.2 **Involvement in Professional Rugby League for the Advancement of the Amateur Game:** For the avoidance of doubt, the ability and power to carry on or undertake any business, activity, act or transaction for the purpose and on the basis outlined in Rule 4.1 will, without limiting the generality of Rule 4.1, include the ability and power to undertake Rugby League activities and competitions in which paid players and paid officials participate, to solicit licensing of brands and to seek sponsorship.
- 4.3 **No Pecuniary Profit:** Nothing in this Constitution will permit any part of the funds of the Zone to be used or to be available to be used for the private pecuniary profit of any Member or any person associated with any Member or any other person. For the avoidance of doubt, the term "*private pecuniary profit*" does not include remuneration or payment for services rendered provided that the remuneration or payment is reasonable and relative to that which would be paid in an arms-length transaction (being the open market value of the services rendered).
- 4.4 **Overriding Effect:** This Rule 4 will apply notwithstanding any other provision in this Constitution to the contrary.

#### 5. MEMBERS

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- 5.1 **Membership:** The members of the Zone are the District Leagues, the Clubs, Life Members and the President.
- 5.2 **Binding:** Each Member:
- (a) **Is Itself Bound:** is bound by this Constitution and all Regulations;
  - (b) **Its Members are Bound:** if it is a body that comprises its own membership, must ensure that those members agree to be bound by this Constitution and all Regulations; and
  - (c) **Its Members' Members are Bound:** if it is a body whose members are bodies that also comprise their own membership, must require that those members' own rules require its members to agree to be bound by this Constitution and all Regulations;
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provided that nothing in Rules 5.2(b) or 5.2(c) will require a District League to ensure that a member club of the District League complies with the requirements of Rules 5.2(b) and 5.2(c).

- 5.3 Zone's Obligations:** It is acknowledged that the Zone has corresponding obligations to those set out in Rule 5.2 under the constitution of the NZRL as a member of the NZRL to the intent that all persons connected with the playing or administration of Rugby League within New Zealand who are directly or indirectly affiliated with any Member will be bound by the constitution of the NZRL and all regulations and by-laws of the NZRL.
- 5.4 Members' Constitutions:** Subject to Rule 5.9, where a Member (other than a District League) is a body that comprises its own membership:
- (a) **Zone approval:** such Member's constitution and regulations and by-laws must be authorised and approved by the Board; and
  - (b) **Amendments:** no amendments to such Member's constitution and/or regulations or by-laws are permitted without the prior written consent of the Board.
- 5.5 Conflict of Rules:** Any rule or regulation of:
- (a) **Zone:** the Zone which is in conflict with the constitution of the NZRL or with any regulation or by-law of the NZRL or any resolutions of the board of the NZRL will be deemed to be inoperative unless the NZRL determines otherwise;
  - (b) **Member:** a Member which is in conflict with:
    - (i) the constitution of the NZRL, with any regulation or by-law of the NZRL or any resolutions of the board of the NZRL;
    - (ii) this Constitution, any By-law or Regulation or any resolution of the Board; or
    - (iii) the Laws of the Game (subject to any domestic variations to the Laws of the Game adopted by the NZRL), or by-laws, regulations or resolutions of the RLIF,
- will be deemed to be inoperative unless, subject to Rule 5.6, the Board determines otherwise so that the rule or regulation remains operative. The provisions of Rule 5.5(b)(ii) will not apply to any District League.
- 5.6 Approval of NZRL:** In the event of any conflict or inconsistency between a rule or regulation of a Member with the rules, regulations, by-laws, or resolutions referred to in Rule 5.5(b)(i) or 5.5(b)(iii), the Board may not deem the rule or regulation of the Member to be operative without the prior written approval of the board of the NZRL.
- 5.7 Status of Members:** Members (other than those who are individuals) must be either an incorporated society registered under the Act, or another incorporated entity to which the Department of Inland Revenue has granted a binding ruling to the effect that its income is exempt from taxation under section CW46 of the Income Tax Act 2007.
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- 5.8 **Exemption:** The Board may, on application by a Member and in extraordinary circumstances, and only with the prior written approval of the board of the NZRL, allow an exception to Rule 5.7.
- 5.9 **Transition:** The requirement in:
- (a) **Approval of constitutions:** Rule 5.4 that constitutions and regulations and by-laws of a Member be authorised and approved by the Board; and
  - (b) **Incorporation:** Rule 5.7 that members be either an incorporated society or another incorporated entity meeting the requirements of that Rule;

will not take effect until 1 July 2011.

## 6. AFFILIATION

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- 6.1 **No Disaffiliation:** Subject to the other provisions of this Constitution, no Member may disaffiliate or otherwise withdraw from the Zone without the prior written consent of the Board.
- 6.2 **No Other Affiliation:** No District League may be affiliated to any Rugby League organisation other than the NZRL or the Zone and no Club may be affiliated to any Rugby League organisation other than the Zone or a District League. Each District League and Club must ensure that, except with the prior written consent of the NZRL (which may be given or withheld in the NZRL's absolute discretion), no Rugby League team under its control or jurisdiction plays any team under the control or jurisdiction of any entity which is not a District League or a Club.

## 7. ROLE AND RESPONSIBILITY OF ZONE

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- 7.1 **Zones:** It is acknowledged that the Zone has been established to promote, foster and develop Rugby League within the Region in a manner that supports and is consistent with the initiatives of the NZRL for the promotion, fostering and development of Rugby League in New Zealand generally.
- 7.2 **Primary Responsibility:** The primary responsibility of the Zone is to govern and manage the affairs of the Zone in respect of Zone representative Rugby League and, in particular, to operate representative teams in the national competitions (as advised by the Board from time to time).
- 7.3 **Zone Responsibilities:** The other responsibilities of the Zone are:
- (a) **Promote:** to administer, promote and develop the game of Rugby League in the Region;
  - (b) **Competitions:** to hold such regular competitions in the Region as is able to foster Rugby League with a meaningful competition;
  - (c) **Guidance:** to provide guidance and exercise leadership in relation to District Leagues, Clubs and its other Affiliates;
  - (d) **Support:** to provide support to the activities of any associate members that of the NZRL that are conducted within the Region;
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- (e) **Good Practices:** to encourage and support good fiscal management and sporting practices by all persons under its authority; and
- (f) **Promotion of Other Activities:** to promote and encourage other activities conducive to Rugby League, in all cases consistent with the policies and directions of the NZRL.

**7.4 Strategic Plan:** The Zone will develop a strategic plan for the promotion, fostering and development of Rugby League in the Region which will be consistent with, and complement, the strategic plan adopted by the NZRL for the promotion, fostering and development of Rugby League in New Zealand. The Zone will also develop annual budgets to support its strategic plan. It is acknowledged that the strategic plans of the NZRL and the Zone will be reviewed and updated periodically and that each strategic plan of the Zone, and its supporting budget, will be subject to the approval of the NZRL.

## **8. DISTRICT LEAGUES**

**8.1 District League Operation:** District Leagues must operate in accordance with:

- (a) **NZRL Rules:** the rules, regulations and by-laws of the NZRL and any resolution of the board of the NZRL;
- (b) **District League Rules:** the rules and regulations laid down by the District League's constitution.

Subject always to Rule 5.5, in the event of any inconsistency between any of the above, they will have precedence in the descending order of priority recorded above.

**8.2 District League Responsibilities:** The responsibilities of a District League are:

- (a) **Zone Objectives:** To support the Zone's objectives and the Zone will support the District League's objectives. This will provide an opportunity for the Zone and the District League to develop shared objectives for the betterment of Rugby League in the Region.
- (b) **Guidance/Leadership:** To provide guidance and exercise leadership in relation to its affiliated Clubs, members and associates within its region.
- (c) **Delegated Function:** To carry out such other functions and activities as the Zone and District League agree are to be delegated to that District League by the Zone.

**8.3 Relationship between District League and the Zone:** Notwithstanding anything else in this Constitution:

- (a) **Decisions Not Binding on the Other:** neither the Zone nor a District League may make decisions binding on the other;

- (b) **Neither to Adjudicate on Disputes of Other:** neither the Zone nor a District League may adjudicate on any dispute where the other is a disputant; and
- (c) **NZRL Determination:** all disputes between the Zone or a District League must be determined by the NZRL.

For the avoidance of doubt, the Board cannot give directions to or override a District League and vice versa.

