



**NEW ZEALAND  
RUGBY LEAGUE™**

**CONSTITUTION**  
of the  
**NEW ZEALAND RUGBY LEAGUE  
INCORPORATED**

March 2009

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# CONSTITUTION OF THE NEW ZEALAND RUGBY LEAGUE INCORPORATED

## 1. NAME AND HEADQUARTERS

- 1.1 **Name:** The name of the League is the *"New Zealand Rugby League Incorporated"*.
- 1.2 **Registered Office:** The registered office of the League is **Rugby League House, 7 Beasley Avenue, Penrose, Auckland**, or at such other place as may be notified by the League to the Registrar.

## 2. INTERPRETATION

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

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

*"Affiliate"* means Associates, District Leagues, Life Members, the President and the Patron;

*"Annual Meeting"* means a meeting of the Members held in accordance with Rule 15.1;

*"Appeals Committee"* means the New Zealand Rugby League Appeals Committee appointed under Rule 29;

*"Appointed Director"* means a Director that has been appointed by the Appointments Panel under Rule 18.7;

*"Appointments Panel"* means the panel established under Rule 18.3;

*"Associates"* means, as at the date of adoption of this Constitution, the Affiliates set out in Schedule 2 together with such other organisations who are admitted as Associates as provided in Rule 13;

*"Audit Committee"* means the New Zealand Rugby League Audit Committee appointed under Rule 30;

*"Board"* means the board of the League as constituted under Rule 18;

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

*"By-Laws"* means the by-laws of the League as referred to in Rule 33;

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

*"Chief Executive"* means the person appointed as chief executive of the League or, if absent, any acting chief executive;

*"Club"* means any Rugby League club that is a member of a Zone;

**"Constitution"** means this constitution which records the rules of the League;

**"Constitutional Meeting"** means a meeting of Members held under Rule 14 for the sole purpose of discussion and approval of any proposed alterations to the Constitution;

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

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

**"Distinguished Service Award" ("DSA")** means an award that can be recommended by the Honours and Awards Sub-Committee and as referred to in the By-Laws of the League;

**"District Leagues"** means, as at the date of adoption of this Constitution, the organisations set out in Schedule 3 together with such other persons who, with the prior consent of the Board, are admitted as a district league within a Zone;

**"Elected Director"** means a Director that is not an Appointed Director;

**"General Meeting"** means a meeting of the Members, (other than an Annual Meeting or Constitutional 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 11) charged under Rule 11.3 with evaluating nominations for Life Members, Distinguished Service Awards, and any other such honours that the League may determine, received from Zones 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 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 New Zealand Rugby League Judicial Committee appointed under Rule 28;

**"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 League);

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

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

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

**"Members"** means the Zones and the Affiliates;

**"Motion"** means a motion put forward in the manner required by these Rules at an Annual Meeting, Constitutional Meeting or General Meeting to be voted on by the Members;

**"NZRL Accounting Scheme"** means the standardised accounting scheme developed specifically for the League and overseen by a contracted or employed accountant to the League;

**"Patron"** means the patron of the League appointed under Rule 12;

**"President"** means the figurehead of the League, appointed under Rule 12;

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

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

**"Representative"** means a representative of a Zone that has been appointed by a Zone to attend Meetings and vote on that Zone's behalf;

**"Resolution"** means a successful Motion passed in accordance with the Constitution at an Annual Meeting, Constitutional Meeting or General Meeting;

**"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 League 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 but who does not, upon his or her appointment, hold any governance or executive positions within a Zone, Associate or District League.

**"Special Board Majority"** means a vote supported by not less than 5 Directors or, where less than 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 in accordance with Rule 31;

**"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 League from time to time;

**"Transitional Regulations"** means the regulations set out in Schedule 4;

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

**"Zones"** means, subject to the Transitional Regulations, the regional based organisations formed for the purpose of administering Rugby League in the regions as set out in Rule 7.3.

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;
- (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; and
- (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;
- (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 League are to:

- (a) **Promote Rugby League:** promote, foster and develop Rugby League throughout New Zealand, from "grass roots" level to international level, and govern Rugby League throughout New Zealand;
- (b) **Arrange Matches:** arrange, participate in and promote international, national and other Rugby League competitions, matches and tours both within New Zealand and overseas;
- (c) **RLIF Representation:** represent the League on the RLIF and submit to the RLIF any amendments to the Laws of the Game and the by-laws and regulations of the RLIF;
- (d) **Meet RLIF Requirements:** subject to domestic safety law variations adopted by the League, 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 New Zealand representative Rugby League teams;
- (f) **Affiliated Body Matches:** foster and support inter-affiliated Rugby League competitions;
- (g) **National and Regional Competitions:** form, foster, support and improve on national and regional Rugby League competitions;
- (h) **Provide Pathways:** provide pathways to participants in Rugby League to attain levels of excellence in their chosen field (for example, managers, coaches, trainers, administrators);
- (i) **Participation:** provide and facilitate the growth of the game from mini/mod through to senior competitions and encourage participation in Rugby League at all levels (for example, administrators, players, coaches, referees and supporters);
- (j) **Standards:** ensure that Rugby League embraces standards of behaviour and values that all players and administrators can embrace;
- (k) **Vision and Leadership:** provide vision and leadership for the management, growth and development of the game; and
- (l) **Promote Interests of Rugby League:** do all such other things to promote the interests of Rugby League.

3.2 **Powers:** The powers of the League are to:

- (a) **Rules:** make or alter By-laws, Rules or Regulations in accordance with this Constitution;
- (b) **Membership and Affiliation:** provide for the admittance or retirement of Members in accordance with the Constitution;
- (c) **Promotion of Rugby League:** carry on any other business in connection with the promotion, fostering, development and governance of Rugby League in New Zealand;
- (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 League, 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;
- (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 League;
- (j) **Loans:** lend any advance money or give credit to any person; and 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 League's property and purchase, redeem or pay off 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 League:** sell, improve, manage, develop, exchange, lease, distribute, dispose of or otherwise deal with all or any part of the property and rights of the League;
- (p) **Hold Charges:** take or hold mortgages, liens, and charges to secure payment of any money due to the League 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 League;
- (s) **Delegation:** delegate to any person the powers of the League;
- (t) **Disputes:** decide any disputes or hear any appeals on matters relating to the League and/or Rugby League;
- (u) **Make Regulations:** make or amend Regulations of the League and Rugby League;
- (v) **Carry out Objects:** carry out all or any of the objects of the League 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
- (w) **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 League.

- 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 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 League.

#### 4. CAPACITY

- 4.1 **Amateur Rugby League:** The League 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 League in accordance with its objects, to carry on or undertake any business or activity, do any act, or enter into any transaction 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:** The ability and power to carry on or undertake any business or activity for the purpose and on the basis outlined in Rule 4.1 shall, 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 shall permit any part of the funds of the League 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. For the avoidance of doubt, the term "**private pecuniary profit**" does not include remuneration or payments for services rendered reasonable and relative to that which would be paid in an arms-length transaction (being the open market value). This Rule 4.3 shall apply notwithstanding any other provision in this Constitution to the contrary and may not be removed from these Rules by any alteration, addition or revision without adversely affecting the income taxation status of the League.

#### 5. MEMBERS

- 5.1 **Membership:** The members of the League are:

- (a) the Zones; and
- (b) each Affiliate.

- 5.2 **Binding:** Each Member:

- (a) **Is itself Bound:** is bound by the Rules, Transitional Regulations and 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 the Rules, Transitional Regulations and 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 the Rules, Transitional Regulations and Regulations,

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 shall be bound by the Rules, Transitional Regulations and Regulations.

5.3 **Members' Constitutions:** Where a Member is a body that comprises its own membership:

- (a) Such Member's constitution and by-laws must be authorised and approved by the Board.
- (b) No amendments to such Member's constitution and/or by-laws is permitted without the prior written consent of the Board.

5.4 **Conflict of Rules:** Any rule or regulation of a Member bound by this Constitution which is in conflict with this Constitution or with any By-law or Regulation of the League, or with the Laws of the Game or domestic variations, or by-laws, regulations or resolutions of the RLIF, shall be deemed to be inoperative unless the Board determines otherwise so that the rule or regulation remains operative.

5.5 **Status of Members:** Members (other than 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.

5.6 **Exemption:** The Board may, on application by a Member and in extraordinary circumstances, allow an exception to Rule 5.5.

## 6. AFFILIATES

6.1 **No Disaffiliation:** Subject to the other provisions of this Constitution, no Member may disaffiliate or otherwise withdraw from the League without the prior written consent of the Board.

6.2 **No Other Affiliation:** No Zone, District League, Associate or Club may be affiliated to any Rugby League organisation other than the League. Each Zone, District League, Associate or Club must ensure that, except with the prior written consent of the Board (which may be given or withheld in the Board'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 Zone, District League, Associate or Club.

## 7. ZONES

7.1 **Zones:** The Zones are bodies defined by geographical grouping to foster Rugby League with the geographical regions of New Zealand allocated to them under this Constitution.

7.2 **Establishment of Zones:** All Zones will be established in accordance with the Transitional Regulations. Once established, each Zone will have a constitution, consistent with this Constitution, approved by NZRL. Zones may be comprised of

District League and Clubs or may be comprised of Clubs. Every District League and Club within a Zone must operate under a constitution that is consistent with its Zone constitution.

7.3 **Delineation of Zones:** Zones will comprise the following regions:

- (a) Northern
- (b) Auckland
- (c) Counties Manukau
- (d) Upper Central
- (e) Mid Central
- (f) Lower Central
- (g) Southern

with the geographical boundaries of each Zone being as set out in Schedule 1.

