



**OCEANIA  
RUGBY**

# **OCEANIA RUGBY INCORPORATED**

## **CONSTITUTION**

As amended 25 March 2026

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1. **NAME**

The name of the Association is "Oceania Rugby" and is registered in New Zealand as "Oceania Rugby Incorporated".

2. **DEFINITIONS AND INTERPRETATION**

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

**Act** means the Incorporated Societies Act 2022 (New Zealand);

**Annual General Meeting** means a general meeting of the Association convened annually in accordance with this Constitution;

**Association** means Oceania Rugby Incorporated and known as "Oceania Rugby";

**Associate Member** means a Union that is seeking Member Union status of the Association and has followed the procedures for, and been accepted as, an Associate Member in accordance with this Constitution;

**Constitution** means this Constitution as amended from time to time;

**Delegate** means the person elected or appointed from time to time by a Member Union or Associate Member to represent, vote and act for and on behalf of that Member Union or Associate Member at Meetings of the Association or otherwise;

**Diversity, Equity and Inclusion** means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status;

**Executive Committee** means the governing, directing and supervising body of the Association, elected and appointed in accordance with this Constitution;

**Executive Committee Member** means a member of the Association's Executive Committee elected or appointed in accordance with this Constitution;

**Extraordinary General Meeting** means any general meeting of the Association held in accordance with this Constitution other than the Annual General Meeting;

**Game** means rugby football played in accordance with the World Rugby Laws of the Game;

**General Manager** is the person who is appointed by the Executive Committee to lead the management of the Association (and includes a Chief Executive Officer or equivalent thereof);

**General Meeting** means any Annual General Meeting or Extraordinary General Meeting of the Association and is the ultimate governing body of the Association;

**General Member** means an Executive Committee Member elected or appointed in accordance with this Constitution;

**High Performance Member Unions** means those Member Unions as defined by and determined from time to time by World Rugby to be High Performance Member Unions (or an equivalent category);

**Independent** means a person who is not, and has not been at any time in the previous 12 months:

- (a) employed by; or
- (b) a member of the board of; or
- (c) an office holder of,

any of:

- (a) a Member Union or any of its subsidiaries; or
- (b) an Associate Member or any of its subsidiaries.

**Independent Member** means an Independent member of the Executive Committee appointed in accordance with clauses 7.8 to 7.14;

**Intellectual Property Rights** means all statutory and other proprietary rights in respect of, without limitation, brands, business marks, layout designs, confidential information, copyright works, data, designs, drawings, get up, inventions, know-how (including know-how set out in manuals), logos, manuals, patents, procedures, programmes, prototypes, service marks, specifications, technical information, trademarks or trade names, trade secrets, and all other rights as defined by Article 2 of the Convention of July 1967 establishing the World Intellectual Property Organisation (including applications for such rights) as may exist anywhere in the world;

**Interested** has the meaning given in section 62 of the Act and as stated in Clause 9.9 of this Constitution;

**Interests Register** means the register of interest disclosures made by Officers kept under this Constitution;

**Jurisdiction** means the territory as determined by World Rugby from time to time, over which the Association has responsibility;

**Laws of the Game** means the laws of rugby as framed and interpreted by World Rugby from time to time (subject to safety law variations permitted by World Rugby);

**Matter** means the Association's performance of its activities or exercise of its powers; or an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by the Association;

**Member** means any Union (including Associate Members) admitted to the Association in accordance with this Constitution;

**Member Union** means a Union that has been appointed a Member Union of the Association in accordance with this Constitution for so long as that Union remains a Member Union in accordance with this Constitution;

**Oceania Rugby Governance Principles** means any governance principles that are to apply to the governance practices of Member Unions and Associate Members, set by the Executive Committee under clause 9.2(g), as may be amended from time to time, and notified to all Member Unions and Associate Members, and to any new applicants;

**Oceania Rugby Representative** means the Association's representative to World Rugby who will be the President of Oceania Rugby (or their nominee) appointed in accordance with this Constitution;

**Officer** means an Executive Committee Member and any natural person occupying a position in Oceania Rugby that allows the person to exercise significant influence over the management or administration of the Association;

**Ordinary Resolution** means a resolution that is approved by a simple majority of the votes of the Member Unions entitled to vote and voting on the question;

**President** means the person elected as President of the Association from time to time in accordance with this Constitution for so long as that person remains the President in accordance with this Constitution;

**Regulations** means regulations made by the Association from time to time to deal with matters of specific local concern to the Association, provided that, in the event of any inconsistency between the Regulations on one hand, and this Constitution or the bye-laws, regulations relating to the Game or resolutions of World Rugby on the other hand, this Constitution or the bye-laws, regulations relating to the Game or resolutions of World Rugby will prevail;

**Scrutineer** means a person appointed by the Executive Committee in accordance with this Constitution for the purposes of recording votes cast at a General Meeting;

**Senior National Representative Teams** means a senior "National Representative Team" (as that term is defined by World Rugby from time to time) selected by a Union to represent that Union;

**Special Resolution** means a resolution approved by a majority of not less than 75% of the votes of the Members entitled to vote and voting on the question;

**Strategic Development Plan** means the strategic development plan developed by the Association in accordance with Schedule 5;

**Union** means an organisation within a country responsible for the governance, co-ordination and administration of the Game in that country;

**Vetting Committee** means the vetting committee formed in accordance with clause 7.12;

**Women's Representative** means a female member of the Executive Committee appointed in accordance with clauses 7.8 to 7.14 and who shall be responsible for supervising the development of women's rugby;

**World Rugby** means the association of national rugby unions known as the International Rugby Board, and includes its operating entity IRFB Services (Ireland) Limited, a company incorporated and resident in the Republic of Ireland; and

**World Rugby's Representative** is that person(s) who is appointed by World Rugby to work with Oceania Rugby as provided in this Constitution.

## **2.2 Interpretations: In this Constitution, unless the context otherwise requires:**

- (a) expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution;
- (b) reference, in the main body of this Constitution or in a Schedule to a clause is to a clause in the main body of the Constitution or that Schedule as the context implies;
- (c) reference to a Schedule is to a Schedule to this Constitution; clause and other headings are for ease of reference only and do not affect the interpretation of this Constitution;

- (d) an obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done;
- (e) words importing the singular number include the plural and vice versa;
- (f) references to persons 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;
- (g) references to one gender include the other gender;
- (h) any reference to a party includes that party's successors and permitted assignees (as the case may be);
- (i) references to any statutory provision includes any statutory provision which amends or replaces it, and any subordinate legislation made under it; and
- (j) any reference to any statute is a reference to New Zealand legislation unless otherwise indicated.

- 2.3 Constitution sub-ordinate to rules of World Rugby:** If any provision of this Constitution or the Regulations is in conflict with a bye-law, regulation relating to the Game or resolution of World Rugby, the bye-laws, regulations relating to the Game and/or resolutions of World Rugby will prevail unless the provision is required to enable the Association to comply with the Act, or any other applicable legal requirement.
- 2.4 Severability:** If any clause of this Constitution is deemed to be invalid in any way, it will be severed from this Constitution without affecting the validity of any other clause of this Constitution.
- 2.5 World Rugby to Interpret:** Subject to clause 2.3, if a question arises as to the meaning of any provision of this Constitution, the Executive Committee's decision will be final and binding on the Association and the Members. The Executive Committee may request that World Rugby determines the correct interpretation of the relevant provision, in which case World Rugby's determination will be binding on the Association and the Members.
- 2.6 Alteration of Association's requirements by World Rugby:** Subject to clause 2.3, if World Rugby makes or amends any decision or ruling, or otherwise establishes new, or amends existing operating requirements for the Association, and the amendment has a material effect on any provision of the Constitution, the Constitution shall be deemed to be amended to reflect the requirement of World Rugby.
- 2.7 Saving:** If any matter should arise which, in the opinion of the Executive Committee, is not provided for in this Constitution, it shall be determined by the Executive Committee and the Executive Committee's decision will be final and binding on the Association and the Members. The Executive Committee may refer the matter to World Rugby for it to determine, in which case World Rugby's decision will be final and binding on the Association and the Members.
- 2.8 Governing law:** This Constitution will be governed by and construed according to the law of New Zealand.