## 9. CLUBS

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**9.1 Admission as Members:** Subject to Rule 5.9, a club that satisfies the requirements of Rules 5.4 and 5.7. may on the passing of a resolution of the Board by a Special Board Majority be recognised by the Zone as a Club for the purposes of this Constitution.

**9.2 Requirements:** Each Club must:

- (a) **Club Operations:** operate under:
  - (i) the rules, regulations and by-laws of the NZRL and any resolution of the board of the NZRL;
  - (ii) the rules and regulations laid down by this Constitution and any resolution of the Board; and
  - (iii) the rules and regulations laid down by the Club's constitution.

Subject always to Rule 5.5, in the event of any inconsistency between any of the above, they will have precedence in the descending order of priority recorded above;

- (b) **Club Objectives:** adhere to its objects as stated in its constitution;
- (c) **Club Responsibilities:** carry out the weekly duties of participating in its Zone's regional or local competition;
- (d) **Club Promotion:** promote and encourage other activities (i.e. sport and recreation) to enhance the game of Rugby League and encourage healthy lifestyles; and
- (e) **Club Code of Practice Management:** operate under any applicable provisions of any code of practice management for Rugby League as laid down under the constitution or any by-laws or regulations of the NZRL and this Constitution and any Regulations.

## 10. LIFE MEMBERS

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**10.1 Life Members:** Life Members are persons elected as Life Members at an Annual Meeting of the Zone in recognition of exceptional service rendered to the Zone and to Rugby League. The maximum number of living Life Members of the Zone at any one time will not exceed twenty (20).

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- 10.2 Nominations:** Nominations for election as a Life Member must be made in writing by a Member, signed by the chairperson/secretary of the nominating Member, and received at the offices of the Zone by no later than 31 December preceding an Annual Meeting.
- 10.3 Honours and Awards Sub-Committee:** A sub-committee comprising one (1) Director and three (3) Life Members will be appointed by the Board each year at the meeting of the Board next following the Annual Meeting of the Zone. The sub-committee's responsibility will be to screen nominations for Life Membership and to make recommendations to the Board accordingly. In the event that there are less than three (3) Life Members available to sit on the Honours and Awards Sub-Committee at any time, or any of the appointed persons cease to be available, the Board may appoint such other person(s) to the Honours and Awards Sub-Committee as the Board considers appropriate. The person(s) so appointed will remain on the Honours and Awards Sub-Committee until the next sub-committee is to be appointed in accordance with this Rule 10.3.
- 10.4 Consideration by Board Meeting and Annual Meeting:** If the person recommended to the Board for appointment as a Life Member by the Honour and Awards Sub-Committee under Rule 10.3 is approved by a Special Board Majority, that person's name will be submitted by the Board for vote at an Annual Meeting and if approved by a majority of the votes cast at the Annual Meeting, he or she will be admitted as a Life Member.
- 10.5 Rights:** Life Members will have such privileges as may be determined by the Board.
- 10.6 Cancellation of Life Membership:** A Life Member will cease to be a Life Member immediately if:
- (a) **Resignation:** the member gives notice of resignation to the Community Development Officer; or
  - (b) **Motion at an Annual or General Meeting:** on the recommendation of a resolution approved by a Special Board Majority, a Motion for termination of that Life Member's membership is submitted to an Annual Meeting or General Meeting and is approved by at least three-fourths of the votes cast on that resolution.
- 10.7 Honour and Awards Committee Recommendation:** A Motion for termination of a Life Member's life membership of the Zone will only be submitted to an Annual Meeting or General Meeting under Rule 10.6(b) if:
- (a) **Application:** the Zone has, with the approval of a Special Board Majority, applied to the Honour and Awards Sub-Committee of the NZRL's board (**NZRL Honour and Awards Committee**) to make a determination of the continued eligibility of the Life Member for life membership of a zone of the NZRL under the NZRL's then current rules for life membership or such other criteria for life membership as the NZRL Honour and Awards Committee considers appropriate from time to time; and
  - (b) **Determination:** the NZRL Honour and Awards Committee determines that the Life Member does not, at the time of its determination, meet the
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criteria for eligibility for life membership of a zone of the NZRL under the NZRL's then current rules for life membership or such other criteria as the NZRL Honour and Awards Committee considers appropriate from time to time.

## 11. PRESIDENT

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- 11.1 President:** The President will be elected at the Annual Meeting. A person nominated for the office of President must be nominated by the Board. The President will hold office for a term of two (2) years.
- 11.2 Role and Responsibility of President:** The role and responsibility of the President will be:
- (a) **Ceremonial/Official Events:** to represent the Zone at all ceremonial and official events;
  - (b) **Interest of Members:** to represent the interest of all Members;
  - (c) **Chair:** to chair Meetings; and
  - (d) **Board Meetings:** to attend Board meetings at the discretion of the Chairperson.
- 11.3 Replacement:** If the President through death or resignation does not complete his or her term, a replacement will be appointed by the Board for the remainder of that term or for such shorter term as the Board determines.

## 12. NON-COMPLIANCE BY MEMBERS

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- 12.1 Non-Compliance:** Any Member disobeying any Rule, By-Law or Regulation, or failing to give effect to any decision of the Board or permitting any of the Member's members to do so, will be liable to review by the Board who has the power to deal with the matter as it deems appropriate.
- 12.2 Financial Non-Compliance:** The Board may from time to time appoint a special auditor(s) to assess the financial and business affairs of any Member who will report back to the Board, and the said Member.
- 12.3 District League exempt:** The provisions of this Rule 12 will not apply to a District League.

## 13. MEETINGS

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### Annual Meetings

- 13.1 Annual Meetings:** The Zone must hold Annual Meetings of the Members once in each calendar year on a date to be fixed by the Board and, which is within three (3) months of the end of each financial year of the Zone.
- 13.2 Business:** The Annual Meeting will:
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- (a) **Annual Report:** receive and adopt the Zone's Annual Report and audited statement of accounts for the past year;
- (b) **Election of President:** elect a President; and
- (c) **Other Business:** consider any other business determined by the Board or of which at least twenty (20) Business Days' notice has been given in writing to the Community Development Officer by a Club.

**13.3 Notice of Annual Meetings:** The Board will give Members at least thirty (30) Business Days' notice of the date and place of an Annual Meeting.

### **General Meetings**

**13.4 General Meetings:** Any meetings other than Annual Meetings are General Meetings. The Board may convene General Meetings as it thinks fit. A General Meeting will be called by the Community Development Officer on receipt of a requisition stating the objects of such meeting signed on behalf of not less than three (3) Members. Notice of any proposed Motion must be given to Members at least fifteen (15) Business Days before the Meeting.

**13.5 Zone Convention:** A meeting will be held at or about the day of the Annual Meeting and will be known as the "Zone Convention". The purpose of the Zone Convention is for Members to receive reports from the Zone's employees, present any other business, and to discuss the Zone's strategic plan and conduct workshops if appropriate.

### **14. VOTES AT MEETINGS**

**14.1 Voting Entitlements:** Only Representatives are entitled to vote at Meetings on behalf of their appointing Clubs or appointing District Leagues.

**14.2 Number of Votes:** Each Club and each District League will have one (1) vote each.

### **15. CONSTITUTION CHANGES**

**15.1 Special Majority of Votes:** No Rule of the Zone may be rescinded or altered, nor a new Rule added, except as follows:

- (a) **NZRL Board Approval:** by a majority of two-thirds of the votes cast at a Meeting of the Zone with such alteration, rescission or addition to the Rules being subsequently approved by the board of the NZRL in accordance with the constitution of the NZRL; or
- (b) **NZRL Board Recommendation:** the alteration, rescission or addition is:
  - (i) recommended by the board of the NZRL to the Zone to avoid a conflict between the provisions of this Constitution and the provisions of the constitution of the NZRL or any regulation or by-law of the NZRL; and



- (ii) passed by a majority of two-thirds of the votes cast at a Meeting of the Zone.