7.4 **Zone Responsibilities:** The responsibilities of the Zone are:

- (a) to administer, promote and develop the game of League in the Zone's geographic area;
- (b) to hold such regular competitions in the Zone's geographic area as are able to foster Rugby League with a meaningful competition;
- (c) to operate the representative teams in the National Provincial competitions (as advised by the Board from time to time);
- (d) to provide guidance and exercise leadership in relation to Clubs and their members under its authority;
- (e) to provide support to the activities of any Associate within its geographic region;
- (f) to encourage and support good fiscal management and sporting practices by all persons under its authority;
- (g) to promote and encourage other activities conducive to Rugby League,

in all cases consistent with the policies and directions of the Board.

## 8. DISTRICT LEAGUES

8.1 **Continuation of District Leagues:** Subject to this section 8 and the Transitional Regulations, the adoption of this Constitution and the establishment of the Zones will not of itself affect the existence of any District League.

8.2 **Incorporation within Zones:** Every District League whose area of responsibility is within the geographic boundaries of a Zone must be a member of that Zone.

- 8.3 **District League Operation:** The District League must operate in accordance with:
- (a) the Transitional Regulations;
  - (b) the Rules and regulations as laid down by this Constitution;
  - (c) the constitution of its Zone and any rules and regulations laid down by that constitution;
  - (d) the District League's constitution; or
  - (e) any Board Resolution or resolution of the board of its Zone.
- 8.4 **District League Responsibilities:** The responsibilities of the District League are:
- (a) to support its Zone's objectives; and
  - (b) to provide guidance and exercise leadership in relation to its affiliated Clubs, members and associates within its region; and
  - (c) to carry out such other functions and activities as delegated to it by its Zone.

## 9. ASSOCIATES

- 9.1 **Requirements:** Each Associate must :
- (a) **National body:** act as a national body that represents its particular segment of the Rugby League community throughout New Zealand;
  - (b) **Associates' Operation:** ensure that it operates in accordance with:
    - (i) the Rules and Regulations as laid down by this Constitution;
    - (ii) if its activities are limited to a geographic region, the governing Zone's constitution;
    - (iii) its agreement with the League (as provided by paragraph (f) of this clause); and
    - (iv) any Board Resolution.
  - (c) **Associates' Objects:** adhere to its objects as stated in its constitution.
  - (d) **Associates to Promote Activities:** as applicable to its objects, foster Rugby League (though not necessarily on a regular seasonal, weekly basis) and promote other activities not necessarily concerning Rugby League, but which are reasonably considered good for the game in the areas of history, welfare, education and recognition.
  - (e) **Associates' Code of Practice Management:** operate under any recognised and applicable code of practice management for Rugby League under its governing District League's rules and regulations or otherwise.

- (f) **Associates' Heads of Agreement:** negotiate and enter into a heads of agreement relating to the Associate's business plan, budgets, strategic plan and, as applicable, proposed playing schedule in respect of each year consistent with the Associate's objects and the League's strategic plan and to provide such information to the League as it considers necessary for the purpose of monitoring the Associate's performance against any agreed objectives.
- (g) **Associates' Elections:** conduct elections in accordance with its rules.
- (h) **Associates' Tournaments:** only hold tournaments that have been approved by the League which may be regional, zonal, national or international.

## 10. CLUBS

10.1 **Admission as Members:** A club that satisfies the requirements of Rules 5.3 and 5.5 (but as administered by the Zone in which that club is situated) may be recognised by the Zone and the League as a Club for the purposes of this Constitution.

10.2 **Requirements:** Each Club must:

- (a) **Club Operations:** operate under:
  - (i) the Transitional Regulations;
  - (ii) the Rules and regulations as laid down by this Constitution;
  - (iii) the governing Zone's constitution; and
  - (iv) any Board Resolution or resolution of the board of its Zone.
- (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.
- (e) **Club Code of Practice Management:** operate under any applicable provisions of any code of practice management for Rugby League as laid down under this Constitution and its governing Zone's rules and regulations.

## 11. LIFE MEMBERS

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

11.2 **Nominations:** Nominations for appointment as a Life Member or for the award of a Distinguished Service Award must be made in writing by a Zone or Associate, signed by

the chairperson/secretary of the nominating Zone or Associate, and received at the offices of the League by no later than 31 December preceding an Annual Meeting.

11.3 **Honours and Awards Sub-Committee:** A sub-committee comprising one (1) Director and three (3) Life Members will be selected by the Board each year at the meeting of the Board next following the Annual Meeting of the League. The sub-committee's responsibility will be to screen nominations for:

- (a) Life Membership; and
- (b) Distinguished Service Awards,

and make recommendation to the Board accordingly.

11.4 **Consideration by Board Meeting and Annual Meeting:** If the person recommended to the Board for appointment as a Life Member or for the award of a Distinguished Service Award by the Honour and Awards Sub-Committee under Rule 11.3 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 at an Annual Meeting, he or she will be admitted as a Life Member or will be awarded a Distinguished Service Award, as the case may be.

11.5 **Rights:** Life Members shall have such privileges as may be determined by the Board.

11.6 **Cancellation of Life Membership:** A Life Member shall cease to be a Life Member immediately if:

- (a) the member gives notice of resignation to the Chief Executive; or
- (b) on the recommendation of a resolution approved by a Special Board Majority, a Motion for termination of that 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.

## 12. PATRON AND PRESIDENT

12.1 **Transitional Regulations:** The appointment of the Patron and the President in the calendar year that this Constitution is adopted shall be in accordance with the Transitional Regulations and, thereafter, in accordance with this Rule 12.

12.2 **Patron:** The Patron shall be elected at the Annual Meeting. A person nominated for the office of Patron must be nominated by the Board. The Patron shall hold office for a term of three (3) years.

12.3 **Role and Responsibility of Patron:** The role and responsibility of the Patron will be:

- (a) to foster, promote and support Rugby League; and
- (b) to represent the League at ceremonial and official events as appropriate.

12.4 **President:** The President shall be elected at the Annual Meeting. A person nominated for the office of President must be nominated by the Board. The President shall hold office for a term of two (2) years.

12.5 **Role and Responsibility of President:** The role and responsibility of the President will be:

- (a) to represent the League at all ceremonial and official events;
- (b) to represent the interest of all Members;
- (c) to chair Meetings; and
- (d) to attend Board meetings at the discretion of the Chairperson.

12.6 **Replacement:** If the Patron or President through death or resignation does not complete their term, a replacement shall be appointed by the Board for the remainder of that term or for such shorter term as the Board determines.

### 13. NEW ASSOCIATES

13.1 **Joining, Dividing and Merging of Associates:** Application for membership of the League as an Associate by any local provincial or other Rugby League entity wishing to become an Associate, and applications for the amalgamation or division of any Associate must be submitted to the Chief Executive in accordance with Rule 13.2.

13.2 **Form of Application:** Applications for membership to the League as an Associate (including as a result of the amalgamation or division of an existing Associate) must:

- (a) be made by the local, provincial or other Rugby League body seeking to become an Associate, or to amalgamate or to divide;
- (b) record the number of teams under, or to be under, the applicant's control;
- (c) include details of the governance and membership structure of the applicants and a copy of the applicants' constitution and by-laws;
- (d) include written agreement to implement and become part of the NZRL Accounting Scheme, or another accounting system specifically approved by the Board for that applicant;
- (e) include a copy of the audited financial statements of the applicant for the twelve (12) months ending on the balance date of the applicant immediately preceding the date of the application, including a statement of financial position and an income and expenditure statement or, where the applicant was formed less than twelve (12) months before the application, a copy of the applicant's projected statement of financial position and projected income and expenditure statement for the twelve (12) months commencing from the date of the application; and
- (f) in the case of division or amalgamation of Associates, include a full explanation as to why the amalgamation or division is proposed, and the perceived benefits and potential disadvantages of the amalgamation or division.

13.3 **Consideration:** Within ten (10) Business Days of the receipt of any application for affiliation with the League complying with Rule 13.2, the Chief Executive shall distribute to all persons entitled to attend a Meeting a copy of the application and invite them to express in writing to the Board their views on the application. The Chief Executive must

specify the final date for Associates and others invited, to submit their views to the Board being a date no later than twenty (20) Business Days after copies of the application are despatched to Associates.

- 13.4 **Board Consideration:** The Board shall consider any application under this Rule 13 for affiliation and the views expressed by Associates on the application and report and make recommendation to the next General Meeting. The Board may, in considering any application for affiliation with the League, request additional information from the applicant or any other person as the Board considers appropriate.
- 13.5 **Consideration at General Meeting:** An application under Rule 13 for affiliation with the League will be considered at the next General Meeting following receipt of the application by the Chief Executive, provided that the application is received at least four months prior to the date of that General Meeting.
- 13.6 **Voting on an Application:** If an application for affiliation with the League is approved by the majority of votes cast at a General Meeting, the relevant applicant will be admitted as an Associate from the date of that General Meeting or such other date as may be agreed by the General Meeting.
- 13.7 **Admission of Clubs to Zones:** Each Zone will adopt a procedure for the admission of Clubs as a Club within its Zone that is equivalent with the procedures set out in this Rule 13 provided that every reference to a Meeting will be a meeting of the board of the relevant Zone.

## 14. NON-COMPLIANCE BY MEMBERS

- 14.1 **Non-Compliance:** Any Member disobeying any Rule or Regulation, or failing to give effect to any decision of the Board or, in the case of a Zone, permitting any Club or member of any Club under its jurisdiction to do so, shall be liable to review by the Judicial Committee who has the power to deal with the matter as it deems appropriate.
- 14.2 **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.