- 2.9 Contact Person:** At its first meeting following an AGM, the Executive Committee must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Executive Committee must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

### **3. OBJECTS AND POWERS**

#### **3.1 Objects: The objects of the Association are to:**

- (a) promote, foster and develop and extend the Game within the jurisdiction of the Association which includes both within and outside New Zealand;
- (b) monitor and assist with the implementation of, and compliance with, the bye-laws, regulations relating to the Game and resolutions of World Rugby, and the Laws of the Game, and to notify World Rugby of any breaches;
- (c) ensure the application of an approved disputes procedure (following a request from the World Rugby and to be governed by English law), with the object of settling in the first instance matters or disputes between Member Unions and/or Associate Members relating to:
  - a. the playing of matches under the Jurisdiction; or
  - b. other Association matters;
- (d) subject to World Rugby's agreement and the availability of sufficient resources, co-ordinate arrangements (outside of the High Performance Member Unions and tournaments directly organised by World Rugby) to ensure that there is a programme of matches, tours and tournaments for Senior National Representative Teams (of all forms of the Game) of all the Member Unions of the Association in accordance with World Rugby Regulations;
- (e) ensure it does not do anything which is likely to intimidate, offend, insult or humiliate any person on the grounds of their religion, race, colour, ethnic origin, gender, sexual orientation, or disability;
- (f) lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance and participation in Rugby Union;
- (g) develop and adhere to a Strategic Development Plan in consultation with World Rugby;
- (h) advise and inform World Rugby in its consideration of applications made to World Rugby by Member Unions and/or Associate Members, for any form of funding from World Rugby and to inform itself as to the needs, performance and status of the Member Unions and Associate Members so as to be able to carry out this duty in an informed manner; and
- (i) do all such other things to promote the interests of the Game as the Association may determine from time to time.

#### **3.2 Powers:** Subject to clauses 3.5, 3.7 and 3.8, the Association has all of the powers of a natural person to give effect to the objects set out in clause 3.1 to the maximum extent permitted by law, including the power, in each case in accordance with this Constitution, to:

- (a) make, amend, suspend and/or revoke the Regulations;
- (b) admit new Member Unions;
- (c) withdraw, suspend or terminate a Member's membership;
- (d) appoint a representative of Oceania Rugby to the World Rugby Council; ("Oceania Rugby Representative") who shall be the Oceania Rugby President or their nominee, which nominee shall be one of the elected members of the Executive Committee;
- (e) carry on any business or undertaking in connection with the promotion, fostering, development and extension of the Game within the Jurisdiction;

- (f) develop, apply for, purchase, or otherwise acquire any Intellectual Property Rights, and to use, exploit, exercise, develop, or grant licences in respect of such Intellectual Property Rights on such terms and conditions as the Association thinks fit;
- (g) enter into any partnership, joint venture or other arrangement for the conduct of any activity and the sharing of surplus resources, and to co-operate with any person carrying on or about to carry on any business or transaction;
- (h) subscribe to, or otherwise acquire, hold and deal with, shares, debentures, or other securities of any kind and to sell, or dispose of, any interest in any securities on such terms as the Executive Committee may determine;
- (i) enter into any arrangements with any Government or authority and to obtain from any Government or authority, any rights, privileges and concessions and to exercise any such rights, privileges and concessions;
- (j) purchase, take on lease or licence, or in exchange, hire, and otherwise acquire any real and/or personal property and any rights or privileges to real and/or personal property and to authorise the sale, exchange, lease, mortgage, charge or other disposition of or dealing with any such property;
- (k) invest and deal with the money of the Association;
- (l) lend and advance money or give credit to any person;
- (m) 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;
- (n) borrow, raise money or secure the payment of money charged upon all or any of the Association's property and to purchase, redeem or pay off any such securities;
- (o) enter into any contract or arrangement (whether legally binding or otherwise);
- (p) apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment; and to oppose any bills, proceedings, or applications;
- (q) sell, improve, manage, develop, exchange, lease, distribute, dispose of or otherwise deal with all or any part of the property and rights of the Association;
- (r) take or hold mortgages, liens, and charges to secure payment of any money due to the Association from any other person;
- (s) undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise;
- (t) delegate to any person the powers of the Association and to allow the Executive Committee, and any other person, to delegate any of the powers delegated to the Executive Committee, or such other person;
- (u) carry out all or any of the objects of the Association and do all or any of the above things as principal, agent, contractor, trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
- (v) do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

**3.3 Objects and Powers Independent:** Each of the objects and powers set out in clauses 3.1 and 3.2 are independent objects and powers of the Association, are to be construed independent of one another and are not to be limited by reference to any other object or power set out in clauses 3.1 or 3.2.

**3.4 Powers Exercisable by Ordinary Resolution:** Unless otherwise specified in this Constitution, a power or right reserved to the Association may be exercised by an Ordinary Resolution.

- 3.5 Promotion of the Game:** The Association is incorporated for the purpose of promoting amateur rugby for the recreation and/or entertainment of the general public. The capacity of the Association to carry on 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.
- 3.6 Method of promotion of the Game:** The Association's capacity to carry on any business or activity, do any act, and enter into any transaction, as outlined in clause 3.2, includes the capacity to:
- (a) undertake rugby activities and competitions in which paid players and paid officials participate;
  - (b) solicit licensing of brands; and
  - (c) seek sponsorship.
- 3.7 No Pecuniary Profit:** Nothing in this Constitution shall permit the Association to use its funds, or make its funds available, to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the 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 clause 3.7 applies notwithstanding any other provision of this Constitution to the contrary.
- 3.8 World Rugby Rules and Regulations:** Oceania Rugby shall at all times act in accordance with, and ensure that its members act in accordance with, the Rules and Regulations of World Rugby including, but not limited to, anti-doping and anti-corruption.

#### **4. SUPPORT FROM WORLD RUGBY**

- 4.1 World Rugby personnel to work with Association:** The Association may utilise the services of an appropriate number of World Rugby personnel as World Rugby may employ in consultation with the Association, and make available, to carry out the objectives of the Strategic Development Plan and such other matters as determined by World Rugby and the Association.
- 4.2 Functions: The functions of such World Rugby personnel include but are not limited to:**
- (a) development;
  - (b) competitions;
  - (c) administration;
  - (d) disbursement and monitoring of World Rugby funding to the Association and/or Member Unions;
  - (e) strategic investment monitoring;
  - (f) Member Union reviews; and
  - (g) liaison between the Association and World Rugby.
- 4.3 Report to World Rugby:** In the course of performing their tasks, the Association acknowledges that World Rugby personnel will report to World Rugby.
- 4.4 Application to World Rugby:** If the Executive Committee deems it necessary, the Association may apply to World Rugby for funding in order to enable it to discharge its functions efficiently. The

Association acknowledges that World Rugby reserves the right to review and amend its obligations with regard to this funding without notice to the Association.

**4.5 Form of financial support:** Financial support received by the Association will be in such form as World Rugby determines appropriate from time to time and may include, but is not limited to:

- (a) administrative grants;
- (b) competition funding, or part-funding;
- (c) specific development project funding; and/or
- (d) event funding.

**4.6 Apportionment of Financial Support:** World Rugby will confirm the amount of financial support received by the Association on an annual basis. Before such confirmation is given, World Rugby will consult with the Association, and have regard to:

- (a) the Strategic Development Plan; and
- (b) the Association's general intention, where its resources permit, to support development programmes and competitions on a regular basis.

## **5. MEMBERSHIP**

**5.1 Membership: The Members of the Association are:**

- (a) all Member Unions within the Jurisdiction from time to time;
- (b) the Associate Members; and
- (c) any other Union appointed as any category of Membership of the Association by the Executive Committee with the prior approval of World Rugby.

**5.2 Membership rights:** The rights of membership of each of the Member Unions, and the Associate Members are as set out in this Constitution.

**5.3 Application:** Application for membership to the Association as a Member Union or an Associate Member must be made in accordance with Schedule 1. An entity consents to become a Member by submitting an Application to the Association, unless otherwise specified in this Constitution.

**5.4 No Other Affiliation:** No Member Union or Associate Member may be affiliated to any other international or regional rugby organisation without the prior written approval of World Rugby. Each Member Union or Associate Member must ensure that no rugby team under its control or jurisdiction plays any team under the control or jurisdiction of any entity which is not a Member Union or Associate Member (including any team under the control or jurisdiction of an overseas entity) or is not affiliated with World Rugby, without the prior written consent of the Executive Committee and World Rugby.

**5.5 Status of Member Union:** To be a Member, and to remain eligible to be a Member, a Member Union or Associate Member must meet the requirements outlined in this Constitution, must adhere to the Oceania Rugby Governance Principles, and must adhere to the minimum requirements for the legal status of Unions as specified by World Rugby, including the World Rugby Membership Criteria, from time to time. If and to the extent that World Rugby amends any of the criteria to be a Member Union or an Associate Member, the requirements set out in this Constitution will be deemed to have been amended accordingly.