**15.2 Preservation of Tax Concessions:** No Rule of the Zone may be rescinded or altered, nor a new Rule added, if the rescission, alteration or addition would affect the Zone's eligibility to benefit from any tax concession for which it would otherwise be eligible, including (without limitation):

- (a) **Operation:** any rescission, alteration or addition that would allow the Zone to operate other than for the purpose of promoting amateur Rugby League, as set out in Rule 4, or to operate for private pecuniary profit;
- (b) **Surplus:** any rescission, alteration or addition that would allow the Zone to apply any surplus property or assets other than for the purpose of promoting amateur Rugby League (or otherwise for the promotion of amateur sport), for the benefit of the public and not for private pecuniary profit, as set out in Rule 26.2;

without the Board having first circulated to the board of the NZRL and to its Members advice on the effect of the proposed rescission, alteration or addition in relation to the Zone's eligibility to benefit from any relevant tax concession.

**15.3 Notice of Constitutional Change:** Notice of any proposed rescission, alteration or addition to this Constitution which has not been recommended by the board of the NZRL must be given in writing to the Community Development Officer at least twenty (20) Business Days before the Meeting. Notice of the terms of a proposed change to this Constitution that has been approved by the board of the NZRL, and the time and place of the Meeting must be given to Members at least fifteen (15) Business Days before the meeting and the text of the changes must be readily available to Members at least fifteen (15) Business Days before the Meeting.

## **16. PROCEDURAL MATTERS AT MEETINGS**

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**16.1 Application of this Rule:** Where there is an inconsistency between Rule 15 and this Rule 16, Rule 15 will prevail.

**16.2 Notice of Meetings:** Except where Rule 15 provides otherwise, the Community Development Officer will give not less than fifteen (15) Business Days notice to all Members of business which is to be considered at any Meeting, and of the time and place of the Meeting. If a Meeting is adjourned for less than 30 days it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

**16.3 Attendance at Meetings:** The following persons may attend Meetings:

- (a) **Representatives:** One (1) Representative representing each District League and Club may attend, speak and vote at Meetings. A District League and Club will usually appoint the chair of its District League or Club board as its Representative, but in his or her absence another District League or Club board member or person authorised by the District League or Club board may fulfil this role.
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- (b) **Delegates:** Each Member may appoint one (1) Delegate to attend any Meeting who may attend and speak at Meetings. A District League or Club will usually appoint its general manager as its Delegate, but in his or her absence another District League or Club board member or person authorised by the District League or Club board may fulfil this role.
- (c) **Life Members:** Life Members may attend Meetings and may speak if invited to do so by the chairperson of the meeting.
- (d) **President:** The President may attend and speak at, and will chair, Meetings.
- (e) **Directors:** Directors may attend and speak at Meetings.
- (f) **Additional Delegates:** If special circumstances require it, the Board may resolve that for the purpose of a specific Meeting a District League or Club may appoint additional Delegates.
- (g) **Observers:** Observers, and persons invited by the Board may attend any Meetings to which they are invited, and may speak if invited to do so by the chairperson of the Meeting.

**16.4 Representatives and Delegates:** The following will apply in respect of Representatives and Delegates representing Members at Meetings:

- (a) **Notice:** Notice of the appointment of a person as a Representative or Delegate, signed by the chairperson of the body whom the Representative or Delegate represents, or any person authorised by the board of that body, must be received by the Community Development Officer not less than five (5) Business Days before the date of the Meeting at which the person is to act.
- (b) **Replacement:** A Member may replace a nominated Representative or Delegate by written notice to the Community Development Officer signed by the chairperson or any person authorised by the board of that Member. If a Representative or Delegate is replaced less than five (5) Business Days before the date of the Meeting at which the Representative or Delegate is to attend, the chairperson of the Meeting will inform the Meeting.
- (c) **Representatives and Delegates' Powers:** Representatives have the right to propose, second and consider Motions on any matter and, if entitled to vote, to pass or reject Motions relating to any matters in respect of which proper notice in accordance with this Constitution has been given. At each Annual Meeting, the chairperson will allow a reasonable opportunity for Representatives and Delegates to question, discuss, or comment on any Motion or on the administration or policies of the Zone. The Representatives may pass a Resolution relating to the management or policies of the Zone at that meeting which will, unless it is unlawful, unconstitutional or will result in the Board being in breach of any legal duty, be binding on the Board.



(Usual signature/s)"

- 16.9 Quorum:** No business may be transacted at any Meeting if a quorum is not present. A quorum for a Meeting is present if Representatives or their proxies of not less than sixty percent of the Clubs and District Leagues are present.
- 16.10 Proceedings in Absence of Quorum:** If a quorum is not present within 30 minutes after the time appointed for the Meeting, the Meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the Board may appoint, and if, at the adjourned Meeting, a quorum is not present within 30 minutes after the time appointed for the Meeting, the Representatives or their proxies present are a quorum.
- 16.11 Regulation of Procedure:** The chairperson of a Meeting will regulate the proceedings at that Meeting.
- 16.12 Chairperson:** The chairperson of all Meetings will be the President, or, if absent, a Director appointed to chair the Meeting by the other Directors present at that Meeting.
- 16.13 Methods of Holding Meetings:** Without limiting Rule 13, Meetings are held by a meeting of the Members' Representatives and Delegates in person.
- 16.14 Notice Irregularity:** Any irregularity in the notice of a Meeting is waived if all Members attend the meeting without protest as to the irregularity, or if all Members agree to the waiver.
- 16.15 Meeting Irregularity:** Any irregularity in the conduct or procedure of a Meeting is waived if a quorum is present and all Members at the Meeting agree to the waiver.
- 16.16 Majority:** Unless otherwise provided for in this Constitution, all matters for decision at Meetings will be decided by a majority of votes of the Representatives present.
- 16.17 Counting of Votes:** Voting at Meetings will be by voices or show of hands.
- 16.18 Resolution in Writing:** A Resolution in writing signed by all Clubs and District Leagues (as evidenced by the signature of the chairpersons of each Club and District League) will be as valid and effectual as if it had been passed at a Meeting duly convened and held. Any such Resolution may consist of several documents in identical form each signed by one (1) or more Clubs and District Leagues and, unless established otherwise, any such document sent by a Club or District League by facsimile transmission or other electronic means not disapproved by the Board will be deemed to have been signed by such Zone.

**17. POSTAL VOTE**

**17.1 Matters may be voted on by Postal Vote:** Matters which may be voted on at a Meeting may instead be voted on by postal vote if:

- (a) **Board Resolution:** the Board resolves that the matter can be referred to Clubs and District Leagues for consideration by a postal vote; and

- (b) **Prior Notice:** the Board gives Members not less than three (3) weeks notice in a form that complies with Rule 17.2 and that informs Members of the matters it proposes to be considered by postal vote.

**17.2 Notice of Motions:** Notice of the matter to be voted on by postal vote must:

- (a) **Form of notice:** be given to Members in the same manner as notice of business to be considered at a Meeting must be given;
- (b) **Scrutineers:** specify the names of two (2) scrutineers who are authorised by the Board to count the postal votes cast on the Motions recorded in the notice (**Scrutineers**); and
- (c) **Closing Date:** specify the date by which the postal votes must be received by the Zone.

**17.3 Manner of Voting:** A Club or District League may cast a postal vote on all or any of the Motions to be voted on as specified in a notice given under Rule 17 by sending a written notice setting out the manner in which the Club or District League's vote is to be cast to the Scrutineers. The notice must be signed by the chairperson or any person authorised by the board of the Club or District League and must be received by the Zone no later than 5.00pm on the date specified in the notice for the purposes of Rule 17.2(c). Once a postal vote has been received by the Zone, the Club or District League cannot revote or alter its vote.

**17.4 Duty of Scrutineers:** The postal votes received by the Zone will be delivered to the Scrutineers. The Scrutineers will:

- (a) **Collect:** collect together the postal votes received;
- (b) **Count:** in relation to each Motion to be voted on by postal vote, count:
  - (i) the number of Clubs and District Leagues voting in favour of the Motion; and
  - (ii) the number of Clubs and District Leagues voting against the Motion;
- (c) **Certify:** sign a certificate addressed to the chairperson of the Board stating that the Scrutineers have carried out the duties set out in Rules 17.4(a) and 17.4(b); and
- (d) **Deliver:** deliver the certificate required by Rule 17.4(c) to the Board.

**17.5 Result:** If the Zone receives valid postal votes from not less than sixty (60) percent of the Clubs and District Leagues and the Motion has been assented to by the required majority of votes, the postal votes will be effective as if it were passed at a Meeting. If the Zone receives:

- (a) **Majority not satisfied:** valid postal votes from not less than sixty percent of the Clubs and District Leagues but the Motion is not assented by the required majority of votes; or
  - (b) **Insufficient votes received:** the Zone receives valid postal votes from less than sixty percent of the Clubs and District Leagues;
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the Motion will be deemed to have failed.