## 15. MEETINGS

### Annual Meetings

- 15.1 **Annual Meetings:** The League must hold Annual Meetings of the Members once in each calendar year during the month of March on a date to be fixed by the Board and no later than thirteen (13) months after the previous Annual Meeting.
- 15.2 **Business:** The Annual Meeting shall:
- (a) **Annual Report:** receive and adopt the League's Annual Report and audited statement of accounts for the past year;
  - (b) **Appoint Elected Directors:** appoint Elected Directors recommended to the Annual Meeting by the Appointments Panel in accordance with the process set out in Rule 18.8;

- (c) **Appointment of Appointments Panel Representative:** appoint a representative to the Appointments Panel. Nominations for representatives to the Appointments Panel may be made in writing by a Zone, signed by the chairperson/secretary of the nominating Zone, and received at the offices of the League no later than 31 December preceding an Annual Meeting;
- (d) **Election of Patron:** elect a Patron;
- (e) **Auditor:** appoint an auditor;
- (f) **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 Chief Executive by a Zone.

15.3 **Notice of Annual Meetings:** The Board shall give Members at least twenty-five (25) Business Days notice of the date and place of an Annual Meeting.

### **Constitutional Meetings**

15.4 **Constitutional Meetings:** Any meetings of Members to consider constitutional changes, other than Annual Meetings, are Constitutional Meetings.

15.5 **Special Majority of Votes:** No Rule of the League may be rescinded or altered, nor a new Rule added, except by a majority of two-thirds of the votes cast at a Constitutional Meeting of the League.

15.6 **Tax Information:** No alteration, rescission or addition to the Rules may affect the non-profit objects (Rule 4.1) the prohibition on personal benefit (Rule 4.3) and the liquidation provisions (Rule 26) without the Board having first circulated advice on the effect of the change on the tax status of the League.

15.7 **Convening Constitutional Meeting:** A Constitutional Meeting may be called at any time by the Board or shall be called by the Chief Executive on receipt of a requisition stating the objects of such meeting signed on behalf of not less than three (3) Zones. Notice of any proposed rescission, alteration or addition which is not recommended by the Board must be given in writing to the Chief Executive at least twenty (20) Business Days before the Meeting.

15.8 **Time of Constitutional Meeting:** Constitutional Meetings shall be held not more than twenty (20) Business Days after the day on which the Board calls for a Constitutional Meeting or thirty (30) Business Days after the date on which the requisition was received by the Chief Executive, as the case may be.

15.9 **Notice of Constitutional Change:** Notice of the terms of the proposed constitutional change 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.

### **General Meetings**

15.10 **General Meetings:** Any meetings other than Annual Meetings and Constitutional Meetings are General Meetings. The Board may convene General Meetings as it thinks

fit. A General Meeting shall be called by the Chief Executive on receipt of a requisition stating the objects of such meeting signed on behalf of not less than three (3) Zones. Notice of any proposed resolution must be given to Members at least fifteen (15) Business Days before the Meeting.

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

## 16. VOTES AT MEETINGS

- 16.1 **Voting Entitlements:** Only Representatives of Zones are entitled to vote at Meetings.

- 16.2 **Number of Votes:** Each Zone shall have one vote.

- 16.3 **Affiliates:** For the avoidance of doubt, Affiliates have no voting rights.

## 17. PROCEDURAL MATTERS AT MEETINGS

- 17.1 **Application of this Rule 17:** Where there is an inconsistency between Rule 15 and Rule 17, Rule 15 shall prevail.

- 17.2 **Notice of Meetings:** Except where Rule 15 provides otherwise, the Chief Executive shall 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.

- 17.3 **Attendance at Meetings:** The following persons may attend Meetings:

- (a) **Zones' Representatives:** One (1) Representative representing each Zone may attend, vote and speak at Meetings. A Zone will usually appoint the chair of its Zone board as its Representative, but in his or her absence another Zone board member or person authorised by the Zone board may fulfil this role.
- (b) **Zones' Delegates:** Each Zone may appoint one (1) Delegate to attend any Meeting who may attend and speak at Meetings. A Zone will usually appoint its chief executive/general manager as its Delegate, but in his or her absence another Zone board member or person authorised by the Zone board may fulfil this role.
- (c) **Associates:** Each Associate may appoint one (1) Delegate to attend any Meeting who may attend and speak at Meetings. An Associate will usually appoint its chair as its Delegate, but in his or her absence another Zone board member or person authorised by the Zone board may fulfil this role.
- (d) **Other Members:** Life Members and the Patron may attend Meetings.
- (e) **President:** The President may attend and speak at, and shall chair, Meetings.
- (f) **Directors:** Directors may attend and speak at Meetings.

- (g) **District Leagues:** District Leagues will be represented at Meetings by the Zone of which they form part.
- (h) **Additional Delegates:** If special circumstances require it, the Board may resolve that for the purpose of a specific Meeting a Zone or Associate may appoint additional Delegates and/or that a District League may appoint one or more Delegates in addition to any appointment made by the Zone of which it forms part.
- (i) **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.

17.4 **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/secretary or any authorised person of the body whom the Representative or Delegate represents, must be received by the Chief Executive not less than five (5) Business Days before the date of the Meeting at which the person is to act.
- (b) **Replacement of Delegate:** a Member may replace a nominated Representative or Delegate by written notice to the Chief Executive signed by the chairperson/secretary or any authorised person 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) **Votes:** only the Representatives may exercise the power to vote;
- (d) **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 shall allow a reasonable opportunity for Representatives and Delegates to question, discuss, or comment on any Motion or on the administration or policies of the League. The Zones may pass a resolution relating to the management or policies of the League at that meeting which will be given due consideration by, but which is not binding on, the Board;
- (e) **Representation:** no Representative or Delegate shall be entitled to act as a delegate for more than one Member at the same Meeting.

17.5 **Quorum:** No business may be transacted at any Meeting if a quorum is not present. A quorum for a Meeting is present if five (5) Representatives of the Zones are present.

17.6 **Regulation of Procedure:** The chairperson of a Meeting shall regulate the proceedings at that Meeting.

17.7 **Chairperson:** The chairperson of all Meetings will be the President, or, if absent, a Director appointed to chair the Meeting by the remaining Directors.

- 17.8 **Methods of Holding Meetings:** Without limiting Rule 15, Meetings are held by a meeting of the Members' Representatives and Delegates in person.
- 17.9 **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.
- 17.10 **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.
- 17.11 **Majority:** Unless otherwise provided for in this Constitution, all matters for decision at Meetings will be decided by a majority of votes of the Zones' Representatives present.
- 17.12 **Counting of Votes:** Voting at Meetings shall be by voices or show of hands.
- 17.13 **Motion in Writing:** A Motion in writing signed by all Zones (as evidenced by the signature of its Chairperson) shall be as valid and effectual as if it had been passed at a Meeting duly convened and held, provided that the Zones signing the Motion would constitute a quorum at such a Meeting and would have the power to pass such a Motion at the Meeting. Any such Motion may consist of several documents in identical form each signed by one or more Zones and, unless established otherwise, any such document sent by a Zone by facsimile transmission or other electronic means not disapproved by the Board shall be deemed to have been signed by such Zone.

## 18. SELECTION AND ELECTION OF DIRECTORS

- 18.1 **Board Numbers:** The Board shall consist of seven (7) Directors, four (4) to be appointed and three (3) to be elected.
- 18.2 **Independent and Rugby League Knowledgeable Directors:** Of the seven (7) Directors, at least three (3) must be Independent Directors and three (3) must be Rugby League Knowledgeable Directors. An Elected Director may be either an Independent Director or a Rugby League Knowledgeable Director and an Appointed Director may be either an Independent Director or a Rugby League Knowledgeable Director. The Appointments Panel shall be responsible through the appointment and nomination processes set out in Rules 18.7 and 18.8 for ensuring that this Rule 18.2 is met.
- 18.3 **Establishment of Appointments Panel:** There shall be an Appointments Panel established each year to consider candidates for election or appointment as Directors. The Appointments Panel shall be established by the Board in each year no later than thirty (30) Business Days prior to the date of the Annual Meeting each year. The first Appointments Panel shall be established in accordance with the Transitional Regulations.
- 18.4 **Composition of Appointments Panel:** The Appointments Panel shall consist of four (4) persons comprising:
- (a) Two (2) nominees appointed by SPARC, one of whom shall also be appointed by SPARC as the chairperson of the Appointments Panel, and who shall have a casting vote;

- (b) One (1) nominee appointed at the Annual Meeting. This nominee cannot be appointed or elected as a Director during the term of his or her service on the Appointments Panel; and
  - (c) One (1) nominee appointed by the Board (who may be a Director at the time of appointment to the Appointments Panel). This nominee cannot be appointed or elected as a Director during the term of his or her service on the Appointments Panel but if he or she is a Director at that time of appointment, may continue in office for the remainder of his or her term.
- 18.5 **Independence from Board:** Except as permitted under Rule 18.4(c), the Appointments Panel shall at all times be independent from the Board and shall operate free of any Board interference.
- 18.6 **Director Suitability Criteria:**
- (a) The Appointments Panel shall develop criteria (“Director Suitability Criteria”) which will be used by the Appointments Panel to assess the suitability of a candidate for directorship. At a minimum, the Director Suitability Criteria shall cover the following factors:
    - (i) prior governance experience;
    - (ii) knowledge of, and experience in, the sport of Rugby League;
    - (iii) knowledge of community-based programmes and work with central and local government agencies and commercial sponsors;
    - (iv) occupational skills, abilities and experience;
    - (v) awareness of conflicts of interest and
    - (vi) general skills in commerce, finance, marketing and business.
  - (b) The Director Suitability Criteria will be made available by the Appointments Panel to all Members and will be used by the Appointments Panel when determining which candidates are to be appointed as Appointed Directors and which candidates are to be recommended as Elected Directors.
- 18.7 **Appointment of Appointed Directors:**
- (a) The Appointments Panel shall call for candidates to apply for appointment as an Appointed Director. This must include effective nationwide advertising, inviting members of the public to apply for appointment as an Appointed Director.
  - (b) Each application for appointment as an Appointed Directors shall be accompanied by a full curriculum vitae.
  - (c) The candidates may be required to give a verbal presentation to the Appointments Panel before being recommended by the Appointments Panel as an Appointed Director.