**5.6 Provision of Information:** Each Member Union and Associate Member must provide to the Association such information about the Member Union's or the Associate Member's affairs as may be required by the Executive Committee from time to time.

**5.7 Delegate: Each Member Union:**

- (a) must appoint one Delegate by giving written notice to the Association from time to time;
- (b) replace its Delegate at any time by giving written notice to the Association;
- (c) shall, in the event that a Member Union's Delegate or nominee is elected or appointed to the Association Executive Committee, use every endeavour to appoint a Delegate to the Association who is of a different gender.

**5.8 Binding: Each Member Union Delegate and Associate Member:**

- (a) is bound by this Constitution and the Regulations;
- (b) must comply with the Laws of the Game, and the bye-laws, regulations relating to the Game and resolutions of World Rugby, subject to domestic and/or regional safety law variations adopted by the Association; and
- (c) must ensure that its members conduct their affairs in a manner consistent with this Constitution, the Regulations and, subject to domestic safety law variations adopted by the Association, the Laws of the Game and the bye-laws, regulations relating to the Game and resolutions of World Rugby,

with the intention that all sub-unions, clubs and all other bodies or persons connected with the playing or administration of the Game within the Association's Jurisdiction, who are directly or indirectly affiliated to any Member Union or Associate Member, agree to conduct its affairs in a manner consistent with this Constitution and the Regulations and, subject to domestic safety law variations adopted by the Association, the Laws of the Game and the bye-laws, regulations relating to the Game and resolutions of World Rugby.

**5.9 Withdrawal of Membership:** A Member Union or Associate Member may only withdraw from membership of the Association with the prior written consent of the Executive Committee and World Rugby. Withdrawal of membership shall take effect from the date on which the Executive Committee consents to such withdrawal. The Member Union or Associate Member must cease to hold itself out as a Member of the Association from that date.

**5.10 Non-compliance: If any Member Union, Delegate or Associate Member:**

- (a) does not comply with any provision of this Constitution, the Regulations, the Oceania Rugby Governance Principles or, subject to any domestic safety law variations adopted by the Association, the Laws of the Game or the bye-laws, regulations relating to the Game and resolutions of World Rugby; and/or
- (b) does not give effect to any decision of the Association or the Executive Committee; and/or
- (c) permits any club, union, or member of any club or union under its jurisdiction to:
  - (i) fail to act in a manner consistent with this Constitution, the Regulations, the Oceania Rugby Governance Principles or, subject to any domestic safety law variations adopted by the Association, the Laws of the Game or the bye-laws, regulations relating to the Game or resolutions of World Rugby; and/or
  - (ii) not give effect to any decision of the Association or the Executive Committee, the Member Union Delegate or Associate Member may be liable to sanctions which include, but are not limited to the following:
- (d) suspension of its membership (including the right to vote) for a period; and/or
- (e) termination of its membership of the Association; and/or
- (f) such other sanction of any kind (including the imposition of any penalty or fine), as the Executive Committee thinks fit in each case.

**5.11 Ceasing to be Member: A Member ceases to be a Member:**

- (a) on liquidation;
- (b) by giving notice to the Executive Committee of their resignation;
- (c) if their membership is terminated under this Constitution;

- (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

- 5.12 Consequences of ceasing to be a Member:** A Member who ceases to be a Member:
- (a) remains responsible to pay all their outstanding membership and other fees to the Association;
  - (b) must return all of the Association's property if required;
  - (c) ceases to be entitled to any rights of a Member.

## **Member Register**

- 5.13 The Executive Committee will ensure an up-to-date Member Register is kept and the register must include:**
- (a) each Member's name;
  - (b) each Member's Contact Details;
  - (c) the date each person became a Member.
- 5.14** A Member must provide notice to the Association of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Association becomes aware of changes of the information recorded in the Member Register.
- 5.15** The Association will keep a record of the name of each person who has ceased to be a member of Oceania Rugby within the previous 7 years and the date on which they ceased to be a member.

## **6. MEETINGS OF MEMBERS**

- 6.1 Methods of Holding Meetings:** Matters to be considered by the Members in accordance with this Constitution will be considered by the Members in a General Meeting held by a meeting of delegates appointed by the Member Unions and Associate Members. The delegates to the General Meeting will meet in person unless approval is given by World Rugby or Oceania Rugby to hold the meeting by teleconference or videoconference. Each General Meeting, whether held by meeting in person or by teleconference, will be hosted by a Member Union.
- 6.2 Annual General Meeting:** The Association must hold an Annual General Meeting once in each calendar year, on a date to be fixed by the Executive Committee, unless, for exceptional or operational reasons, another timeframe is agreed upon at a General Meeting.
- 6.3 Order of Business: The Order of Business of an Annual General Meeting shall include the following:**
- (a) the recording of the attendees and the number of Member Unions present and eligible to vote and the number of Associate Members present;
  - (b) the establishment of a quorum;
  - (c) the presentation and adoption of the Minutes of the previous Annual General Meeting;
  - (d) identifying the two scrutineers appointed by the Executive Committee;
  - (e) the Executive Committee's report on the activities of the Association;
  - (f) the financial report including the balance sheet and the financial accounts for the past accounting year and any additional information deemed necessary by the Executive Committee;
  - (g) the presentation of the auditors' report;

- (h) the Annual General Meeting's vote on the auditor's certificate of correct record;
- (i) the approval of budget plans for the current year;
- (j) the election of Executive Committee Members if terms of office have expired or positions have become vacant;
- (k) the election of auditors for the next financial year;
- (l) ratify the Audit and Risk Committee (as nominated by the Executive Committee and which shall include at least one external and one independent CPA or Chartered Accountant) every fourth year;
- (m) consideration of new Member Union and Associate Member applications;
- (n) consider any Notices of Motion including Motions for amendment of the Constitution; and
- (o) any other business.

**6.4 Chair of a General Meeting: The President will act as the Chair of a General Meeting.**

**6.5 Meetings of Committees:** Any existing Association committees will also convene to meet where the delegates are gathered for an Annual General Meeting unless otherwise determined by the Executive Committee.

**6.6 Extraordinary General Meetings:** All meetings of the Association other than the Annual General Meeting are Extraordinary General Meetings.

**6.7 Right to attend General Meetings: The following persons may attend a General Meeting:**

- (a) one delegate nominated by each Member Union, at the Association's cost (unless funding is otherwise determined by World Rugby);
- (b) up to two additional observers representing each Member Union, sent at the Member Union's cost;
- (c) one delegate from each Associate Member, in a non-voting capacity, at the Association's cost (unless funding is otherwise determined by World Rugby);
- (d) members of the Executive Committee; and
- (e) representatives of World Rugby.

**6.8 Procedure for General Meetings:** The procedure for convening and conducting any General Meeting is set out in Schedule 2.

**7. EXECUTIVE COMMITTEE**

**7.1 Number of Executive Committee Members: The Executive Committee shall consist of not less than six natural persons, being comprised of:**

- (a) the President;
- (b) three General Members;
- (c) one Independent Member appointed in accordance with clauses 7.8 to 7.14;
- (d) one Women's Representative (who shall be a female) appointed in accordance with clauses 7.8 to 7.14;
- (e) one nominee from New Zealand Rugby and one nominee from Rugby Australia;
- (f) the General Manager or equivalent thereof (ex-officio and non-voting);
- (g) World Rugby's Representative (ex-officio and non-voting).

**7.2 Elected members:** The President and the three General Members shall be elected from among the Delegates by the Association in accordance with this Constitution. At least one of the four elected members must be from either Fiji Rugby Union, Samoa Rugby Union or Tonga Rugby Union and at

least one from the remaining Member Unions (but not including New Zealand Rugby or Rugby Australia).