## 18. APPOINTMENT AND ELECTION OF DIRECTORS

- 18.1 Board Numbers:** The Board will consist of a minimum of five (5) Directors, and a maximum of seven (7) Directors, three (3) of whom are to be Appointed Directors and four (4) of whom are to be Elected Directors.
- 18.2 Independent and Rugby League Knowledgeable Directors:** At least three (3) Directors must be Independent Directors and at least three (3) Directors must be Rugby League Knowledgeable Directors. The Appointments Panel will be responsible through the appointment process set out in Rule 18.8 for ensuring that this Rule 18.2 is met.
- 18.3 Establishment of Appointments Panel:** An Appointments Panel will be established each year to consider candidates for appointment as Appointed Directors. The Appointments Panel will be established by the Board in each year no later than thirty-five (35) Business Days prior to the date of the Annual Meeting each year.
- 18.4 Composition of Appointments Panel:** Subject to the Transitional Regulations, the Appointments Panel will consist of four (4) persons comprising:
- (a) **Board Appointee:** One (1) nominee appointed by the Board. This nominee cannot be a Director nor appointed as a Director during the term of his or her service on the Appointments Panel.
  - (b) **ARL Appointee:** One (1) nominee appointed by Auckland Rugby League Incorporated. This nominee cannot be a Director or appointed as a Director during the term of his or her service on the Appointments Panel.
  - (c) **NZRL Appointees:** Two (2) nominees experienced in governance who will be appointed by the NZRL, one (1) of whom will also be appointed by the NZRL as the chairperson of the Appointments Panel, and who will have a casting vote. Neither of these nominees can be a Director or appointed as a Director during the term of his or her service on the Appointments Panel.
- 18.5 Independence from Board:** The Appointments Panel will at all times be independent from the Board and will operate free of any interference from their appointing bodies.
- 18.6 Director Suitability Criteria:** The Appointments Panel will develop criteria (**Director Suitability Criteria**) which will be used by the Appointments Panel to assess the suitability of a candidate for appointment as an Appointed Director. At a minimum, the Director Suitability Criteria will cover some or all of the following factors:
- (a) **Experience:** prior governance experience;
  - (b) **Knowledge of Rugby League:** knowledge of, and experience in, the sport of Rugby League;

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- (c) **Programmes and Agencies:** knowledge of community-based programmes and work with central and local government agencies and commercial sponsors;
  - (d) **Occupational Skills:** occupational skills, abilities and experience;
  - (e) **Conflicts:** awareness of conflicts of interest; and
  - (f) **General Skills:** general skills in commerce, finance, marketing and business.

The Director Suitability Criteria will be made available by the Appointments Panel to all Members and will be used by the Appointments Panel, in conjunction with the Appointments Panel's assessment of any particular skill gaps in the Board when determining which candidates are to be appointed as Appointed Directors.

- 18.7 **Director Ineligibility:** A current employee of the Zone, a District League, a Club or of any other member of the NZRL (or a member of a member of the NZRL) will not be eligible to be appointed or elected as a Director. If a current employee of a Zone, District League or Club does seek appointment or election as a Director, his or her appointment or election will be subject to him or her ceasing such employment before the appointment as Director is to take effect. In relation to a candidate for appointment as an Appointed Director, the Appointments Panel will also take due account of any office or operational position a person holds on the board of any District League or Club in determining the appropriateness of the appointment of that person as an Appointed Director.
  - 18.8 **Appointment of Directors:** The process for the appointment of Appointed Directors will be as follows:
    - (a) **Call for Candidates:** The Appointments Panel will call for candidates to apply for appointment as an Appointed Director. This must include effective advertising within the Region, inviting members of the public to apply for appointment as an Appointed Director.
    - (b) **Applications:** Subject to Rule 18.7, any member of a District League or Club can apply for consideration for appointment as an Appointed Director, supplying the appropriate material requested by the Appointments Panel.
    - (c) **Full CV:** Each application for appointment as an Appointed Director will be accompanied by a full curriculum vitae.
    - (d) **Verbal Presentation:** The candidates may be required to give a verbal presentation to the Appointments Panel.
    - (e) **Appointment Having Regard to Criteria:** The Appointments Panel will, within twenty (20) Business Days after each Annual Meeting, appoint Appointed Directors to fill available vacancies for Appointed Directors by applying the Director Suitability Criteria and considering the candidates curriculum vitae and any verbal presentations and the requirement that the Board consist of at least three (3) Independent Directors and at least three (3) Rugby League Knowledgeable Directors.
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**18.9 Election of Elected Directors:** Elected Directors will be nominated and elected as follows:

- (a) **Nominations:** Nominations for election as an Elected Board Member must be:
- (i) for natural persons and may only be made by Clubs and District Leagues;
  - (ii) received by the Community Development Officer not less than twenty (20) Business Days prior to the Annual Meeting at which the results of the election will be announced; and
  - (iii) circulated to Members not less than fifteen (15) Business Days prior to the Annual Meeting at which the results of the election will be announced.
- (b) **Ballot:** Where the number of nominations are in excess of the required number of Elected Directors, the Board will issue ballot papers to Members entitled to vote at the Annual Meeting at the same time as the nominations are circulated to Members under Rule 18.9(a)(iii). Such ballot forms will record the names of all nominees. The ballot for the election of Elected Directors will be carried out on the following basis:
- (i) the election will be by secret ballot;
  - (ii) the returning officer will be appointed by the Board;
  - (iii) scrutineers will be appointed, being the President of the Auckland Rugby League and the President of the NZRL, or their respective nominees;
  - (iv) scrutineers will check and confirm the votes cast;
  - (v) each Member entitled to vote will be asked to identify on the ballot form issued the person(s) for whom they vote for to fill the available position(s) (identifying no more than the available number of positions);
  - (vi) each Member entitled to vote must vote for the full number of candidates required to fill each available office;
  - (vii) ballot forms are to be returned to the returning officer by hand or by post to the address notified by the Board at the time of issue of the ballot forms by 4:00 pm on the day prior to commencement of the Annual Meeting and will, on receipt, be placed in a secure and locked ballot box, the key of which is held by the returning officer;
  - (viii) the highest polling nominees (for the number of available places) will be successfully elected and announced at the commencement of the Annual Meeting and take office immediately; and



- (ix) ballot forms will form part of the meeting records.

If the number of nominees is equal to or less than the number of vacancies, no election will be required and the nominees will be deemed to have been elected.

**18.10 Consultation with Board:** The Appointments Panel will, from time to time, consult with the Chairperson and Community Development Officer regarding existing Director performance and will seek feedback from the Board about skill gaps within the Board.

**18.11 Termination of Office:** The Board may, with the approval of a resolution approved by a Special Board Majority, terminate the office of a President or Director who:

- (a) **Impropriety:** is acting improperly and without due regard to the terms and conditions of his/her appointment set out in any Directors' Code of Conduct, that may be endorsed by the board of the NZRL from time to time;
- (b) **Conflict of Interest:** is acting for professional Rugby League players in the capacity of "Player Agent/Manager" and/or is being paid by any Rugby League club to contract players playing Rugby League in New Zealand for that club;
- (c) **Bankrupt:** is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 299 of the Insolvency Act 2006;
- (d) **Conviction:** is a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three (3) months or more, unless that person has obtained a pardon or has served the sentence;
- (e) **Disqualified Director:** is prohibited from being a director or promoter of, or being concerned or taking part in, the management of a company under any of sections 382, 383 or 385 of the Companies Act 1993;
- (f) **Property Order:** is subject to a property order made under sections 30 or 31 of the Protection of Personal and Property Rights Act 1988; or
- (g) **Incapacity of Trustee:** becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.

**18.12 Casual Vacancy – Appointed Directors:** If an Appointed Director retires or ceases to be a director as provided by Rule 18.11, the Appointments Panel may appoint a replacement person in his or her place. The Director so appointed will hold office until the date that the person who he or she replaces would have been required to retire or such earlier date as the Appointments Panel determines.