- (d) The Appointments Panel shall, applying the Director Suitability Criteria and considering the candidates curriculum vitae and verbal presentation, appoint an Appointed Director/(s).

**18.8 Election of Elected Directors:**

- (a) The Appointments Panel shall call for nominations for Elected Directors from Zones. The closing date for nominations shall be at least thirty (30) business days prior to the Annual Meeting. Nominations must be accompanied by the nominee's full curriculum vitae, his or her acceptance of the nomination in writing and such other material as the Appointments Panel may request.
- (b) The Appointments Panel will determine which nominee/(s) (by way of interview, meetings or otherwise) will be referred to the Annual Meeting for election by Members, and within fourteen (14) days of nominations closing, the Appointments Panel will send to each Member a notice listing those recommended nominee/(s) accompanied by the nominee/(s) full curriculum vitae. The number of nominees referred by the Appointments Panel to the Annual Meeting shall be equal to the number of vacancies on the Board for Elected Directors.
- (c) The Annual Meeting will vote on whether the successful nominee/(s) are appointed as Elected Director/(s). The appointment of each nominee will be voted on separately. A nominee will be appointed if the Resolution is supported by a majority of the votes cast.
- (d) If, following the vote at the Annual Meeting, there are still vacancies on the Board for Elected Directors, the Appointments Panel will recommence the process outlined in this Rule 18.8 and refer other nominee/(s) to be voted on by the Zones at a General Meeting called for this purpose.
- (e) The Board may, by a resolution approved by a Special Board Majority, determine that a further vote required as provided by paragraph (d) is taken in the manner provided in Rule 17.13.

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

**18.10 Director Ineligibility:** 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 the Directors' Code of Conduct;
- (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 those Clubs;
- (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.

18.11 **Casual vacancy:** If a Director retires or ceases to be a director as provided by Rule 18.10, the Appointments Panel may appoint a replacement person in his or her place (whether that person was elected or appointed). 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.

18.12 **Appointment and Election of new Board:** By 1 June 2009, the Appointments Panel shall:

- (a) appoint four (4) Directors, including a minimum of three (3) Independent Directors; and
- (b) recommend three (3) nominees who may be either Independent or Rugby League Knowledgeable Directors (as required to satisfy the requirements of Rule 18.2) for election by a special General Meeting or as permitted under Rule 17.13.

Thereafter, the appointment and election of Directors will be in accordance with Rules 18.7 and 18.8 and the Transitional Regulations.

## 19. PROCEEDINGS OF THE BOARD

19.1 **Term:** Subject to the Transitional Regulations and Rule 19.2:

- (a) one third (to the nearest whole number) of the Directors must retire at the Annual Meeting in each year; and
- (b) each Director shall serve for a maximum term of four (4) years,

but shall be eligible for re-appointment or re-election for a further term.

19.2 **Term for Directors:** The Directors appointed and elected in the calendar year in which this Constitution is adopted ("Year One Directors") shall serve on the Board for the following terms:

- (a) at the 2011 Annual Meeting of the League, one Appointed Director and one Elected Director shall retire but shall be eligible for re-appointment or re-election for a further term;
- (b) at the 2012 Annual Meeting of the League, one Appointed Director and one Elected Director (not being those Directors referred to in Rule 19.2(a)) shall retire but shall be eligible for re-appointment or re-election for a further term;
- (c) at the 2013 Annual Meeting of the League, one Appointed Director and one Elected Director (not being those Directors referred to in Rules 19.2(a) and 19.2(b)) shall retire but shall be eligible for re-appointment or re-election for a further term;
- (d) at the 2014 Annual Meeting of the League, any Director who was appointed or elected in 2009 following the adoption of this Constitution and has not retired under Rules 19.2(a), 19.2(b) or 19.2(c) shall retire but shall be eligible for re-appointment 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) shall retire but shall be eligible for re-appointment or re-election for a further term;
- (e) at every subsequent Annual Meeting of the League, the Director(s) who shall retire but be eligible for re-appointment or re-election for a further term shall be determined under Rule 19.1; and
- (f) if, in the application of paragraphs (a) to (e) of this Rule 19.2 there is any uncertainty as to the identity of those Directors who shall retire, the matter will be determined so, if an available outcome, at least one Appointed Director and one Elected Director retires, and, thereafter, by lot among those Directors.

19.3 **Schedule of Rotation:** Prior to each Annual Meeting the Board shall supply to the Chief Executive (who shall advise all Members) a schedule of the order of Directors by rotation. The Directors shall decide on the method of establishing such order of rotation.

19.4 **Death, Resignation or Forfeiture:** Should any Director die, resign or forfeit their position, then the Board may appoint a replacement Director. Such replacement Director shall hold office until the next Annual Meeting when they shall retire but they shall be eligible for re-election or re-appointment.

19.5 **Quorum:** Five (5) Directors shall form a quorum at meetings of the Board.

19.6 **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 Chief Executive on receipt of a requisition from the Chairperson or any two (2) Directors. The date and place of special meetings will be determined by the Chief Executive in consultation with the Chairperson.

- 19.7 **Failure to attend:** Any Director who fails to attend three consecutive meetings of the Board without leave of absence shall forfeit their seat on the Board.
- 19.8 **Notices:** Not less than five (5) Business Days notice of a Board meeting must be given to Directors and the President.
- 19.9 **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.
- 19.10 **Adjournment:** A meeting of the Board may be adjourned to such date and place as the Board shall decide.
- 19.11 **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.
- 19.12 **Number of Votes:** Directors have one vote each at any meeting of the Board.
- 19.13 **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 these Rules.
- 19.14 **Counting of Votes:** Voting at Board meetings shall be by voice or show of hands.
- 19.15 **Chief Executive:** The Chief Executive shall be entitled to attend and speak at all meetings of the Board but shall have no vote.
- 19.16 **President:** The President may attend any Board meetings to which they are invited by the Chairperson and may speak if invited to do so by the Chairperson but shall have no vote.
- 19.17 **First Meeting:** The Board, at its first meeting after an Annual Meeting, shall appoint for the ensuing year the League's representatives to the RLIF.
- 19.18 **Chairperson:**
- (a) In year one of this Constitution the Chairperson will be appointed by the Appointments Panel for a two year period expiring at the conclusion of the Annual General Meeting held in 2011.
  - (b) In subsequent years at the first Board meeting after the Annual Meeting the Directors shall together appoint from among the Directors a Chairperson who shall retire from that office at the conclusion of the Annual General Meeting.
  - (c) The role of Chairperson shall be non-executive.

19.19 **Vice-Chairperson:**

- (a) In year one of this Constitution, the Vice-Chairperson will be appointed by Directors at the first meeting of the new Board appointed by the Appointments Panel (as provided in the Transitional Regulations) for a two year period expiring at the conclusion of the Annual General Meeting held in 2011.
- (b) In subsequent years at the first Board meeting after the Annual Meeting the Directors shall together appoint from among the Directors a Vice-Chairperson who shall retire from office at the conclusion of each Annual Meeting.
- (c) The role of the Vice-Chairperson shall be non-executive.

19.20 **Appointments by the Board:** The appointment of coaches, selectors or managers of New Zealand League teams (whether representative teams or otherwise) and such other appointments as the Board may decide shall be approved by the Board after receiving the recommendations of the Chief Executive.

19.21 **Appointment of Selectors and Managers:** Where the Board is appointing or approving the appointment of the selectors, managers or coaches of New Zealand League teams (whether representative teams or otherwise), and such other appointments as the Board may decide, there shall be no nominations made at the meeting at which the appointments are being considered. The Board shall have the power to defer the election and require further nominations if it so decides.

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

19.23 **Motion in Writing:** A Motion 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 Motion would have power to pass such Motion at a meeting of the Board. Any such Motion may consist of several documents in identical form each signed by one or more Directors. Unless established otherwise, any such document sent by a Board Member 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:** Without prejudice to the generality of this Rule, the Board governs, and manages the affairs of, the League and in particular has the following powers as well as those expressly provided elsewhere in these Rules:

- (a) **Powers of the League:** to exercise any and/or all of the powers of the League 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 League, and to delegate any of the Board's powers to any such sub-committee of the Board or committee of the League. The membership, terms of reference and powers of any such sub-committee or committee shall be set out by the Board when the

sub-committee or committee is established (and for the avoidance of doubt, such powers may include, without limitation, the power to appoint any League committee or other body referred to in the League's rules for disciplinary hearings and the power to appoint any other League committee or other body referred to in any other Rules or By-Laws of the League);

- (d) **Regulations:** to make or amend any Regulations of the League (which, without limitation, include rules for the conduct of disciplinary proceedings by Members, the League, the Judicial Committee, the Appeals Committee and the Audit Committee), other than the regulations for any team competition which shall be varied only by a Motion of any team competition Sub-Committee of the League;
- (e) **Appoint:** to appoint or approve the appointment of selectors, managers or coaches of New Zealand Rugby League teams (whether representative teams or otherwise), and such other persons as the Board may decide;
- (f) **Dispute:** to decide any question in dispute arising out of an interpretation of the Laws of the Game which has first been heard and determined by a Member;
- (g) **Appeal from Disqualification:** to consider any appeal from a decision of a Member in relation to the disqualification of any Club, team, player or official;
- (h) **Rulings:** to furnish rulings upon the Laws of the Game when requested to do so by a Member;
- (i) **Settle Disputes:** to settle disputes between Members when one of the Members which is a party to the dispute requests the League to do so;
- (j) **Enquiry:** except for anti-doping offences which shall be dealt with by the SDTNZ, to enquire into the conduct of any Member, Club, team or player affiliated to or under the control of the 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, Club or team; and/or
  - (iii) the withholding of a payment due to a player.