- 7.3 Nominations for Elected Executive Committee Members:** Nominations for election of an Executive Committee Member:
- (a) must be for a person who is a Delegate;
  - (b) may only be made by Member Unions;
  - (c) must be received by the General Manager not less than six weeks before the date of the Annual General Meeting; and
  - (d) must be circulated to Member Unions not less than three weeks before the date of the Annual General Meeting.
- 7.4 Persons eligible for election to positions in the Association:** Each person appointed by a Member Union as the delegate for that Member Union or nominated as a representative of a Member Union or Associate Member, will be eligible for election as an Executive Committee Member and/or a member of other committees established as the Association considers necessary.
- 7.5 Qualifications for Elected Executive Committee Members:**
- (a) Nominees for Elected Executive Committee member positions on the Executive Committee must meet the qualifications as prescribed from time to time by the Executive Committee and set out in the By-Laws;
  - (b) An Elected Executive Committee member, who is a member of a Member Organisation's Board, and/or executive, may retain that position should they be elected to the Executive Committee but must declare and act upon any Conflicts of Interest as and when they should arise;
  - (c) Every Executive Committee Member must, in writing, consent to be an Executive Committee Member; and certify that they are not disqualified from being elected, appointed or holding office as an Executive Member by this Constitution or under section 47 of the Act.
- 7.6 Executive Committee Members and delegates to comply with World Rugby's Code of Conduct:** All Executive Committee Members and delegates will sign and comply with World Rugby's Code of Conduct as amended or replaced by World Rugby from time to time.
- 7.7 Certain positions not to be held by one person:** No person may hold more than one of the positions mentioned in each of sub-clauses 7.1 (excepting that (f) and (g) may be the same person). A person can be an Executive Committee Member and sit on one or more committees. For the avoidance of doubt, a person who is a member of the Executive Committee may also be the Oceania Rugby Representative to World Rugby.
- 7.8 Nomination of Independent Member and Women's Representative:** Each Member Union may, if it chooses, nominate one individual to be the Independent Member and one individual to be the Women's Representative. Each nomination must be received by the General Manager not less than six weeks prior to the Annual General Meeting.
- 7.9 Application as Independent Member and Women's Representative:** In addition to clause 7.8, the Executive Committee may advertise the position of Independent Member and/or Women's Representative at the same time as the Notice of the Annual General Meeting. A person who wishes to apply to be appointed as the Independent Member or the Women's Representative must apply in writing to the Executive Committee, and his or her application must have been received by the General Manager not less than six weeks before the date of the Annual General Meeting.

**7.10 Content of nominations and applications of the Independent Member and Women's Representative:**

All applications and nominations for the position of the Independent Member and Women's Representative received in accordance with clauses 7.8 and 7.9 must:

- (a) set out the relevant experience and qualifications of the candidate;
- (b) in respect of applications for the Independent Member, confirm that the candidate is, and will continue to be, Independent. To avoid doubt, the Women's Representative is not required to be Independent; and
- (c) in respect of applications for the Independent Member, confirm that if appointed, the candidate will immediately notify the Executive Committee if the candidate ceases to be Independent for any reason.

**7.11 Referral to the Vetting Committee:** The General Manager will, within two working days following the closing date(s) for Independent Member and Women's Representative nominations and applications:

- (a) notify all Member Unions of all Independent Member and Women's Representative nominations and applications received in accordance with clauses 7.8, 7.9 and 7.10; and
- (b) refer all such nominations and applications to the Vetting Committee.

**7.12 Formation of the Vetting Committee:** The Vetting Committee will be a sub-committee of the Executive Committee, and will:

- (a) comprise of one Executive Committee Member who will be selected by the Executive Committee and who shall be the Chair of the Vetting Committee;
- (b) the Executive Committee will also appoint two delegates (of the Executive Committee's choosing) and one Independent Representative (not currently affiliated to a Member Union) to the Vetting Committee;
- (c) In choosing the Vetting Committee members, the Executive Committee will call for expressions of interest from the Member Unions and make appointments to ensure a balanced representation of the Member Unions.

**7.13 Role of the Vetting Committee:** The Vetting Committee will, within one (1) month of the completion of the Annual General Meeting, use its best endeavours to:

- (a) consider the nominations and applications received for Independent Member and Women's Representative, in which the Vetting Committee will:
  - (i) consider the experience and skill set of each candidate;
  - (ii) create a shortlist of the most suitable candidates for each role of Independent Member and Women's Representative;
  - (iii) conduct interviews with those candidates who are shortlisted by the Vetting Committee and contact referees of those candidates; and
- (b) provide the Executive Committee with:
  - (i) a written report (signed by the Vetting Committee members) outlining the process undertaken; and
  - (ii) the recommendations on a maximum of two preferred candidates for each of the role of Independent Member and Women's Representative (ranked in order of preference for each position); and
- (c) provide the Executive Committee with, in relation to the candidates recommended under clause 7.13(b);
  - (i) biographical information and work history about each recommended candidate;
  - (ii) a curriculum vitae prepared by each recommended candidate; and
  - (iii) a brief assessment by the Vetting Committee of each recommended candidate and their suitability to be an Independent Member or Women's Representative.

- (d) Consider the skills of the current members of the Executive Committee and endeavour to complement the skill set as then appropriate to the needs of the Executive Committee and the positions being filled.

**7.14 Appointment of Independent Member and Women's Representative:** The Executive Committee will consider the candidates recommended to it by the Vetting Committee, and may, in the Executive Committee's discretion, accept and appoint one candidate to fill each of the Independent Member, and the Women's Representative positions. In appointing an Independent Member and Women's Representative, the Executive Committee should have regard to the current skill set of the Executive Committee Members and any gaps in this skill set which can be filled by the recommended candidates. If the Executive Committee does not accept any of the candidates recommended to it by the Vetting Committee, the Executive Committee may require the Vetting Committee to repeat the vetting process again, and to make new recommendations for the Executive Committee's consideration.

**7.15 Term of Executive Committee Members:** Subject to the rotation requirements of the Executive Committee Members set out in clause 7.17,

- (a) each Executive Committee Member (except the General Manager and World Rugby Representative) will hold office for a term of four years, commencing on the date of his or her election or appointment and ending on the conclusion of the Annual General Meeting held in the fourth calendar year after his or her election or appointment, unless the person ceases to hold office before that time as provided by this Constitution;
- (b) Executive Committee members (other than the General Manager and World Rugby Representative) may not serve more than two consecutive terms in the same position.

**7.16 Expiry of Office:** On the expiry of each term of office, the position must be offered for re-election at the General Meeting. Unless determined otherwise by World Rugby or in accordance with this Constitution, a person serving as an Executive Committee Member may stand for re-election.

**7.17 Rotation of Executive Committee Members:** For the purposes of implementing a rotation policy for Executive Committee Members, the following will apply:

- (a) from the close of the Annual General Meeting in 2019, the terms of all current Executive Committee Members will expire, and the Executive Committee Members elected or appointed at that Annual General Meeting will commence new terms (notwithstanding that Executive Committee Members may be re-elected or re-appointed);
- (b) from the commencement of the Annual General Meeting in 2021, the following Executive Committee Members' terms will expire:
  - (i) either the Independent Member or the Women's Representative; and
  - (ii) two General Members;
  - (iii) and in respect of the Independent Member and the Women's Representative, or where there is more than one General Member, the member whose term will expire will be determined by lot or as otherwise resolved by the Executive Committee; and
- (c) from the close of the Annual General Meeting in 2023, the following Executive Committee Members' terms will expire:
  - (i) the President;
  - (ii) the longest serving General Member; and

- (iii) in respect of the Independent Member and the Women's Representative, the longest serving member out of the Independent Member and the Women's Representative; and
- (d) In 2025 and thereafter the Rotations will continue as above.

- 7.18 World Rugby General Manager:** World Rugby's General Manager for the Association shall be notified of and permitted to attend, in full, all meetings of the Executive Committee. World Rugby's General Manager will not be counted for the purpose of obtaining a quorum of the Executive Committee. World Rugby's General Manager will not have a vote at the meetings of the Executive Committee.
- 7.19 World Rugby Representative:** In addition to World Rugby's General Manager for the Association, World Rugby will be entitled to send another non-voting representative to all Executive Committee meetings.
- 7.20 Conduct of Meetings:** Meetings of the Executive Committee will be conducted in accordance with Schedule 3 and otherwise as the Executive Committee may determine from time to time, but not in contravention to this Constitution and the Schedules hereto.
- 7.21 Frequency of Meetings:** The Executive Committee shall meet at least five times (in person or by teleconference) every 12 months.
- 7.22 Executive Committee Members to comply with resolutions of World Rugby:** Executive Committee Members will, at all times, comply with this Constitution and the bye-laws, regulations relating to the Game and resolutions of World Rugby.
- 7.23 Executive Committee Gender Balance:** Subject to the nominations received for the Executive Committee:
- (a) there shall be not less than three and not more than five persons of different genders on the Executive Committee (not including the General Manager and World Rugby Representative);
  - (b) in the event there are insufficient nominations to satisfy the requirement of 7.23 (a), all Member Unions will be so advised not more than seven (7) days after the close of Nominations. Member Unions shall then have the right to make a revised or new Nomination within 14 days after the original closing date for Nominations;
  - (c) Australia and New Zealand shall liaise to endeavour to alternate the gender of their nominee such that there are two different genders (in total) from these two Unions at any one time.