**18.13 Casual Vacancy – Elected Directors:** If an Elected Director retires or ceases to be a director as provided by Rule 18.11 and:

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- (a) **Six Months or Less of Term to Run:** There are six (6) months or less until the expiry of that director's term, the Board may appoint a replacement person in his or her place. The Director so appointed will hold office until the date that the person who he or she replaces would have been required to retire.
- (b) **More than Six Months of Term to Run:** There are more than six (6) months until the expiry of that director's term a new director will be elected in accordance with the procedure set out in Rule 18.9 on the following basis.
- (i) The Board will notify Members of the intention to conduct a ballot for the election of a new director and the date on which that ballot will close, which will be not less than thirty (30) Business Days from the date of the notice.
- (ii) Nominations will be required to be received by the Community Development Officer not less than twenty (20) Business Days before the date it is proposed that the ballot will close.
- (iii) Ballot papers will be issued to all Members entitled to vote at an Annual Meeting at the same time as circulation of the nominations to Members with the ballot forms recording the names of all nominees.
- (iv) Ballot forms are to be returned to the returning officer by 4.00pm on the day on which the Board has notified Members the ballot will be closed.
- (v) In all other respects the provisions of Rule 18.9(b) will apply.

## 19. PROCEEDINGS OF THE BOARD

### 19.1 Term: Subject to Rules 19.2, 19.3 and 33:

- (a) **One third to retire:** two (2) Elected Board Members and one (1) Appointed Board Member must retire at the Annual Meeting in each year; and
- (b) **Maximum Term:** Elected Directors will hold office for up to two (2) years each and Appointed Directors will hold office for up to three (3) years each, but each will be eligible for re-election or re-appointment, provided that Appointed Directors may not be re-appointed for more than two (2) further terms.

### 19.2 Order of Retirement for Directors: Subject to Rules 19.1, 19.3 and 33 the Directors appointed in the calendar year in which this Constitution is adopted (Year One Directors) will serve on the Board for the following terms:

- (a) **2013:** At the 2013 Annual Meeting, one (1) Appointed Director and two (2) Elected Directors will retire but will be eligible for re-appointment or re-election for a further term.
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- (b) **2014:** At the 2014 Annual Meeting, one (1) Appointed Director and two (2) Elected Directors, (not being those Directors referred to in Rule 19.2(a)) will retire but will be eligible for re-appointment or re-election for a further term.
  - (c) **2015:** At the 2015 Annual Meeting, any Year One Director who has not retired under Rules 19.2(a) or 19.2(b), will retire but will be eligible for reappointment or re-election for a further term. If the number of Directors to so retire at this Annual Meeting does not satisfy the requirements of Rule 19.1, a further Director or Director(s) will retire but will be eligible for re-appointment or re-election for a further term.
  - (d) **Subsequent Annual Meetings:** At every subsequent Annual Meeting, the Director(s) who will retire but be eligible for re-appointment or re-election for a further term will be determined under Rule 19.1. If, in the application of paragraphs 19.2(b) to 19.2(d) of this Rule 19.2 there is any uncertainty as to the identity of those Directors who will retire, the matter will be determined so, if an available outcome, at least one (1) Appointed Director and one (1) Elected Director retires.
- 19.3 Retirement of Appointed Directors:** Notwithstanding the retirement of an Appointed Director at an Annual Meeting, the Appointed Director will continue to hold office on an interim basis until a replacement Appointed Director is appointed by the Appointments Panel in accordance with Rule 18.8.
- 19.4 Schedule of Retirement:** Prior to each Annual Meeting the Board will supply to the Community Development Officer (who will then advise all Members) a schedule of the order of retirement of Directors determined in accordance with Rule 19.2.
- 19.5 Death, Resignation or Forfeiture:** Should any Director die, resign or forfeit their position, a replacement Director will be chosen using the procedure, and for the period, set out in Rule 18.12.
- 19.6 Quorum:** Five (5) Directors will form a quorum at meetings of the Board.
- 19.7 Convening Meetings:** The Board will meet:
- (a) **As it Decides:** at such times and places as it decides, but not less than once every two (2) months; or
  - (b) **Special Meeting:** at a special meeting of the Board called by the Community Development Officer on receipt of a requisition from the Chairperson or any two (2) Directors, with the date and place of special meetings to be determined by the Community Development Officer in consultation with the Chairperson.
- 19.8 Failure to attend:** Any Director who fails to attend three (3) consecutive meetings of the Board without leave of absence will forfeit his or her seat on the Board.
- 19.9 Notices:** Not less than five (5) Business Days notice of a Board meeting must be given to Directors and the President.
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- 19.10 Irregularity in Notice:** An irregularity in the notice of a meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity, or if all the Directors entitled to receive notice of the meeting agree to the waiver.
- 19.11 Adjournment:** A meeting of the Board may be adjourned to such date and place as the Board will decide.
- 19.12 Method of Meeting:** A meeting of the Board may be held as follows:
- (a) **Actual Meeting:** by a number of the Directors who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
  - (b) **Contemporaneous Linking:** by the contemporaneous linking together by means of audio, or audio and visual, communication by which all Directors participating and contributing to a quorum can simultaneously hear each other throughout the meeting.
- 19.13 Number of Votes:** Directors have one (1) vote each at any meeting of the Board.
- 19.14 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.
- 19.15 Counting of Votes:** Voting at Board meetings will be by voice or show of hands.
- 19.16 Community Development Officer:** The Community Development Officer will be entitled to attend and speak at all meetings of the Board but will have no vote.
- 19.17 President:** The President may attend any Board meetings to which he or she is invited by the Chairperson and may speak if invited to do so by the Chairperson but will have no vote.
- 19.18 Chairperson:** The Chairperson will be appointed:
- (a) **Year One:** In year one of this Constitution, at the first meeting of the new Board appointed and elected as provided in the Transition Regulations for a minimum period of two (2) years expiring at the conclusion of the immediately following Annual Meeting.
  - (b) **Subsequent Years:** In subsequent years, by the Directors from among the Directors at the first Board meeting after:
    - (i) the Annual Meeting for that year; and
    - (ii) any appointment of an Appointed Director to be undertaken in accordance with Rule 18.8 for that year.

The Chairperson must retire from that office at the conclusion of each Annual Meeting.
  - (c) **Non Executive:** The role of Chairperson must be non-executive.
- 19.19 Vice-Chairperson:** The Vice-Chairperson will be appointed:
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- (a) **Year One:** In year one of this Constitution by Directors at the first meeting of the new Board appointed and elected as provided in the Transition Regulations for a minimum period of two (2) years expiring at the conclusion of the immediately following Annual Meeting.
- (b) **Subsequent Years:** In subsequent years, by the Directors from among the Directors at the first Board meeting after:
  - (i) the Annual Meeting for that year; and
  - (ii) any appointment of an Appointed Director to be undertaken in accordance with Rule 18.8 for that year.

The Vice-Chairperson must retire from that office at the conclusion of each Annual Meeting.

- (c) **Non-Executive:** The role of the Vice-Chairperson will be non-executive.

**19.20 Minutes:** The Board must ensure that minutes are kept of all Resolutions of the Board.

**19.21 Resolution in Writing:** A resolution in writing signed by not less than five (5) Directors 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 have power to pass such resolution at a meeting of the Board. Any such resolution may consist of several documents in identical form each signed by one (1) or more Directors. Unless established otherwise, any such document sent by a Director by facsimile transmission or other electronic means approved by the Board is deemed to have been signed by such Director.

## 20. POWERS AND DUTIES OF BOARD

**20.1 Powers:** The primary responsibility of the Board is to govern and manage the affairs of the Zone in respect of Zone representative Rugby League. Subject, at all times, to Rule 8.3, the Board has the following powers as well as those expressly provided elsewhere in this Constitution:

- (a) **Powers of the Zone:** To exercise any and/or all of the powers of the Zone to fulfil the Zone's responsibilities in Rule 7, other than those required to be exercised by a Meeting.
- (b) **Delegate:** To delegate any of its powers to such person or persons as the Board may determine from time to time.
- (c) **Sub Committees/Executive Committee:** To appoint sub-committees/executive committees of the Board and committees of the Zone, and to delegate any of the Board's powers to any such sub-committee of the Board or committee of the Zone. The membership, terms of reference and powers of any such sub-committee or committee will be set out by the Board when the sub-committee or committee is established.
- (d) **Regulations:** To make or amend any Regulations of the Zone (which, without limitation, include rules for the conduct of disciplinary proceedings by Members, the Zone and the Audit Committee), other

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than the regulations for any team competition which will be varied only by a Motion of any team competition Sub-Committee of the Zone.