The Board shall properly take into account any penalty already imposed by the Judicial Committee under Rule 14.1;
- (k) **Patron and President:** to nominate persons for the offices of Patron and President; and
- (l) **Other:** to do all such other things that are necessary to give effect to the objects of the League.

20.2 **Board to Interpret:** If any difference of opinion arises as to the meaning of any Rule of this Constitution, it shall be determined by the Board (subject to any decision by the Judicial Committee under Rule 28) or, if it occurs at a Meeting, by the chairperson of that Meeting.

- 20.3 **Saving:** If any case shall occur which, in the opinion of the Board, is not provided for in these Rules, it shall be determined by the Board in such manner as it deems expedient.
- 20.4 **Ratification:** The purported exercise by the Chief Executive 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 League shall be controlled, invested and disposed of by the Board subject to these Rules. The funds shall be devoted solely to the furtherance of the objects of the League.
- 20.6 **Indemnity of Officers:** Each Director, the Chief Executive, the Patron and the President, or servant of the League (each "Indemnified Party"):
- (a) is indemnified by the League 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) is not liable for the acts or omissions of any other person being a Director, the Chief Executive, the Patron or the President, or servant of the League, or for joining in any act or receipt or for any act of conformity or for any loss happening to the League,
- unless due to the Indemnified Party's own wilful default.
- 20.7 **Insurance Policies:** The League shall hold current professional indemnity insurance and directors and officers insurance for Directors and President of the League appointed and/or elected from time to time.

## 21. REMUNERATION OF DIRECTORS AND PRESIDENT

- 21.1 **Remuneration and Expenses:** Subject to the fixing of a maximum annual amount for remuneration of Directors and President by an Annual Meeting, which shall stand as an annual limit until changed by a subsequent Resolution of an Annual Meeting, the Board may authorise the payment of remuneration or the provision of other benefits by the League 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 League. 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. CHIEF EXECUTIVE

- 22.1 **Chief Executive:** The Board may from time to time appoint a Chief Executive of the League for such period and on such terms as it thinks fit. The Board may, from time to time, confer upon the Chief Executive 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.

- 23.2 No later than 30 days prior to the date of the Annual Meeting, the Board and the Chief Executive will enter into an annual performance agreement which will outline the operational objectives for the Chief Executive.

### **23. EXECUTION OF INSTRUMENTS**

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

- (a) **Deeds:** if a deed, under the common seal of the League or by a duly authorised attorney of the League; 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 League must be kept in the custody of the Chief Executive. 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 Chief Executive.

### **24. ACCOUNTS**

- 24.1 **Books to be Kept:** The Board must ensure proper accounting records of the League are kept.

- 24.2 **Financial Year:** The financial year of the League will commence on 1 January and end on the following 31 December.

- 24.3 **Receipts and Payments:** All money received by the League must be paid into a bank to the credit of the League. All cheques, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the League must be signed by two signatories authorised by the Board.

- 24.4 **Trust Account:** All trust money received by the League (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 League's trust account. Such trust account must be operated in accordance with appropriate trust accounting rules and principles, and shall be the subject of periodic independent audit.

- 24.5 **Audit:** The accounts of the League and the Zones shall be audited by an independent auditor recommended by the Audit Committee and appointed at the Annual Meeting. The auditor shall not hold any other office in the League.

### **25. NOTICES**

- 25.1 **Manner of Notice:** A notice under these Rules may be given personally, by post, or 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.

## 26. LIQUIDATION

- 26.1 **Liquidation:** The League 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 Chief Executive 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. Upon liquidation, any property or assets remaining after the satisfaction of all of the League's debts, liabilities and obligations shall be given or transferred to such amateur Club, union or organisation as the League by a majority of votes decides.

## 27. ADJUDICATION

- 27.1 **Decision by the League:** Subject to these Rules, all Members shall recognise the League as having the right to determine all disputes in relation to Rugby League whether by way of appeal or otherwise except where such allegation is of a doping offence in which case it shall be referred to the SDTNZ for determination as set out in the NZRL By-Laws.
- 27.2 **Misconduct:** In the event of an allegation of off field misconduct by a Club, team, player or official, the following will apply:
- (a) **Enquiry into Misconduct:** the Member under whose jurisdiction the Club, team, player or official falls 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 Member's notice. The relevant Club, team or individual has the right to be heard at the enquiry;
  - (b) **Disqualification:** if a Member has passed a resolution disqualifying any Club, team, player or official for any reason whatsoever, the resolution must be reported to the League which must inform all other Members. Disqualifications, including disqualifications imposed by the Board, operate in all Members 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;
  - (c) **Appeal:** any Club, team, player or official disqualified by a Member has the right to appeal to the League within ten (10) Business Days of the passing of the resolution of disqualification. Such appeal, accompanied by the deposit determined under Rule 29.2, must be sent through the Member to the Chief Executive of the League, and must be determined by the Board in accordance

with its power under Rule 20.1(g) and must be determined by the Appeals Committee in accordance with Rule 29.1 and the By-Laws;

- (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 League, the Board or its nominated committee or sub-committee must hold an enquiry and accord such punishment, if any, as it considers suitable. At its sole discretion, the Board may hold such an enquiry even if the team, player, or official had not been under the direct control of the League. The decision of the Board or its nominated committee or sub-committee at any such enquiry is binding on all Members;
- (f) **Member Control:** if the Board 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 or the League, it must require that Member to hold an enquiry or to complete any enquiry already commenced and, failing compliance with the request, the Board may take such action as it considers fit; and
- (g) **Notice:** the Chief Executive 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 Board under Rules 20.1(f), 20.1(g) or 14 and of the matters to be considered thereat. At any such enquiry, the Member, team or individual concerned has the right to be heard.

## 28. JUDICIAL COMMITTEE

28.1 **Role of the Judicial Committee:** The role of the Judicial Committee is to adjudicate on judicial matters involving international fixtures and any matches under the jurisdiction of the League, and any judicial matters referred to the Judicial Committee by a Member or the Board.

### 28.2 Membership of Judicial Committee:

- (a) **Number:** There will be not more than three (3) permanent members of the Judicial Committee;
- (b) **Additional Members:** The chairperson of the Judicial Committee has the power to co-opt a temporary member or members for the consideration of a particular matter;
- (c) **Qualifications:** The chairperson is to be either a Queen's Counsel, Senior Counsel, Barrister or Solicitor. The two (2) remaining appointments will comprise an ex-Rugby League administrator to act as the League representative and an ex-Rugby League international or provincial player to act as a player representative; and
- (d) **Hearings:** All three (3) members of the Judicial Committee must be present at any hearing of that Committee.

- 28.3 **Disqualification:** Permanent members of the Judicial Committee may not be employees or contractors of the League, or Directors or of the management committee of the League PROVIDED HOWEVER for the avoidance of doubt, a person who acts for, or is appointed to an office of, the League in a professional capacity may be a member of the Judicial Committee (whether elected or co-opted) notwithstanding that such a person may in acting or having been appointed in such professional capacity be a contractor of the League.
- 28.4 **Selection of Judicial Committee:** Permanent members of the Judicial Committee will be selected by the Board.
- 28.5 **Powers:** If the Judicial Committee determines that a Member is in non-compliance as referred to in Rule 14.1, the Judicial Committees powers include the powers of:
- (a) **Suspension:** suspension for a period: and/or
  - (b) **Expulsion:** expulsion; and/or
  - (c) **Suspension of Powers:** suspension of voting entitlements, and all other privileges of any Member for any period that the Judicial Committee deems necessary; and/or
  - (d) **Other:** such other punishment (including the imposition of any penalty or fine) as is considered appropriate in the circumstances.
- 28.6 **Right of Appeal:** A right of appeal to the Appeals Committee is available in accordance with Rule 29 of this Constitution. Suspensions imposed by the Judicial Committee will remain in place until such an appeal hearing. All appeal hearings will be held within twenty-one (21) days of lodgement of the appeal to the Appeals Committee.

## 29. APPEALS COMMITTEE

- 29.1 **Role of the Appeals Committee:** The role of the Appeals Committee is to:
- (a) decide all questions of disputes between Members relating to the playing of the game or the management of the affairs of any District League, Club or Member, and to hear Member's appeals from the Judicial Committee;
  - (b) where the matter relates to a decision of the Board or a Zone, review the process used by the Board or Zone to reach the decision to which the appeal relates, determine whether there were procedural errors or flaws in the Board's or Zone's decision making process and determine whether, in law, it was not open to the Board or Zone to reach the decision made by the Board or Zone, as applicable, or that the decision was not one the Board or Zone, acting reasonably, could make; and
  - (c) if the Appeals Committee determines that a decision of the Board or a Zone is not correct, the Appeal Council may refer the matter back to the Board or that Zone for further consideration.

If the Appeal Council does not reach a determination under paragraph (a), (b), (c) against the decision which is the subject of the appeal, the appeal will fail and no further

action can be taken by the applicant against the Board or the Zone or the Judicial Committee.