## **8. CESSATION OF EXECUTIVE COMMITTEE MEMBERSHIP**

- 8.1 Executive Committee Member ceasing to hold office:** The office of an Executive Committee Member will be vacated if the person holding that office:
- (a) resigns in accordance with clause 8.6;
  - (b) is removed from office in accordance with clause 8.3;
  - (c) is removed as a Member Union's Delegate in accordance with clause 5.7;
  - (d) ceases to be Independent (where that Executive Committee Member is appointed as the Independent Member);
  - (e) forfeits office in accordance with clause 8.5;
  - (f) becomes disqualified from being an Executive Committee Member pursuant to clause 8.7;
  - (g) dies;

- (h) becomes an employee or contractor of the Association or a wholly-owned subsidiary of the Association (excluding a person who acts for, or is appointed to an office of, the Association in a professional capacity); or
- (i) otherwise vacates the office in accordance with this Constitution.

**8.2 Vacancy:** If a position on the Executive Committee becomes vacant for any reason before the end of that Executive Committee Member's term of office, the Executive Committee may fill the casual vacancy until the conclusion of the next Annual General Meeting (except for the role of Independent Member and the role of Women's Representative, which must be filled in accordance with the procedure set out in clauses 7.8 to 7.14).

**8.3 Removal of Executive Committee Members:** Subject to Clause 8.8, a Member Union can seek the removal of an Executive Committee Member by requisitioning an Extraordinary General Meeting in accordance with Schedule 2. An Executive Committee Member can be removed from office by a Special Resolution passed at an Extraordinary General Meeting. The General Manager must give the Executive Committee Member concerned not less than three weeks' notice of the Extraordinary General Meeting at which the motion for removal from office is to be considered.

**8.4 Suspension:** The Executive Committee may suspend any Executive Committee Member who, in the opinion of the Executive Committee, has failed to comply with the duties of an Executive Committee Member or whose conduct has been prejudicial to the Executive Committee or to the interests or reputation of the Association or the Game.

- (a) The remaining Executive Committee Members may, by Special Resolution, suspend the Executive Committee Member from the Executive Committee and set conditions it requires pending the final determination of the allegation, notice or circumstances. Before imposing any suspension, the Executive Committee Member must be given notice of the suspension.

**8.5 Forfeiture:** An Executive Committee Member absent without leave from three consecutive meetings of the Executive Committee shall be deemed to have forfeited his or her position as Executive Committee Member.

**8.6 Resignation:** An Executive Committee Member may resign at any time by giving written notice:

- (a) in the case of the President, to the General Manager of the Association; and
- (b) in the case of any other Executive Committee Member, to the President.

**8.7 Disqualified persons:** The following persons are disqualified from being appointed or elected as an Executive Committee Member:

- (a) a person who is under 18 years of age;
- (b) an undischarged bankrupt;
- (c) a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three months or more unless that person has obtained a pardon or has served the sentence or otherwise suffered the sentence imposed upon that person;
- (d) a person who is prohibited from being a director, or promoter of, or being concerned or taking part in the management of, a company under section 382 or section 383 or section 385 of the Companies Act 1993 or an equivalent or similar provision at law in another jurisdiction in which that person resides;
- (e) a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988 or an equivalent or similar provision at law in another jurisdiction in which that person resides;

- (f) a person who is mentally incapable as defined in the Protection of Personal and Property Rights Act 1988 or an equivalent or similar provision at law in another jurisdiction in which that person resides; or
- (g) a person who is an employee or a contractor of the Association or a wholly-owned subsidiary of the Association (excluding a person who acts for, or is appointed to an office of, the Association in a professional capacity).

## **8.8 Conditions and Process for Removal of Executive Committee Member**

- (a) The Executive Committee may, by Special Resolution, remove an Executive Committee Member from the Executive Committee before the expiry of their term of office if the Executive Committee considers the Executive Committee Member concerned:
  - (i) has seriously breached duties under this Constitution or the Act; or
  - (ii) is no longer a suitable person to be an Executive Committee Member; or
  - (iii) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring [organisation name] or [sport/recreation] into disrepute or which may be prejudicial to the Purposes or the interests of [organisation name] and/or [sport/recreation] if they remain as an Executive Committee Member.
- (b) The Executive Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

## **8.9 Before considering a motion for removal, the Executive Committee Member who is the subject of the motion must be given:**

- (a) notice that an Executive Committee Meeting is to be held to discuss the motion to remove the Executive Committee Member; and
- (b) adequate time to prepare a response; and
- (c) the opportunity prior to the Executive Committee Meeting to make written submissions; and
- (d) the opportunity to be heard at the Executive Committee Meeting.

## **9. POWERS AND DUTIES OF EXECUTIVE COMMITTEE**

**9.1 Governance by Executive Committee:** Subject to clause 9.2, the business and the affairs of the Association are under the direction and supervision of the Executive Committee.

**9.2 Powers:** The Executive Committee has all of the powers necessary for directing and supervising the business and affairs of the Association, including, in addition to the powers set out elsewhere in this Constitution, the power to:

- (a) approve the minutes of the previous Executive Committee meeting;
- (b) formulate, in conjunction with Member Unions and World Rugby, the Association's Strategic Development Plan to achieve the vision, mission and goals of the Association and World Rugby;
- (c) approve the annual business plan and budgets of the Association;
- (d) monitor the implementation of the Strategic Development Plan and annual business plan, operational plan and budgets of the Association and assess performance against key performance indicators;
- (e) set up any committee the Executive Committee deems necessary, including but not limited to:
  - (i) special committees;
  - (ii) working groups; and/or

- (iii) judicial panels, consisting of any number of Member Union or Associate Member representatives as the Executive Committee deems appropriate;
- (f) co-ordinate the work of any committees established by the Association, and to delegate to those committees the required authority to perform the functions for which they are established;
- (g) formulate and implement good corporate governance principles and practices, including setting Oceania Rugby Governance Principles which will apply to Member Unions and Associate Members from such time as the Executive Committee determines;
- (h) implement and maintain a sound system of internal control and risk management in place to identify and manage risk;
- (i) establish and maintain the Regulations, so as to regulate the affairs of the Association and as between the Association and the Members, provided that such Regulations are consistent with this Constitution and World Rugby rules and regulations;
- (j) discharge such other responsibilities that do not fall within the constitutional, legal or statutory jurisdiction of the General Meeting or other person under this Constitution, if such responsibilities are required to ensure the effective governance, management and operation of the Association; and
- (k) receive and recommend to the General Meeting the audited accounts of the Association;
- (l) appoint an Audit and Risk Committee (which shall include at least one external and one independent CPA or Chartered Accountant) every four years, and the Chair thereof (who shall not be the Chair of the Executive Committee) for a term (not exceeding four years) and on such conditions as the Executive deems appropriate and which Committee shall be ratified by the relevant Annual General Meeting. The Executive Committee shall seek expressions of interest for membership of the Audit and Risk Committee from the Member Unions;
- (m) maintain a Conflict of Interest Register;
- (n) appoint a General Manager of Oceania Rugby ("General Manager" or equivalent thereof) for a term and on such conditions as the Executive deems appropriate.

- 9.3 Ratification:** The purported exercise by an Executive Committee Member of a power vested in the Executive Committee or any person authorised by the Executive Committee may be ratified or approved by the Executive Committee in the same manner in which the power may be exercised. The purported exercise of a power ratified under this clause is deemed to be, and to always have been, a proper and valid exercise of that power.
- 9.4 Funds and Investment:** The funds and property of the Association shall be controlled, invested and disposed of by the Executive Committee subject to this Constitution. The funds shall be devoted solely to the promotion of the objects of the Association.
- 9.5 Insurance:** The Association shall effect appropriate insurance for each Executive Committee Member (whether past or present) in respect of any cost, claim, expense, loss or liability incurred in connection with any act or omission in his or her capacity as an Executive Committee Member as the Executive Committee may determine.
- 9.6 Legal Action:** No Executive Committee Member, employee of the Association, or Member will instigate any legal proceedings on behalf of the Association if those proceedings have not been recorded and approved by the Executive Committee. The Executive Committee may appoint one or more Executive Committee Members or any nominee company to act in legal proceedings in the name of, and on behalf of the Association, on such terms as the Executive Committee may determine.

- 9.7 Statutory Compliance:** The Executive Committee has the power to do other things as it considers necessary to ensure compliance with the requirements of the Incorporated Societies Act 1908.

## **Officers' Duties**

### **9.8 An Officer:**

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of Oceania Rugby;
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to [organisation name] acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of the Association, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- (e) must not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to Oceania Rugby's creditors or cause or allow its activities to be carried on in a manner likely to create a substantial risk of serious loss to the Association's creditors;
- (f) must not agree to Oceania Rugby incurring an obligation unless the Officer believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
  - (h) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - (i) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
  - (j) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority;
- (k) if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

## **Officer's Interests**

### **9.9 An Officer is Interested in a Matter if the Officer:**

- (a) may obtain a financial benefit from the Matter; or
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter; or
- (c) may have a financial interest in a person to whom the Matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates;
- (e) but an Officer is not interested in a Matter:
  - (i) merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
  - (ii) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of the Association due to the membership of those members; or

- (iii) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.