- (e) **Appoint:** To appoint or approve the appointment of selectors, managers or coaches of Zone representative teams, and such other persons as the Board may decide.
  - (f) **Rulings:** To furnish rulings upon the Laws of the Game when requested to do so by a Member.
  - (g) **Settle Disputes:** To settle disputes between Members (other than disputes where a District League is a party to the dispute) when one (1) of the Members which is a party to the dispute requests the Zone to do so.
  - (h) **Enquiry:** Except for anti-doping offences which will be dealt with by the SDTNZ, to enquire into the conduct of any Member, team or player affiliated to or under the control of the Zone in relation to Zone representative Rugby League and to impose any penalty affecting their participation in the game of Rugby League, including, without limitation:
    - (i) the disqualification of any team or player; and/or
    - (ii) the withholding of a grant to any Member or team; and/or
    - (iii) the withholding of a payment due to a player.
  - (i) **President:** To nominate persons for the office of President.
  - (j) **Other:** To do all such other things that are necessary to give effect to the objects of the Zone.
- 20.2 **Board to Interpret:** If any matter is not provided for in this Constitution, or any difference of opinion arises as to the meaning of any Rule of this Constitution, it will be determined by the Board (subject to any decision by the Judicial Committee) or, if a difference of opinion arises as to the meaning of any Rule occurs at a Meeting, it will be determined by the chairperson of that Meeting.
- 20.3 **Saving:** If any case will occur which, in the opinion of the Board, is not provided for in this Constitution, it will be determined by the Board in such manner as it deems expedient.
- 20.4 **Ratification:** The purported exercise by the Community Development Officer or a Director of a power vested in the Board may be ratified or approved by the Board in the same manner in which the power may be exercised. The purported exercise of a power ratified under this Rule is deemed to be, and to always have been, a proper and valid exercise of that power.
- 20.5 **Funds and Investment:** The funds and property of the Zone will be controlled, invested and disposed of by the Board subject to this Constitution. The funds will be devoted solely to the furtherance of the objects of the Zone.
- 20.6 **Indemnity of Officers:** Each Director, the Community Development Officer, the President, or a servant of the Zone (each **Indemnified Party**):
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- (a) **Indemnity:** is indemnified by the Zone from and against all losses and expenses incurred by that Indemnified Party or in or about the discharge of the Indemnified Party's duties; and
- (b) **No Liability:** is not liable for the acts or omissions of any other person being a Director, the Community Development Officer, the President, or a servant of the Zone, or for joining in any act or receipt or for any act of conformity or for any loss happening to the Zone, unless due to the Indemnified Party's own wilful default.

**20.7 Insurance Policies:** The Zone will hold current professional indemnity insurance and directors and officers insurance for Directors and President of the Zone appointed and/or elected from time to time.

## **21. REMUNERATION OF DIRECTORS AND PRESIDENT**

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Subject to the fixing of a maximum annual amount for remuneration of Directors and President by an Annual Meeting, which will stand as an annual limit until changed by a subsequent Resolution of an Annual Meeting, and subject to Rule 4, the Board may authorise the payment of remuneration or the provision of other benefits by the Zone to a Director for services as a Director, or to the President for services as an officer or in any other capacity, and may enter into any contract to do so on behalf of the Zone. Directors and the President may be reimbursed for reasonable travelling, accommodation and other expenses incurred in the course of performing duties or exercising powers as a Director or President and in accordance with any policy approved by the Board.

## **22. COMMUNITY DEVELOPMENT OFFICER**

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**22.1 Community Development Officer:** The Board may from time to time appoint a Community Development Officer of the Zone for such period and on such terms as it thinks fit. The Board may, from time to time, confer upon the Community Development Officer any of the Board's powers, upon such terms and conditions as the Board sees fit, and may revoke or vary any or all of such powers.

**22.2 Performance Agreement:** No later than 30 days prior to the date of the Annual Meeting, the Board and the Community Development Officer will enter into an annual performance agreement which will outline the operational objectives for the Community Development Officer.

## **23. EXECUTION OF INSTRUMENTS**

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**23.1 Execution of Instruments:** Contracts and other enforceable obligations requiring the signature of the Zone may be signed:

- (a) **Deeds:** if a deed, under the common seal of the Zone or by a duly authorised attorney of the Zone; and
- (b) **Contracts:** if a contract, by a person acting on behalf of and under the authority of the Board.

**23.2 Common Seal:** The common seal of the Zone must be kept in the custody of the Community Development Officer. It may be affixed to any document if approved by a Resolution of the Board and if witnessed by two (2) Directors or by one (1) Director and the Community Development Officer.

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## 24. ACCOUNTS

- 24.1 Books to be Kept:** The Board must ensure proper accounting records of the Zone are kept.
- 24.2 Financial Year:** The financial year of the Zone will commence on 1 January and end on the following 31 December.
- 24.3 Receipts and Payments:** All money received by the Zone must be paid into a bank to the credit of the Zone. All cheques, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Zone must be signed by two (2) signatories authorised by the Board.
- 24.4 Trust Account:** All trust money received by the Zone (including, but not limited to, funds obtained by way of grant funds for an authorised purpose) must be paid into a bank to the credit of the Zone's trust account. Such trust account must be operated in accordance with appropriate trust accounting rules and principles, and will be the subject of periodic independent audit.
- 24.5 Audit:** The Zone will ensure that the Auditor is provided with such access and assistance as the Auditor may reasonably require in order to:
- (a) audit or review the accounts of the Zone and Members (with the exception of the District Leagues); and/or
  - (b) undertake such reviews and investigations of the accounting records, practices, procedures and policies maintained or followed by the Zone and/or any member.

The results of such audits, reviews and investigations will be made available to the NZRL.

## 25. NOTICES

- 25.1 Manner of Notice:** A notice under this Constitution may be given personally, by post, by facsimile, or by email.
- 25.2 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 (3) Business Days after it was sent;
  - (c) **Facsimile:** if sent by facsimile, on receipt by the sender of a transmission report indicating that the facsimile was sent in its entirety to the recipient's facsimile number; and
  - (d) **Email:** if sent by registered email, on receipt by the sender of an email message indicating that the email 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 5.00pm on a Business Day, it will be deemed to have been received on the next Business Day.
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## 26. LIQUIDATION

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- 26.1 Motion to Liquidate Zone:** The Zone may be liquidated if a Motion to do so has been passed by a majority of the votes recorded at a Meeting of which at least twenty (20) Business Days notice has been given in writing by the Community Development Officer to each Member (and to such other persons as the Board may decide) and the Motion is confirmed at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the Motion to be confirmed was passed.
- 26.2 Application of Surplus:** Upon liquidation, any property or assets remaining after the satisfaction of all of the Zone's debts, liabilities and obligations will be applied for the purpose of promoting amateur Rugby League as set out in Rule 4 (or otherwise for the promotion of amateur sport), for the benefit of the public and not for private pecuniary profit (for example, by way of transfer to an amateur Rugby League organisation (or other amateur organisation) that is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with or in seeking to achieve this purpose, or which is conducive or incidental to that purpose), as the Zone by a majority of votes decides.

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## 27. ADJUDICATION

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- 27.1 Misconduct:** In the event of an allegation of off field misconduct by a Zone representative team, player or official, the following will apply:
- (a) **Enquiry into Misconduct:** The Zone must hold an enquiry into the alleged misconduct whether the alleged misconduct occurred within its boundaries or otherwise. Such enquiry is to be held as soon as reasonably practicable after the alleged misconduct has been brought to the Zone's notice. The relevant team or individual has the right to be heard at the enquiry.
  - (b) **Disqualification:** If the Zone has passed a resolution disqualifying any team, player or official for any reason whatsoever, the resolution must be reported to the NZRL which must inform all other members of the NZRL. Disqualifications, including disqualifications imposed by the NZRL, are effective and are to be complied with by all members of the NZRL from the date of receipt of advice thereof, whether or not the terms of the disqualification are in accord with the rules of any members of the NZRL.
  - (c) **Appeal:** Any team, player or official disqualified by the Zone has the right to appeal to the NZRL within ten (10) Business Days of the passing of the resolution of disqualification. Such appeal must be sent through the Zone to the Chief Executive of the NZRL, and must be determined by the Judicial Committee in accordance with Rule 28 of the NZRL Constitution.
  - (d) **Pending Decision:** Pending decision of any appeal, a disqualification is operative.
  - (e) **League Control:** In the case of alleged misconduct by any team, player or official while under the direct control of the Zone, the NZRL may hold an enquiry and accord such punishment, if any, as it considers suitable. At its sole discretion, the NZRL may hold such an enquiry even if the
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team, player, or official had not been under the direct control of the Zone. The decision of the NZRL is binding on all Members.