- 29.2 **Appeal Deposit:** The amount of the deposit shall be **FIVE HUNDRED DOLLARS** (\$500).
- 29.3 **Forfeiture of Appeal Deposit:** The Appeals Committee, in the case of an appeal under Rule 29.1, or the Board (or any committee of the League established by the Board in the exercise of its power under Rule 20.1(g)), may decide that part or all of the deposit is to be forfeited if the appeal is deemed to be frivolous, vexatious or otherwise without merit or is held to be dismissed (in whole or in part).
- 29.4 **Membership of the Appeals Committee:**
- (a) **Number:** There will be not more than three (3) permanent members of the Appeals Committee;
  - (b) **Additional Members:** The chairperson of the Appeals Committee has the power to co-opt a temporary member or members for the consideration of a particular matter;
  - (c) **Qualifications:** The chairperson is to be either a Queen's Counsel, Senior Counsel, Barrister or Solicitor. The two (2) remaining appointments comprise an ex-Rugby League administrator to act as the League Representative and an ex-Rugby League International or Provincial Player to act as a Player Representative; and
  - (d) **Hearings:** All three (3) members of the Appeals Committee must be present at any hearing of that Committee.
- 29.5 **Disqualification:** Permanent members of the Appeals Committee may not be employees or contractors of the League, or members of the Board or of the management committee of the League PROVIDED HOWEVER for the avoidance of doubt, a person who acts for, or is appointed to an office of, the League in a professional capacity may be a member of the Appeals Committee (whether elected or co-opted) notwithstanding that such a person may in acting or having been appointed in such professional capacity be a contractor of the League.
- 29.6 **Selection of Appeals Committee:** Permanent members of the Appeals Committee will be selected by the Board.

## 30. AUDIT COMMITTEE

- 30.1 **Role of the Audit Committee:** 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) review and report to the Board on the financial reporting system of the League, and any Member which the Audit Committee may be specifically requested to review, by the Board;

- (b) 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 League;
- (c) assist the Board in reviewing the effectiveness of the League's internal control environment covering:
  - (i) effectiveness and efficiency of operations;
  - (ii) reliability of financial reporting;
  - (iii) compliance with applicable laws and regulations;
- (d) oversee the effective operation of the risk management framework; and
- (e) recommend to the Board the appointment, removal and remuneration of the Auditor, and review the terms of their 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 members of the Audit Committee, one 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; and
- (d) **Qualifications:** The chairperson of the Audit Committee will be an Independent Director appointed by the Board. At least one member should be a qualified accountant.

30.5 **Disqualification:** Permanent members of the Audit Committee may not be employees or contractors of the League, of the management committee or board of any Member.

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

**31. SPORTS DISPUTE TRIBUNAL OF NEW ZEALAND (“SDTNZ”)**

31.1 **Recognition of Tribunal:** The League recognises the SDTNZ established by SPARC as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal.

31.2 **Appeals:** Any Member or member of a Member who or which wishes to appeal a decision of the Appeals Committee regarding any sports related matter where s/he/it has

exhausted their rights of appeal within this Constitution, and the By-Laws of the League, may appeal to the SDTNZ. The rules of that Tribunal shall apply to any such appeal.

31.3 **Disputes:** Any Member who or which has a sports related dispute with the League may refer such dispute to the SDTNZ with the written agreement of the Board and the other party/s to the dispute, in accordance with the rules of the Tribunal.

31.4 **Additional Referral Rights:** The Board may provide for additional rights of appeal to the SDTNZ, and the referral of other sports related disputes to the Tribunal, in any By-Laws made under this Constitution.

31.5 **Agreed Referral:** Where not specifically provided for in this Constitution, or the By-Laws of the League, the Board may agree to refer certain sports related disputes to the SDTNZ as set out in the rules of that Tribunal.

## 32. REGULATIONS / QUALIFYING RULE

32.1 Any matter not provided for in these Rules, or any question arising as to their interpretation, shall be decided by the Board and in such case shall not be subject to appeal either at law or otherwise.

## 33. BY-LAWS

33.1 The Board shall have full power to make for the administration of its affairs and the governing of the sport, such by-laws not being inconsistent with these Rules as it sees fit.

## 34. REGULATION OF RUGBY LEAGUE

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

- (a) every game under its control or jurisdiction is played in accordance with the Laws of the Game;
- (b) all matches arranged between Members must first be sanctioned by the Board; and
- (c) no team that is under its control or jurisdiction plays any team under the control or jurisdiction of any entity which is not an Affiliate or 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 these Rules and is subject to the sanction of the Board.

34.2 **Rights:** All rights in respect of any game under the control or jurisdiction of the Board belong to the League. No Zone or any 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 Zone or District League may grant rights in respect of games which involve only teams from that Zone, or District League, as applicable.

34.3 **Uniform:** The representative uniform for all national teams of the League shall be black or white shorts and black jersey with the approved logo of the League on the left breast

and a white “v” across the front. Provision of uniform sponsorship shall be determined by the Board. The Board can authorise an alternative strip to be used for a specific game.

- 34.4 **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.
- 34.5 **Colours:** The League will:
- (a) **Registration of Colours:** keep a register of the approved colours of a Member;
  - (b) **Approval:** approve the colours to be worn by the representative team of a Member. The League 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;
  - (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 Chief Executive confusingly similar to the colours of the other team playing in that match.
- 34.6 **Games with Suspended Players:** Unless otherwise decided by the Board, no Club or player shall 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.
- 34.7 **Inbound international matches:** All international or inter-state Rugby League games within New Zealand or overseas shall be under the direct control and management of the League and the profits (if any) arising therefrom shall be disbursed on a case by case basis at the discretion of the League.

**SCHEDULE 1**

**ZONES**

Zone	Territorial Authority
Northern	Section A Far North District Whangarei District Kaipara District Section B Rodney District North Shore City
Auckland	Auckland City but excluding the Otahuhu Rugby League Club and including the Howick & Pakuranga Rugby League Clubs Waitakere City
Counties Manukau	Manukau City but excluding the Howick & Pakuranga Rugby League Clubs and including the Otahuhu Rugby League Club Papakura District Franklin District
Upper Central	Thames-Coromandel District Hauraki District Waikato District Matamata-Piako District Hamilton City Waipa District South Waikato District Otorohanga District Waitomo District Taupo District Western Bay of Plenty District Tauranga City Opotiki District Gisborne District Whakatane District Rotorua District Kawerau District
Mid Central	New Plymouth District Stratford District South Taranaki District Ruapehu District Rangitikei District Wanganui District Wairoa District

	Manawatu District Palmerston North City Tararua District Horowhenua District Hastings District Napier City Central Hawke's Bay District
Lower Central	Masterton District Kapiti Coast District Carterton District South Wairarapa District Upper Hutt City Porirua City Hutt City Wellington City
Southern	Tasman District Nelson City Marlborough District Buller District Grey District Westland District Kaikoura District Hurunui District Selwyn District Waimakariri District Christchurch City Ashburton District Mackenzie District Timaru District Waimate District Waitaki District Queenstown-Lakes District Central Otago District Dunedin City Clutha District Southland District Gore District Invercargill City

**SCHEDULE 2****ASSOCIATES**

1. New Zealand Maori Rugby League Incorporated
2. Defence Forces Rugby League
3. New Zealand Rugby League Kiwis Association Incorporated
4. Masters of Rugby League New Zealand Incorporated
5. New Zealand Women's Rugby League Incorporated
6. New Zealand Universities & Tertiary Students Rugby League Council Incorporated
7. Pacific Islands Rugby League Association Incorporated

**SCHEDULE 3****DISTRICT LEAGUES**

1. Auckland Rugby League
2. Bay of Plenty District Rugby League
3. Canterbury Rugby Football League
4. Coastline District Rugby League
5. Gisborne Tairāwhiti Rugby League
6. Manawatu Rugby Football League
7. Tasman Rugby League
8. Whangarei City & Districts League
9. Rugby League Otago
10. Rugby League Hawkes Bay
11. Southland District Rugby League
12. Taranaki District Rugby League
13. Waikato Rugby Football League
14. Wellington Rugby League
15. West Coast Rugby League

## SCHEDULE 4

### TRANSITIONAL REGULATIONS

#### 1. INTRODUCTION

- 1.1 **Immediate actions:** Immediately following adoption of this Constitution, the existing Board of the League must:
- (a) establish an Appointments Panel as required by Rules 18.3 and 18.4 and request that panel to provide a report on the appointments/recommendations specified in Rule 18.12 by 1 June 2009;
  - (b) engage an independent recruitment agency to seek a Chief Executive for the League, with the intention that appropriate candidates are available for final interview and selection by the newly appointed Board as soon as practicable after 1 June 2009.
- 1.2 **Appointment of new League Board:** On receipt of the said report of the Appointments Panel:
- (a) the existing Board of the League will resign and be replaced by those Directors selected by the Appointments Panel to be appointed directors (who may be the current officer holders); and
  - (b) the new Board will convene a Special General Meeting that will consider the election of those persons who were recommended by the Appointments Panel for election in accordance with that Rule 18.12.
- 1.3 **Appointment of new President and Patron:** Immediately following adoption of this Constitution the President and Patron of the League will resign and be replaced by a new President and Patron (who may be the current officer holders) appointed by the new Board and approved at a Special General Meeting called by the Board for that purpose.
- 1.4 **Reorganisation of Zones:** Each Zone must adopt and implement each of the matters set out in this Schedule ("**Reorganisation Steps**") in the manner and by the times stated.
- 1.5 **Status of Zones prior to reorganisation:**
- (a) Prior to completion of the Reorganisation Step that requires the formation of a single incorporated body to act as the Zone for its allocated geographic region, the Zones will comprise each of the District Leagues within that geographic region acting jointly ("**Transition Phase**"); and
  - (b) After the incorporation of the required body in compliance with the Reorganisation Steps, the Zones will comprise that body.
- 1.6 **Interpretation of this Schedule:** Prior to the incorporation of the required single body to act as the Zone any reference in this Schedule to a "Zone" will include a reference to every District League within that geographic region and any reference

to a “Zone Board” will include a reference to the group of persons acting in the capacity of the Board.