## **Interests Register**

- 9.10 The Executive Committee must keep an Interests Register:** An Officer who is Interested in a Matter relating to Oceania Rugby must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Executive Committee as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the Interests Register.
- 9.11 An Executive Committee Member who is Interested in a Matter:**
- (a) must not vote or take part in a decision of the Executive Committee relating to the Matter;
  - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter;
  - (c) must not take part in any Executive Committee discussion relating to the Matter or be present at the time of the Executive Committee decision;
  - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 9.12** The Executive Committee must notify Members of a failure to comply with section 63 or 64 of the Act – as set out in 9.10 and 9.11 - and of any transactions affected, as soon as practicable after becoming aware of the failure in the manner set out in the Regulations.
- 10. MISCONDUCT**  
Subject to Schedule 6:
- 10.1 Conduct:** Any misconduct case will be conducted in accordance with the bye-laws, regulations relating to the Game and resolutions of World Rugby.
- 10.2 Independent Judicial Panel: Any misconduct case relating to:**
- (a) a Member or their delegate or their representative; or
  - (b) an Executive Committee Member, will be conducted in the first instance by an independent judicial panel established by the Executive Committee in accordance with this Constitution. If the decision of the independent judicial panel is not accepted by each party involved, the matter will be referred to an appeals committee established by the Executive Committee to hear such appeal. The decision of the appeals committee will be final and binding on the Association and each Member concerned.
- 11. EXECUTION OF INSTRUMENTS**
- 11.1 Execution:** Contracts and other enforceable obligations (including Memoranda of Understanding) requiring the signature of the Association may be signed:
- (a) if a deed, under the common seal of the Association; and
  - (b) if a contract, by two persons acting on behalf of and under the authority of the Executive Committee.
- 11.2 Common Seal:** The common seal of the Association must be kept at the Association's registered office and may be affixed to any document:
- (a) by resolution of the Executive Committee; and

- (b) must be countersigned by two Executive Committee Members or by such other means as the Executive Committee may resolve from time to time.

**11.3 Authority of Member Unions and Associate Members:** For the purposes of this Constitution, the Association is entitled to rely on any notice received by the Association in good faith which is signed by the Chair or the Chief Executive of a Member Union or an Associate Member, on behalf of the Member Union or the Associate Member, and such notice will be binding on that Member Union or Associate Member unless there was fraud or similar criminal behaviour.

## **12. ACCOUNTS**

**12.1 Books to be kept:** The Executive Committee must ensure proper accounting records of the Association are kept.

**12.2 Financial Year:** The financial year of the Association will commence on 1 January and end on 31 December of the same calendar year.

**12.3 Receipts and Payments:** All money received by the Association must be paid into a bank to the credit of the Association. All cheques, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association must be signed by two Executive Committee members authorised by the Executive Committee. Authorisation may be confirmed by facsimile where geographic distance prevents physical signature.

**12.4 Audit:** The accounts of the Association shall be audited by an auditor, being a duly qualified chartered accountant, who is a current member of the New Zealand Institute of Chartered Accountants or a member of an equivalent organisation in a country or territory approved by World Rugby, appointed at the Annual General Meeting. The auditor shall not hold any other office in the Association.

**12.5 Report by Executive Committee:** The Financial Report to be submitted to the Annual General Meeting of the Association shall be signed by two (2) voting members of the Executive Committee (either elected or appointed) who are not members of the Audit and Risk Committee in that financial year.

## **13. INDEMNITY AND INSURANCE**

**13.1 Executive Committee and Employees to be Indemnified:** Every Executive Committee member and employee of the Association shall, to the extent permitted by the law, be indemnified to the extent permitted under the law and to the extent provided under the "Directors and Officers" insurance policy of the Association (if any) against any liability incurred by her or him in her or his capacity as Executive Committee member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in her or his favour or in which she or he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the law, granted to her or him by the Court.

**13.2 Association to Indemnify:** The Association shall indemnify its Executive Committee members and employees to the extent permitted under the law and to the extent provided under the "Directors and Officers" insurance policy of the Association (if any) against all damages and costs (including legal costs) for which any such Executive Committee member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of an Executive Committee member performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of her or his employment by the Association.

**13.3 Insurance:** In addition to the payment of any other insurance premium by the Association in accordance with the law, and to the extent permitted by the law, the Association may pay the premium in respect of a contract insuring an Executive Committee member of the Association against a liability:

- (a) incurred by the Executive Committee member of the Association in his or her capacity as officer, provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Association or a contravention of the law; or
- (b) for costs and expenses incurred by that Executive Committee member of the Association in defending proceedings, whatever their outcome.

## **14. NOTICES**

**14.1 Manner of Notice:** A notice under this Constitution must be in writing and may be delivered personally, by post, by facsimile or by email.

**14.2 Receipt of Notice: A notice will be deemed to have been received:**

- (a) if personally delivered, when received;
- (b) if sent by post, five days after it was sent;
- (c) 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) if sent by email, on the day it is sent, provided that no error message was received by the information system used by the sender, provided that if a notice is received after 5.00 pm, it will be deemed to have been received on the next day.

## **15. LIQUIDATION AND REMOVAL**

**15.1 The Executive Committee must give notice to all Members at least 20 Working Days of a proposed motion:**

- (a) to appoint a liquidator;
- (b) to remove Oceania Rugby Inc. from the Register of Incorporated Societies; or
- (c) for the distribution of Oceania Rugby's surplus assets.

**15.2** The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

**15.3** Any resolution for a motion set out in clauses 15.1 (a) to (c) must be passed by a Special Resolution of Members.

**15.4** The surplus assets of the Association after the payment of all costs, debts and liabilities, must be disposed of to World Rugby or any other not-for-profit entity that shares similar purposes to Oceania Rugby.

**16. ALTERATIONS**

- 16.1 Alterations:** This Constitution may be amended by a Special Resolution passed at a General Meeting. Notice of any rescission, alteration or addition may be proposed by a Member Union or by the Oceania Rugby Executive Committee and must be given in writing to the General Manager not less than 6 weeks before the meeting at which it is to be considered. No addition or alteration shall be made to this Constitution that removes or detrimentally affects the Association's tax-exempt status. The provisions and effect of this clause shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

## Oceania Rugby Constitution

### SCHEDULE 1:

#### Procedures Relating to New Applicants

1. **Permitted members of the Association:** Membership of the Association is for Unions within the Association's Jurisdiction only, and any other Union with the express consent of the Executive Committee and World Rugby.
2. **Permitted Applicants to the Association:** Any Union wishing to become a Member Union must first:
  - (a) obtain recognition by the National Olympic Committee or by the Sports Council or Ministry of Sport in the relevant country as the national governing body of the Game in that country;
  - (b) apply to the Association to become an Associate Member, such application to be copied to World Rugby; and
  - (c) fulfil and comply with the World Rugby Membership Criteria current at the time of the Application.
3. **Content of application:** The application to become an Associate Member must contain, without limitation, the following information:
  - (a) a general and detailed presentation of the Union's:
    - (i) rugby practice;
    - (ii) rugby background; and
    - (iii) present and future rugby development strategy.
  - (b) the playing numbers for all age categories;
  - (c) the number of Clubs, referees, officers, [teams, players and officials under, or to be under, the applicant's control];
  - (d) the organisational details of relevant competitions, championships and tournaments;
  - (e) results of relevant competitions and international exchanges;
  - (f) the Union's constitution and organisation chart, operational and affiliation procedures;
  - (g) the composition of its management structure;
  - (h) its governing rules;
  - (i) its operational and affiliation procedures;
  - (j) its financial and budgetary statements for the relevant year;
  - (k) a detailed analysis of the Union's needs and its provisional budget;
  - (l) a description of the affiliated players insurance (if any); and
  - (m) a description of the Union's compliance with the Oceania Rugby Governance Principles;
  - (n) any other information that the Executive Committee or World Rugby may deem necessary.
4. **Admission to Association:** A Union's application to become an Associate Member will be considered, and voted on, at an Annual General Meeting. The applicant Union must submit the completed application to the Association at least six weeks prior to the Annual General Meeting. The application shall be voted on by the Association as an Ordinary Resolution.
5. **World Rugby's approval:** Notwithstanding paragraph 4 above, the Association will accept an Associate Member if World Rugby advises the Association that it should admit the Union as an Associate Member.
6. **Progression to Member Union:** An Associate Member can apply to the Association to become a Member Union with the effect that at the time when the Associate Member becomes a Member Union, it will have been an Associate Member for at least 12 months and the Associate Member considers that it has satisfied and consistently complied with the Key Performance Indicators set out below.