- (f) **Member Control:** If the NZRL believes that any Member has failed to make proper enquiry into any case of alleged misconduct or any matter likely to bring discredit upon Rugby League, the Zone or the NZRL, it must require that Member to hold an enquiry or to complete any enquiry already commenced and, failing compliance with the request, the NZRL may take such action as it considers fit.
- (g) **Notice:** The Chief Executive of the NZRL must give not less than five (5) Business Days notice to any Member, team or individual of the date and place of the meeting at which any enquiry is to be held by the NZRL and of the matters to be considered thereat. At any such enquiry, the Member, team or individual concerned has the right to be heard.

**27.2 Decision:** Subject to this Constitution, all Members will recognise the NZRL as having the right to determine all disputes in relation to Rugby League arising within the Region or involving any Members, whether by way of appeal or otherwise, except where the dispute relates to a doping offence, or an allegation of a doping offence, in which case it will be referred to the SDTNZ for determination as set out in the NZRL Rules and by-laws.

## **28. JUDICIAL COMMITTEE**

**28.1 Role of the Judicial Committee:** The role of the Judicial Committee is to adjudicate on judicial matters involving fixtures and any matches under the jurisdiction of the Zone

### **28.2 Right of Appeal:**

- (a) A right of appeal from decisions of the Judicial Committee to the NZRL Appeals Committee, is available in accordance with Rule 29 of this Constitution.
- (b) Suspensions imposed by the Judicial Committee will remain in place until such an appeal hearing.

## **29. NZRL APPEALS COMMITTEE**

**29.1 Appeal:** An appeal from the decision of the Judicial Committee may be made to the NZRL Appeals Committee by:

- (a) **Party to Dispute:** a Member who is a party to the dispute to which the decision has been made; or
- (b) **Board:** the Board.

Any such appeal will be made in accordance with the constitution of the NZRL. If the NZRL Appeals Committee does not reach a determination against the decision which is the subject of the appeal, the appeal will fail and no further action can be taken against the Board, the Member, the Judicial Committee or the Appeals Committee.

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## 30. AUDIT COMMITTEE

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- 30.1 Role of the Audit Committee:** The Board will establish an Audit Committee of the Board. The role of the Audit Committee is to assist the Board in the execution of its duties, and to allow for a detailed consideration of corporate governance issues.
- 30.2 Responsibilities:** The main responsibilities of the Audit Committee are to:
- (a) **Report to Board:** review and report to the Board on the financial reporting system of the Zone;
  - (b) **Liaise with Auditor:** liaise with the Auditor in the preparation of the annual report, the annual and half-yearly financial reports and all other financial information published or released by the Zone;
  - (c) **Review Effectiveness of Internal Controls:** assist the Board and the NZRL in reviewing the effectiveness of the Zone's internal control environment covering:
    - (i) effectiveness and efficiency of operations;
    - (ii) reliability of financial reporting;
    - (iii) compliance with applicable laws and regulations;
  - (d) **Risk Management Framework:** oversee the effective operation of the risk management framework; and
  - (e) **Evaluate Auditor's Performance:** report to the Board on the performance of the Auditor on the review of the terms of the Auditor's engagement, and the scope and quality of the audit.
- 30.3 Authority:** The Audit Committee has authority, within the scope of its responsibilities, to seek any information it requires from any employee, contractor, or external party.
- 30.4 Membership of the Audit Committee:**
- (a) **Number:** There will be at least two (2) members of the Audit Committee, one (1) of whom is an Independent Director.
  - (b) **Additional Members:** The chairperson of the Audit Committee has the power to co-opt a temporary member or members for the consideration of a particular matter.
  - (c) **Board Members:** As the Audit Committee is a committee of the Board, all Board members should receive the audit papers, and any Director can attend the meeting if they so wish, as an observer.
  - (d) **Qualifications:** The chairperson of the Audit Committee will be an Independent Director, but may not be the Chairperson, and will be appointed by the Board. At least one (1) member should be a qualified accountant.
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**30.5 Disqualification:** Permanent members of the Audit Committee may not be employees or contractors of the Zone, of the management committee or board of any Member.

**30.6 Appointment of Audit Committee:** Permanent members of the Audit Committee will be appointed and removed by the Board.

## **31. REGULATIONS**

Subject to Rule 8.3, the Board will have full power to make for the administration of Zone representative Rugby League, such regulations and by laws, not being inconsistent with this Constitution, as it sees fit.

## **32. REGULATION OF RUGBY LEAGUE**

**32.1 Control of the Game:** Each Member must ensure that:

- (a) **Comply with Laws of the Game:** every game under its control or jurisdiction is played in accordance with the Laws of the Game (subject to any domestic variations to the Laws of the Game adopted by the NZRL);
- (b) **Matches must be sanctioned:** all matches arranged between Members must first be sanctioned by the Board; and
- (c) **Competitor Teams:** no team that is under its control or jurisdiction plays any team under the control or jurisdiction of any entity which is not a Member, including, without limitation, any team under the control or jurisdiction of an overseas entity, without the prior written consent of the Board,

and failure to comply with the forgoing requirements is deemed a breach of this Constitution and is subject to the sanction of the Board.

**32.2 Rights:** All rights in respect of any game under the control or jurisdiction of the Board belong to the Zone. No Member has authority to grant any rights to any person unless authorised to do so by the Board. The Board will establish standard policies and procedures under which a Club may grant rights in respect of games which involve only teams from that Club, as applicable.

**32.3 Uniform:** The uniform for all representative teams of the Zone will be subject to the prior written approval of the board of the NZRL. The board of the NZRL can authorise an alternative strip to be used for a specific game.

**32.4 Domestic Uniform:** Any team playing in an NZRL official competition will comply with the terms and conditions of all uniform and apparel requirements as set down for that competition.

**32.5 Colours:** The Zone will:

- (a) **Registration of Colours:** keep a register of the approved colours of a Club;

- (b) **Approval:** approve the colours to be worn by the representative team of a Member. The Zone cannot approve colours for the representative team of a Member which are in the same combination as the current colours registered on the register for any other Member; and
- (c) **Alternative Colours:** give a Member alternative colours for a particular match if the approved and registered colours for that Member for that match are in the reasonable opinion of the Community Development Officer confusingly similar to the colours of the other team playing in that match.

- 32.6 Games with Suspended Players:** Unless otherwise decided by the Board, no Club or player will knowingly play in any match with any suspended or expelled Club or player and, in the case of a player, whether suspended or expelled from playing Rugby League or suspended or expelled in relation to another sporting code.
- 32.7 District League:** The provisions of Rule 32 will apply to a District League only in respect of Zone representative Rugby League.

### **33. TRANSITION REGULATIONS**

On adoption of this Constitution, it is acknowledged that there will be a transition phase from the governance structures that operated within the Region to the governance structure that is to be adopted for the Region in accordance with this Constitution. It is accordingly acknowledged and agreed that:

- 33.1 Application of Transition Regulations:** the Transition Regulations will apply on adoption of this constitution as follows:
- (a) the calling of the first General Meeting and the appointment and election of Directors for the First Board of the Zone after incorporation of the Zone will be in accordance with the Transition Regulations, thereafter Meetings will be called, and Directors appointed and elected in accordance with Rules 13, 16 and 18;
  - (b) the order of retirement of the first Appointed Directors and Elected Directors will be in accordance with the Transition Regulations, but otherwise Rule 19.2 will apply; and
- 33.2 Inconsistencies:** that notwithstanding any other provision in this Constitution, to the extent of any inconsistency between the terms set out in the main body of this Constitution and the Transition Regulations, the Transition Regulations will prevail.