- 1.7 **Governance prior to reorganisation:** The governance of a Zone prior to its adoption of the constitution specified in the Reorganisation Steps will be in accordance with the rules specified in the constitution for the Zones that complies with the requirements set out in this Schedule (“**Model Constitution**”) as if it has been adopted by each District League acting as the Zone.
- 1.8 **Further details:** Where any Reorganisation Step requires further definition or any required action is not described, the Board may (of its own volition, or after a request from a Zone) determine the detailed provisions that will apply in that circumstance. The Board decision in this regard will be final and binding on the Zone.
- 1.9 **Reporting:** Each Zone must report to the Board as to its progress in completing each of the Reorganisation Principles by the time stated.
- 1.10 **Rights of Board:** If any Zone does not take an action by the time required, the Board may:
- (a) provide a further period for that action to be taken; and/or
  - (b) act with the authority of the Zone to effect the relevant step.

## 2. GOVERNANCE OF ZONES

- 2.1 **Zone boards:** Each Zone will be governed by a board with a minimum of five members and a maximum of seven members.
- 2.2 **Same appointment process as NZRL:** Zones must use an appointments panel process similar to that used for the NZRL Board, with the exception that all Zone board members will be appointed by the appointments panel.
- 2.3 **First Appointments Panel:** The initial appointments panel will be established by the Zone’s inaugural establishment committee (as defined below).
- 2.4 **Name:** The names allocated to Zones in Schedule 1 are provisional only. Subject to the prior approval of the NZRL Board, the Zone establishment committee, or subsequently the Zone board, may decide upon a different name for its Zone.
- 2.5 **Composition of Panel:** Each Zone will have an appointment panel comprising:
- (a) one appointee appointed by the Zone board (who does not wish to be considered for the new Zone board)
  - (b) one appointee appointed by the Clubs (each Zone will co-ordinate an open transparent process for the Clubs to choose their appointee)
  - (c) two persons experienced in governance who will be appointed by SPARC (one of whom will be appointed chair by SPARC)
- 2.6 The chair of the appointments committee will have the casting vote.

- 2.7 The appointments panel will advertise widely externally and internally within the Zone, calling for applicants for the Zone board and will be responsible for the appointment of the base board of five, comprising a minimum of two independent directors and a minimum of two directors from the sport. The 5th member can be either independent or from the sport.
- 2.8 The inaugural appointments panels will appoint the inaugural new Zone board chairs for a period through until the 2011 Annual Meeting cycle. Thereafter the Zone boards will appoint their own chairs each year from amongst the Zone board members (as will be done for the NZRL Board).
- 2.9 **Candidates for Zone board:** Any member of a Zone or Club can apply to the Zone appointments panel for consideration, supplying the appropriate material requested by the panel (e.g. CV, and details of relevant governance/commercial/sporting experience). The Zone board once appointed can co-opt two additional people onto the Zone board to ensure the Zone board has the appropriate skills and experience.
- 2.10 Any current employee of a District League or Zone will not be eligible for a position on a Zone board.
- 2.11 The appointments panel will take due account of any office or operational position that a person holds on a District League or Club board when determining if it is appropriate for that person to be appointed to a Zone board position.
- 2.12 A person will not be treated as not independent merely by reason of his or her position as a member of the Zone board at the date of adoption of this Constitution (as originally that person may have been appointed as an independent director of a District League).
- 2.13 **Quorum:** Four (4) Zone directors shall form a quorum at meetings of a Zone board.
- 2.14 **Co-opted members:** Co-opted members of a Zone board will hold office in accordance with the terms of their appointment and will have the same voting rights as appointed members. There is no restriction on whether these co-opted members are from within or independent of the sport.

### 3. ESTABLISHMENT OF ZONES

- 3.1 The establishment of Zones will vary between the Zones recognising the existing strengths within existing District Leagues and the functionality between existing District Leagues. The mandated establishment processes (see below) have been designed to facilitate a smooth and orderly transition to the new structure, leverage existing capability within the sport, ensure existing programmes and personnel are well utilised for the benefit of the sport, and to avoid duplication and overlap between the new Zones and the existing District Leagues.
- 3.2 Each Zone will determine whether the existing District Leagues within its geographic region should continue to operate as separate entities or whether their operations and assets should be subsumed into the Zone. Each Zone will report to the NZRL Board as and when it makes a decision in this regard.

3.3 The establishment process for each Zone is described below:

#### **4. ZONE 1 - SOUTHERN**

4.1 The existing administrators of Canterbury District League will become the establishment committee for the new Southern Zone once the new constitution for the Zone has been finalised and put in place. The Canterbury District League will co-opt up to two other members from the other Districts within the new Zone to join the establishment committee. This establishment committee will then facilitate the establishment of the new Zone board by putting in place an appointments panel as described above. The establishment committee will appoint its own chair and that chair shall have a casting vote. The goal is to have the appointments panel in place by 30 June 2009.

4.2 The goal is to have the first new Zone board in place by 30 September 2009 which will remain in place through until the 2011 Annual Meeting cycle. If the new Zone board is not in place by 31 December 2009, the NZRL Board will take such steps as are required to effect the establishment of a Zone board.

4.3 The existing administration and infrastructure of the Canterbury District League will take over the running of the new Zone in the first instance with the existing General Manager for the District League becoming the Acting General Manager for the new Zone as well. Once the new Zone board is in place they will appoint a General Manager and Development Manager for the Zone and will work with all the District Leagues within the Zone to determine the long term Zone/District Leagues structure and roles to avoid any duplication. The Zone's General Manager will also have an indirect reporting line to the NZRL's Chief Executive. It is anticipated much of the existing Canterbury District League will fold into the new Zone (although services may be enhanced to cover all District Leagues) but this will be determined by the new Zone board and the existing Canterbury District League board.

4.4 The inaugural Southern Zone board of five once appointed by the appointments panel will then co-opt up to a further two members to the Zone board for terms of two years.

4.5 The Zone board will allocate "terms" amongst themselves using the same process as the new NZRL Board so that 2 board members will retire at each AGM from 2011 onwards.

4.6 Subsequent replacement of non-co-opted members will be completed using the appointments panel process with a new panel established as needed.

#### **5. ZONE 2 – LOWER CENTRAL**

5.1 The existing board for Wellington District League will become the establishment committee for the new Lower Central Zone once the new constitution for the zone has been finalised and put in place. The Wellington District League may co-opt up to two other members from the other two District Leagues within the Zone to the establishment committee. This establishment committee will then facilitate the establishment of the new Zone board by putting in place an appointments panel as described above. The establishment committee will appoint its own chair and that

chair shall have a casting vote. The goal is to have the appointments panel in place by 30 June 2009.

- 5.2 The goal is to have the first new Zone board in place by 30 September 2009 which will remain in place through until the 2011 Annual Meeting cycle. If the new Zone board is not in place by 31 December 2009, the NZRL Board will take such steps as are required to effect the establishment of a Zone board.
- 5.3 The existing administration and infrastructure of the Wellington District League will take over the running of the new Zone in the first instance with the existing General Manager for the District League becoming the Acting General Manager for the new Zone as well and Wellington District League providing administration services to all District Leagues within the Zone in the first instance.
- 5.4 Once the new Zone board is in place they will appoint a General Manager and Development Manager for the Zone and work with all the District Leagues within the Zone to determine the long term Zone/District Leagues structure and roles to avoid any duplication. The Zone's General Manager will also have an indirect reporting line to the NZRL's Chief Executive. It is anticipated much of the existing Wellington District League will fold into the new Zone (although services may be enhanced to cover all District Leagues in the Zone) but this will be determined by the new Zone board and the existing Wellington District League board.
- 5.5 The inaugural Lower Central Zone board of five once appointed by the appointments panel will then co-opt up to a further two members to the Zone board for terms of two years.
- 5.6 The Zone board will allocate "terms" amongst themselves using the same process as the new NZRL Board so that 2 board members will retire at each AGM from 2011 onwards.
- 5.7 Subsequently replacement of non-co-opted members will be completed using the appointments panel process with a new committee established as needed.

## **6. ZONE 3 – MID CENTRAL**

- 6.1 The existing board for Taranaki District League will become the establishment committee for the new Mid Central Zone. They will co-opt two other members from other District Leagues within the Zone to the committee. This establishment committee will then facilitate the establishment of the new Zone board by putting in place an appointments panel as described above. The establishment committee will appoint its own chair and that chair shall have a casting vote. The goal is to have the appointments panel in place by 30 June 2009.
- 6.2 The goal is to have the first new Zone board in place by 30 September 2009 which will remain in place through until the 2011 Annual Meeting cycle. If the new Zone board is not in place by 31 December 2009, the NZRL Board will take such steps as are required to effect the establishment of a Zone board.
- 6.3 The existing administration and infrastructure of the Taranaki District League will take over the running of the new Zone in the first instance with the existing General Manager for the District League becoming the Acting General Manager for the new

Zone as well and Taranaki District League providing administration services to all District Leagues within the Zone in the first instance.

- 6.4 Once the new Zone board is in place they will appoint a General Manager and Development Manager for the Zone and work with all the District Leagues within the Zone to determine the long term Zone/District Leagues structure and roles to avoid any duplication. The Zone's General Manager will also have an indirect reporting line to the NZRL's Chief Executive. It is anticipated much of the existing Taranaki District League will fold into the new Zone (although services may be enhanced to cover all District Leagues in the Zone) but this will be determined by the new Zone board and the existing Taranaki District League board.
- 6.5 The inaugural Mid Central Zone board of five once appointed by the appointments panel will then co-opt up to a further two members to the Board for terms of two years.
- 6.6 The Zone board will allocate "terms" amongst themselves using the same process as the new NZRL Board so that 2 board members will retire at each AGM from 2011 onwards.
- 6.7 Subsequently replacement of non-co-opted members will be completed using the appointments panel process with a new committee established as needed.