7. **Key Performance Indicators:** The Key Performance Indicators include, but are not limited to:
  - (a) compliance with this Constitution and any directives issued by the Association;
  - (b) compliance with the Oceania Rugby Governance Principles;
  - (c) provision of minutes of the Associate Members' most recent annual general meeting;
  - (d) copies of the Associate Member's latest financial statements; and
  - (e) evidence of a XV-a-side competition.
  
8. **Application to become Member Union:** An Associate Member's application to become a Member Union will be considered, and voted on, at an Annual General Meeting. The Associate Member must submit the completed application to the Association at least six weeks prior to the Annual General Meeting. The application shall be voted on by the Association as an Ordinary Resolution.
  
9. **World Rugby to be notified:** The Association will notify World Rugby when a Union submits an application to become a Member Union or an Associate Member.

**Oceania Rugby Constitution****SCHEDULE 2****Procedures for and Proceedings at General Meetings**

1. **Notice of Annual General Meeting:** The Executive Committee will give Member Unions, Associate Members, and Executive Committee Members not less than three months' notice of the date, and place, of the Annual General Meeting. The Notice for the Annual General Meeting shall include a call for:
  - (a) Nominations for the election and appointment of Executive Committee Members if terms of office have expired or positions have become vacant;
  - (b) Nominations for election of auditors for the next financial year
  - (c) Any Notices of Motions (including for Amendment of the Constitution); and
  - (d) Any other business.
  
2. **Convening Extraordinary General Meeting:** An Extraordinary General Meeting may be called for any purpose:
  - (a) by the Executive Committee, subject to the written approval of World Rugby; or
  - (b) if the Executive Committee receives a written request stating the objects of such meeting, signed on behalf of not less than 75% of the Member Unions.
  
3. **Notice of Extraordinary General Meeting:** The General Manager must give written notice to all Member Unions, Associate Members and Executive Committee Members, within 48 hours after the Extraordinary General Meeting is called. The notice shall include a place, time and date for the meeting no later than six weeks after the call for the Extraordinary General Meeting and the purpose for which the Extraordinary General Meeting is to be held.
  
4. **General Manager to notify World Rugby:** The General Manager will notify World Rugby of the intention to hold an Extraordinary General Meeting within 48 hours after the Extraordinary General Meeting is called, the place, time and date, and the purpose for which the Extraordinary General Meeting is to be held.
  
5. **Information to be made available:** Not less than 3 weeks prior to the Annual General Meeting, the following information is to be provided to the members and Executive Committee members, to the extent that it is available to the Association:
  - (a) an updated list of Member Unions;
  - (b) an updated list of Associate Members including an update on their progress towards Member Union status if appropriate;
  - (c) an updated list of Delegates and other representatives of Member Unions and Associate Members;
  - (d) a list of current Executive Committee Members;
  - (e) a list of the members of any other active Association Committees;
  - (f) a draft activity report for the year;
  - (g) competitions results;
  - (h) the financial report of the Association;
  - (i) the auditor's report for the Association;
  - (j) the nominees for positions within the Association that are open for election at the Annual General Meeting;
  - (k) details of any application to become an Associate Member;
  - (l) details of any application to become a Member Union;
  - (m) an Executive Committee report on the Association's activities, including but not limited to, the implementation of the Strategic Development Plan, and, if possible, information relating to the competitions schedules, workshops, and meetings programmes for the coming year;

- (n) reports from any committees established by the Association; and
  - (o) relevant papers relating to matters to be decided at the Annual General Meeting.
6. **Notice Irregularity:** Any irregularity in the notice of a General Meeting is waived if all Member Unions attend the General Meeting without protest as to the irregularity, or if all Member Unions agree to waive the irregularity at the General Meeting.
  7. **Meeting Irregularity:** Any irregularity in the conduct or procedure of a General Meeting is waived if the number of Member Unions constituting a quorum are present and those Member Unions agree to the waiver at the General Meeting or attend the meeting without raising an objection concerning the irregularity.
  8. **World Rugby Representation:** A representative of World Rugby is entitled to attend and speak at General Meetings of the Association.
  9. **Requirements of General Meetings:** The Association will ensure in respect of a General Meeting, to the extent relevant in the circumstances:
    - (a) the General Meeting is held in appropriate facilities, including having access to adequate seating and audio-visual equipment;
    - (b) appropriate hotel accommodation is arranged for the Delegate of each Member Union;
    - (c) the Delegates receive adequate administrative support;
    - (d) all papers including the official programme and relevant information for attending participants are prepared and circulated to Member Unions, Associate Members, Executive Committee Members and World Rugby, not less than twenty-one days prior to the meeting; and
    - (e) if required, translation services are provided.
  10. **No proxies at General Meetings:** Proxy votes are not permitted at any General Meeting.
  11. **Quorum:** No business may be transacted at any General Meeting if a quorum is not present. A quorum for a General Meeting is present if delegates representing a simple majority of the Member Unions are present in person.
  12. **Chair:** The Chair of a General Meeting shall regulate the proceedings at that meeting. The Chair of a General Meeting will be the incumbent President unless the President is unavailable in which case the Chair will be an Executive Committee Member appointed by the Executive Committee.
  13. **Voting Rights:** Only Member Unions with full Member Union status will have a vote, such vote to be exercised by the Member Union's Delegate. Associate Members do not have a vote.
  14. **Member Unions must be present to vote:** Only those Member Unions present at a General Meeting will be entitled to vote on matters considered at the General Meeting.
  15. **Casting Vote:** The Chair shall not have a deliberative vote in General Meetings. The Chair shall have a casting vote only.
  16. **Executive Committee Members' Votes:** Each Executive Committee Member can only exercise a deliberative vote as the Delegate of his/her Member Union. No Executive Committee Member will have a second or casting vote.
  17. **Weightings:** For the purposes of exercising the right to vote at a General Meeting, each Member Union will have one vote. If it deems it appropriate, the Association may apply weightings to the votes of Member

Unions provided that such weightings have been approved in advance by World Rugby and agreed to by the General Meeting. A Member Union's vote will be exercised by the Delegate for each Member Union.

18. **Powers to Adjourn or Dissolve Meetings:** The Chair of a General Meeting:
  - (a) can adjourn the meeting from time to time and from place to place if he or she thinks fit;
  - (b) can either adjourn or dissolve the meeting if the meeting becomes so unruly, disorderly or inordinately protracted that, in the opinion of the Chair the business of the meeting cannot be conducted in a proper and orderly manner, notwithstanding any provision to the contrary contained in this Constitution and without the consent of the meeting; and
  - (c) will adjourn the meeting if so directed by the meeting, provided that no business will be transacted at any adjourned meeting other than the business left unfinished at the General Meeting from which the adjournment took place. Notice of the adjournment and of the business to be transacted at the adjourned meeting is not required unless the General Meeting is adjourned for six weeks or more.
  
19. **Unfinished Business:** If any General Meeting is to be dissolved by the Chair, the Chair may direct that any item of business which has not been completed at the General Meeting and which requires a vote, be put to the vote without further discussion.
  
20. **Scrutineers:** For each General Meeting, not less than two scrutineers must be appointed by the Executive Committee to keep a record of, and count, votes cast at the General Meeting.
  
21. **Method of Voting:** Except where otherwise expressly provided in this Constitution, voting at General Meetings will be by show of hands, or secret ballot under the scrutineers' supervision, as the Chair deems necessary.
  
22. **Result of secret ballot:** Votes cast on a secret ballot will be counted by the scrutineers who will inform the Chair of the number of votes cast in favour of, and against, the resolution. The Chair will convey the results of the vote to the General Meeting.
  
23. **Validity of Votes:** In the case of any dispute as to the admission or rejection of a vote at a General Meeting, the Chair of the General Meeting will determine the admissibility or rejection of the vote and the Chair's determination will be conclusive.
  
24. **Decisions:** Decisions will be signed by the Chair of the General Meeting, jointly with the General Manager.
  
25. **Minutes:** The General Manager will keep the Minutes of the General Meeting. A copy of the Minutes of each General Meeting will be sent in a timely manner to Member Unions and Associate Members. Minutes must be sent to World Rugby within 30 days of the conclusion of the General Meeting. Minutes will be discussed at the following General Meeting, and, if approved by the General Meeting, will be signed by the President/Chair and General Manager.
  