**SCHEDULE 1**  
**MEMBERS**

<b>Location</b>	<b>Legal name of Member and incorporation number</b>
Auckland Rugby League Inc	Auckland Rugby League Incorporated (221687)
Bay/Roskill	Bay Roskill Sports Club Incorporated (222568)
City	City Newtown Rugby League Football Club Incorporated (222444)
East Coast Bays	East Coast Bays Rugby League Football Club Incorporated (445663)
Ellerslie	Ellerslie Eagles Rugby League Football Club Incorporated (221600)
Glenfield	Glenfield Rugby League & Football Club & Associated Sports Incorporated (222125)
Glenora	Glenora Rugby League Football Club Incorporated (221594)
Hibiscus Coast	The Hibiscus Coast Raiders Rugby League and Sports Club Incorporated (232122)
Marist	Marist Rugby League Football Club Auckland Incorporated (223378)
Mt Albert	Mt Albert Rugby League Old Boys and Supporters Ass Incorporated (224012)
Mt Wellington	Mt Wellington Rugby League Football Club Incorporated (223771)
New Lynn	New Lynn Rugby League Football Club Incorporated (224139)
Navy/North Shore	North Shore Albions Rugby League Football Club Incorporated (2109073)
Northcote	Northcote & Birkenhead Tigers Rugby League & Sports Club Incorporated (224229)
Ponsonby	Ponsonby United Rugby League Football & Sports Club Incorporated (223274)
Pt Chevalier	Pt Chevalier Rugby League Football Club Incorporated (223592)
Richmond	Richmond Rovers Rugby League and Sports Club Incorporated (224053)

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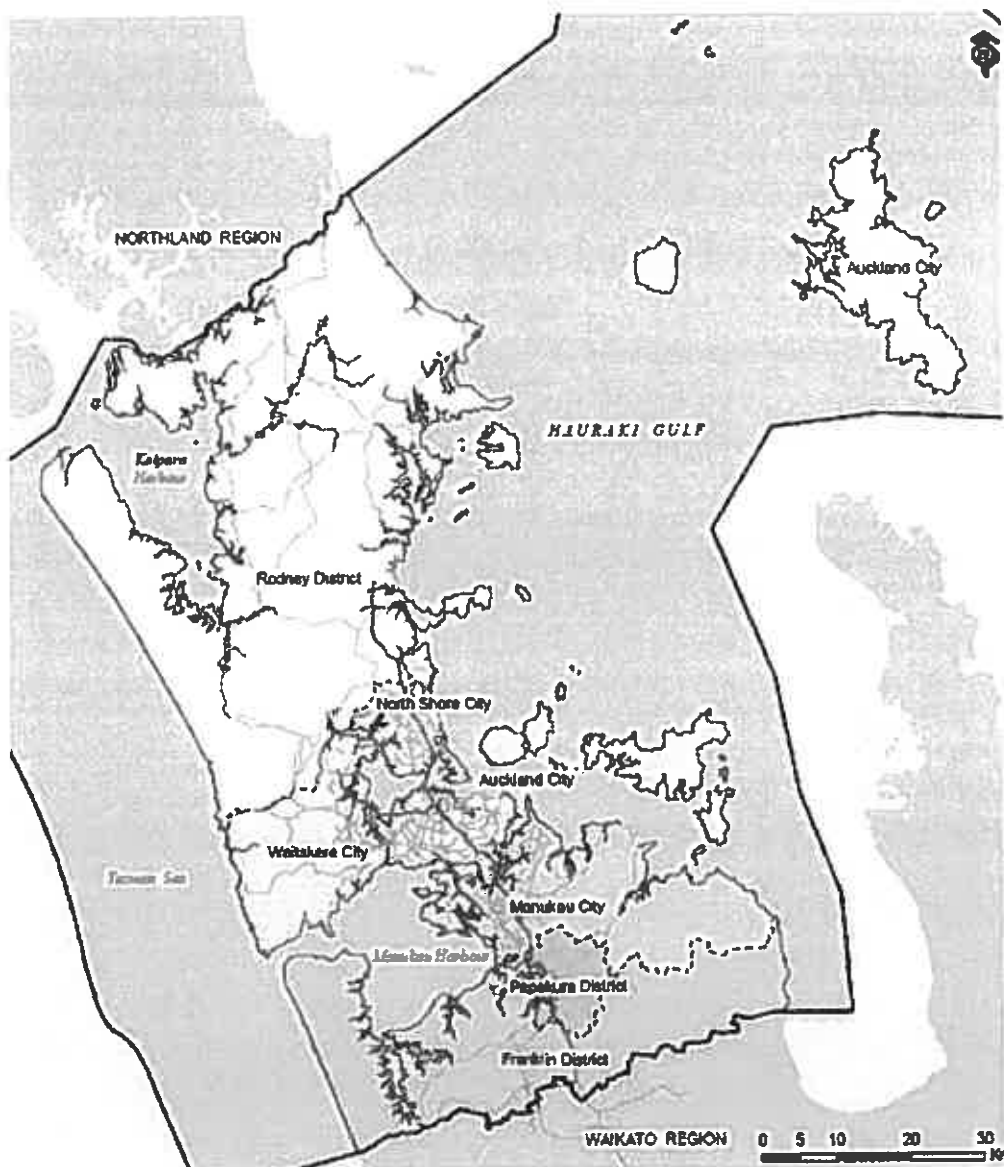
Rodney	Rodney Rams Rugby League & Sports Club Incorporated (575740)
Te Atatu	Te Atatu Rugby League and Sports Club Incorporated (223500)
Waiheke Island	Waiheke Sports Club Incorporated (224317)
Waitemata	Waitemata Seagulls Rugby League Football & Sports Club Incorporated (223872)

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## SCHEDULE 2 GEOGRAPHICAL REGION

The Territorial Authorities on 1 October 2010, as set out in the map below, that comprise the geographical region of the Zone:

- Auckland City, but excluding the Otahuhu Rovers Rugby League Football Club Incorporated and including the Mt Wellington Rugby League Football Club Incorporated and Ellerslie Eagles Rugby League Football Club Incorporated
- Waitakere City
- Rodney District
- North Shore City





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**SCHEDULE 3**  
**TRANSITION REGULATIONS**

**1. INTERIM BOARD**

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The board appointed by SPARC in November 2009 will be the Board of the Zone until a new Board has been appointed and elected in the manner provided in regulation 3.

**2. FIRST GENERAL MEETING**

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**2.1 Calling of first General Meeting:** The Board will call a General Meeting for the election of Elected Directors. It is intended that this General Meeting will be held within eight weeks of incorporation of the Zone. The Board will give not less than thirty (30) Business Days notice to all Members of the proposed date and place of the General Meeting and will invite Clubs and District Leagues to make nominations for persons to be elected as Elected Directors.

**2.2 Nominations:** Nominations for election as an Elected Director must be:

- (a) for natural persons and may only be made by Clubs and District Leagues;
- (b) received by the Board not less than twenty (20) Business Days prior to the General Meeting at which the election is to take place; and
- (c) circulated to Members within five (5) Business Days of nominations closing.

**2.3 Election:** The election of the Elected Directors will take place in accordance with the process set out in Rule 18.9(b).

**3. FIRST BOARD AFTER FIRST GENERAL MEETING**

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**3.1 Appointed Directors:** The first Appointed Directors will be:

- (a) Sam Sefuiva;
- (b) Luke Gagamoe; and
- (c) Brian Lythe -

who will each hold office from the conclusion of the General Meeting referred to in regulation 2.1 until their respective retirements in accordance with regulation 4.

**3.2 Elected Directors:** The first Elected Directors will be those elected in accordance with regulation 2.3, who will each hold office from the conclusion of the General Meeting referred to in regulation 2.1 until their respective retirements in accordance with regulation 4.

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#### 4. RETIREMENT OF DIRECTORS

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**4.1 Appointed Directors:** For the purposes of Rule 19.2, the first Appointed Directors will retire in the following order:

- (a) Sam Sefuiva;
- (b) Luke Gagamoe; and
- (c) Brian Lythe.

**4.2 Elected Directors:** For the purposes of Rule 19.2, the order of retirement of the first four Elected Directors will be on the basis that:

- (a) the Elected Director who polled the lowest and second lowest number of votes in the election held at the General Meeting called in accordance with regulation 2.1 will retire first and second respectively;
- (b) the Elected Director who polled the third lowest and the highest number of votes in the election held at the General Meeting called in accordance with regulation 2.1 will retire third and fourth respectively.

If no election is held for the first Elected Directors due to the number of nominations being equal or less than the number of vacant positions, the order of retirement will be determined by lot.

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