## **7. ZONE 4 – UPPER CENTRAL**

- 7.1 The existing Board for Waikato District League will be asked to put together an establishment committee comprising two Board members from each of Waikato and Bay of Plenty Districts and one from each of Gisborne and Coastline Districts. The Committee will appoint its own chair and the chair shall have a casting vote. This establishment committee will then facilitate the establishment of the new Zone Board by putting in place an appointments panel as described above. The goal is to have the appointments panel in place by 30 June 2009.
- 7.2 The goal is to have the first new Zone board in place by 30 September 2009 which will remain in place through until the 2011 Annual Meeting cycle. If the new Zone board is not in place by 31 December 2009, the NZRL Board will take such steps as are required to effect the establishment of a Zone board.
- 7.3 The establishment committee will determine how best to run the new Zone through the transition period until the new Zone board is in place including appointing an Acting General Manager from within the Waikato, Bay of Plenty, Gisborne and Coastline Districts. Once the new Zone board is in place they will appoint a General Manager for the Zone and work with all the Districts within the Zone to determine the long term Zone/Districts structure and roles to avoid any duplication and facilitate growth of the game within the new Zone geography. The Zone's General Manager will also have an indirect reporting line to the NZRL's Chief Executive.
- 7.4 The inaugural Upper Central Zone board of five once appointed by the appointments panel will then co-opt up to a further two members to the Zone board for terms of two years

7.5 The Zone board will allocate “terms” amongst themselves using the same process as the new NZRL Board so that 2 board members will retire at each AGM from 2011 onwards.

7.6 Subsequent replacement of non-co-opted members will be completed using the appointments panel process with a new committee established as needed.

## **8. ZONE 5 - COUNTIES MANUKAU**

8.1 The board of Auckland District League will work with appropriate Club personnel from within the new Counties Manukau Zone and put together an establishment committee comprising two board members from Auckland District League and four from Counties Manukau Clubs. The establishment committee will appoint its own chair and the chair shall have a casting vote. This establishment committee will then facilitate the establishment of the new Zone board by putting in place an appointments panel as described above. The goal is to have the appointments panel in place by 30 June 2009.

8.2 The goal is to have the first new Zone board in place by 30 September 2009 and it will remain in place through until the 2011 Annual Meeting cycle. If the new Zone board is not in place by 31 December 2009, the NZRL Board will take such steps as are required to effect the establishment of a Zone board.

8.3 The establishment committee will determine how best to run the new Zone through the transition period until the new Zone board is in place. Once the new Zone board is in place they will appoint a General Manager and Development Manager for the Zone and have a formal Heads of Agreement with Auckland District League for the provision of administration and financial services and other agreed support, at least for the period required to get the new Zone up and running. The Zone’s General Manager will also have an indirect reporting line to the NZRL’s Chief Executive.

8.4 The inaugural Counties Manukau Zone board of five once appointed by the appointments panel will then co-opt up to a further two members to the Zone board for terms of two years.

8.5 The Zone board will allocate “terms” amongst themselves using the same process as the new NZRL Board so that 2 board members will retire at each AGM from 2011 onwards.

8.6 Subsequent replacement of non-co-opted members will be completed using the appointments panel process with a new committee established as needed.

## **9. ZONE 6 - AUCKLAND**

9.1 The existing board for Auckland District League will become the establishment committee for the new Auckland Zone. The chair of the establishment committee will be the chair of the Auckland District League and the chair shall have a casting vote. This establishment committee will then facilitate the establishment of the new Zone board by putting in place an appointments panel as described above. The goal is to have the appointments panel in place by 30 June 2009.

- 9.2 The goal is to have the first new Zone board in place by 30 September 2009 and it will remain in place through until the 2011 Annual Meeting cycle. If the new Zone board is not in place by 31 December 2009, the NZRL Board will take such steps as are required to effect the establishment of a Zone board.
- 9.3 The existing administration and infrastructure of the Auckland District League will take over the running of the new Zone in the first instance with the existing General Manager for the District League becoming the Acting General Manager for the new Zone as well. Once the new Zone board is in place they will appoint a General Manager for the Zone and determine the long term structure required for the Zone including any agreement for services they will be providing/co-coordinating for the two neighbouring Zones and Auckland District. The Zone's General Manager will also have an indirect reporting line to the NZRL's Chief Executive. It is anticipated much (if not all) of the existing Auckland District League may well become the new Zone but this will be determined by the new Zone board and the existing District League board.
- 9.4 The inaugural Auckland Zone board of five once appointed by the appointments panel will then co-opt up to a further two members to the Zone board for terms of two years.
- 9.5 The Zone board will allocate "terms" amongst themselves using the same process as the new NZRL Board.
- 9.6 Subsequently replacement of non-co-opted members will be completed using the appointments panel process with a new committee established as needed.
- 9.7 Auckland Zone will be fully resourced including a general manager, development manager, and administration and financial support staff.
- 9.8 The new Zone board will work with the District League board to migrate the existing structure through to the new Auckland Zone structure as more fully described in sections 11.2 and 11.3 below.

## **10. ZONE 7 – NORTHERN**

- 10.1 The existing board for Auckland District League will put together an establishment committee comprising two board members from Auckland District League, two board members from the Whangarei City & Districts League and two representatives from the North Harbour Clubs (agreed by the Auckland District League and Whangarei City & Districts League Boards). The Committee will appoint its own chair and the chair will have a casting vote. This establishment committee will then facilitate the establishment of the new Zone board by putting in place an appointments panel as described above. The goal is to have the appointments panel in place by 30 June 2009.
- 10.2 The goal is to have the first new Zone board in place by 30 September 2009 and it will remain in place through until the 2011 Annual Meeting cycle. If the new Zone board is not in place by 31 December 2009, the NZRL Board will take such steps as are required to effect the establishment of a Zone board.

- 10.3 The establishment committee will determine how best to run the new Zone through the transition period until the new Zone board is in place. Once the new Zone board is in place they will appoint a General Manager and Development Manager for the Zone and have formal Heads of Agreement with Auckland District League for the provision of administration and financial services and other agreed support, at least for the period required to get the new Zone up and running. The Zone's General Manager will also have an indirect reporting line to the NZRL's Chief Executive.
- 10.4 The new Zone board will work with the two Districts within the Zone to determine the long term Zone/Districts structure and roles to avoid any duplication and facilitate growth of the game within the new Zone geography.
- 10.5 The inaugural Northern Zone board of five once appointed by the appointments panel will then co-opt up to a further two members to the Board for terms of two years.
- 10.6 The Zone board will allocate "terms" amongst themselves using the same process as the new NZRL Board so that 2 board members will retire at each AGM from 2011 onwards.
- 10.7 Subsequently replacement of non-co-opted members will be completed using the appointments panel process with a new committee established as needed.

## 11. CO-OPERATION BETWEEN ZONES

- 11.1 **Co-operation Permitted:** Zones may enter into operational agreements with other Zones for:
- (a) the provision of administrative support or the joint delivery of administrative functions;
  - (b) co-operation in the delivery of activities which are intended to foster the development of Rugby League; and
  - (c) the collective purchase of goods or services,
- but no such arrangement is permitted if it reflects, or contributes to, a Zone devolving its responsibilities to another Zone or District League.
- 11.2 **Special position for Auckland region:** Once the boards of the Counties Manukau Zone, the Auckland Zone and the Northern Zone have been established (pursuant to clauses 8.1, 9.1 and 10.1 respectively), they will establish a cross-zone committee comprising:
- (a) two appointees appointed by the Counties Manukau Zone;
  - (b) two appointees appointed by the Auckland Zone;
  - (c) two appointees appointed by the Northern Zone; and

- (d) two independent appointees appointed by the Auckland Zone appointment panel (in the same manner as independent directors are appointed to the Zone board).
- 11.3 The cross-zone committee established under clause 11.2 (**Auckland Region Committee**) will be responsible for:
- (a) co-ordination and regulation of competitions which occur among Clubs from more than one of the Counties Manukau, Auckland and Northland Zones;
  - (b) regulating the transfer of players between the Counties Manukau, Auckland and Northland Zones; and
  - (c) such other matters as the Counties Manukau, Auckland and Northland Zones agree will be administered by the committee.
- 11.4 **Interim support:** The Auckland District League will enter into operational agreements with the Counties Manukau Zone, the Auckland Zone and the Northern Zone for an agreed transition period to be formally reviewed by December 2010 pursuant to which:
- (a) the Auckland District League will agree to provide certain services to those Zones; and
  - (b) the Counties Manukau Zone, the Auckland Zone and the Northern Zone will agree to work together with the Auckland District League to leverage Auckland District League's existing capability within the respective Zones.

In addition to the reporting lines set out above in clauses 8.3, 9.3 and 10.3, the Counties Manukau, Auckland and Northland Zones' General Managers shall have an indirect reporting line to the Auckland District League Chief Executive Officer during this transitional period.

- 11.5 **Regional review:** In December 2010 the NZRL, Auckland District League, Counties Manukau Zone, Auckland Zone and Northern Zone will meet together to agree to a formal independent review (and jointly appoint an independent review panel) of existing operational arrangements in the Auckland District League, Counties Manukau Zone, Auckland Zone and Northland Zone. As a result of this review, those parties will agree an optimised operational and governance solution to be put into place in the three Zones and the Auckland District League and to be operational from December 2010.