26. **President's Status:** Notwithstanding any other provision in this Constitution, following election:
  - (a) the President of the Association must relinquish any office or paid position within their Member Union and will no longer be the delegate of their member Union or hold any comparable position;
  - (b) the President shall be afforded a period of three (3) months to relinquish such office or paid position within their Member Union;
  - (c) the Member Union of the President shall be entitled to nominate a new delegate immediately.

**Oceania Rugby Constitution****SCHEDULE 3****Procedures of the Executive Committee**

1. **Notice of meetings:** The General Manager will give written notice of all Executive Committee meetings to Executive Committee Members and to World Rugby not less than one month prior to the date of the meeting. Such notice will include the proposed agenda, budget and venue of the meeting. This provision does not apply in situations deemed to be an emergency circumstance.
2. **Irregularity in Notice:** An irregularity in the notice of an Executive Committee Meeting is waived if all Executive Committee Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity, or if all the Executive Committee Members entitled to receive notice of the meeting agree to waive the irregularity.
3. **Order of business:** The order of business at a meeting of the Executive Committee will include the following:
  - (a) a list of persons present will be taken;
  - (b) apologies will be received;
  - (c) other persons invited to attend the meeting of the Executive Committee will be noted;
  - (d) the business in the Notice of the Meeting; and
  - (e) any other business the Executive Committee considers necessary.
4. **Alteration of agenda:** If an Executive Committee Member wishes to alter the order of business or place an item on the agenda, the Executive Committee Member will give written notice to the General Manager prior to the commencement of the relevant Executive Committee Meeting. The Chair may choose to add the item to the agenda, or deal with it in other business.
5. **Quorum:** A quorum for a meeting of the Executive Committee is a simple majority of Executive Committee Members.
6. **Chair:** The President will act as the Chair of the Executive Committee. In the absence of the President, the Chair for the meeting will be appointed by the Executive Committee.
7. **Convening Meetings:** The Executive Committee will meet, subject to Clause 7.20, 7.21, 7.22 and Schedule 3 Clause 1 above:
  - (a) at such times and places as it decides; and
  - (b) in an emergency as and when called by the President, or if the President is requested by any three Executive Committee Members to do so. The date and place of the emergency meeting will be determined by the Chair.
8. **Adjournment:** A meeting of the Executive Committee may be adjourned to such date and place as the meeting decides.
9. **Method of Meeting:** A meeting of the Executive Committee may be held:
  - (a) by a number of Executive Committee Members who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or

- (b) by the contemporaneous linking together by means of audio, or audio and visual, or electronic communication by which all Executive Committee Members participating and contributing to a quorum can simultaneously hear each other throughout the meeting.
10. **Number of Votes:** Each Executive Committee Member (excluding the General Manager and the World Rugby Representative(s)) has one vote. An Executive Committee Member present at an Executive Committee meeting is presumed to have agreed to, and to have voted in favour of, a resolution of the Executive Committee unless that person expressly abstains, dissents from or votes against the resolution at a meeting. The Chair will have a deliberative vote and a second, casting vote.
  11. **Majority:** All matters for decision at Executive Committee meetings will be decided by a majority of votes of Executive Committee Members present.
  12. **Counting of Votes:** Voting at Executive Committee meetings may be by voices or show of hands, but if it is desired by any Executive Committee Member present, it will be by secret ballot. Votes cast by secret ballot will be counted, and the result declared by the appointed scrutineer.
  13. **Proxies:** Any Executive Committee Member may delegate, in writing, that Executive Committee Member's power to vote at any specified meeting of the Executive Committee on any specified subject or subjects to any other Executive Committee Member, provided that such delegation may be given only if the Executive Committee Member is unable to attend the meeting because of illness or absence on official business of the Association or a Member Union.
  14. **Preparation for an Annual General Meeting:** At its last meeting before an Annual General Meeting, the Executive Committee will appoint two scrutineers to preside over the next General Meeting.
  15. **Minutes:** Minutes of all proceedings at meetings of the Executive Committee will be kept by the General Manager. The minutes will be considered and if thought fit, approved by the Executive Committee and signed by the Chair and the General Manager at the following meeting of the Executive Committee.
  16. **Resolution in Writing:** A written resolution signed by all Executive Committee Members is as valid and effective as if it had been passed at a meeting of the Executive Committee validly convened and held. Any such resolution may consist of several documents in identical form each signed by one or more Executive Committee Members. Any such document sent by an Executive Committee Member by facsimile transmission or other electronic means approved by the Executive Committee is deemed to have been signed by such Executive Committee Member.
  17. **Procedures:** Except as otherwise provided in this Constitution, the Executive Committee will regulate its own procedure.

**Oceania Rugby Constitution****SCHEDULE 4****Election of Executive Committee****1. Election of President**

Where there is more than one nomination for the position of President and therefore an election is required then:

- (a) The names of the nominees will be listed on a Ballot paper.
- (b) The order will be determined by the drawing of lots by the Oceania Rugby General Manager
- (c) Members will be required to indicate on their Ballot paper their preferred candidate by placing an appropriate mark (eg X) next to the name of the candidate.
- (d) No other marks should be placed on the ballot paper.
- (e) The Scrutineers will then be asked to count the votes for each candidate.
- (f) Note: In order for a candidate to win they MUST attain more votes than 50% of the total number of Members present and entitled to vote (So, if for example, there 15 members present at the meeting entitled to vote then in order for a candidate to win they must attain at least 8 votes - 8 votes being more than 50% of the total vote of 15 Members).
- (g) In the event that after the first round of votes no candidate has more than 50% of the votes, another round of voting is required to take place.
- (h) In this second round of voting the name of the candidate with the lowest number of votes is deleted and the members again only mark the name of their preferred candidate.
- (i) If there are two or more candidates with an equal number of lowest votes then prior to the second round of voting taking place there must be an "elimination vote".
- (j) In this elimination vote the names of these candidates should appear on the ballot paper and the members asked to vote for who they want in the 2nd round and the highest polling candidate will go through.
- (k) The Scrutineers would then count the votes and the candidate who receives the lowest number of votes is eliminated from the second-round ballot.
- (l) If after the second round there is still no candidate with more than 50% of the votes there will need to be a third round of voting. Again, the candidate with the lowest number of votes in the second round is deleted from the third-round vote. And, again if there are two candidates with an equal number of lowest votes there must be another elimination vote as per above.

**2. Election of General Members**

- (a) Where there are more than three nominations for the "General Members" positions on the Executive Committee and therefore an election is required, then:
- (b) The names of the nominees will be listed on a Ballot paper.
- (c) The order will be determined by the drawing of lots by the Oceania Rugby General Manager.
- (d) Members will be required to indicate on their Ballot paper their preferred candidates by placing an appropriate mark (eg X) next to the name of three candidates. No other marks should be placed on the ballot paper.
- (e) The Scrutineers will then be asked to count the votes for each candidate.
- (f) The candidate who receives the highest number of votes will be declared elected.
- (g) There will then be a second round of voting between the remaining candidates.
- (h) Prior to this second round of voting the name of the candidate with the highest number of votes in the first round is deleted from the ballot paper.

- (i) The candidate who receives the highest number of votes in the second round will be declared elected.
- (j) The third round will be conducted as above.

**NOTE** for a Candidate to be elected as a General Member they do not have to acquire more than 50% of the votes cast.

### **3. TIES**

In the event of a tie then the names of the tied candidates shall be placed in an appropriate container by the General Manager and the name of the first candidate drawn from the container by one of the Scrutineers shall be declared elected.

**Oceania Rugby Constitution****SCHEDULE 5****STRATEGIC DEVELOPMENT PLAN**

1. **Development:** The Association will, in conjunction with its Member Unions, and World Rugby, develop the Strategic Development Plan.
2. **Approval of World Rugby:** Before implementing the Strategic Development Plan, the Association will ensure World Rugby agrees and approves the Strategic Development Plan.
3. **Content of Strategic Development Plan:** The Strategic Development Plan will outline the Association's role in the development and promotion of the Game in the Jurisdiction including:
  - (a) the Association's provision of effective leadership within the Jurisdiction;
  - (b) implementation and promotion of competitions appropriate to the membership of the Association as contemplated in clause 3.1 (d);
  - (c) provision of workshops and meetings for coaches and referees;
  - (d) provision of training and competition for young players in accordance with World Rugby's training policy;
  - (e) Rugby's training policy;
  - (f) provision of technical and administrative assistance to the Member Unions for development of the Game for both men and women; and
  - (g) provision of other activities as may be specified from time to time.

**Oceania Rugby Constitution****SCHEDULE 6****DISPUTE RESOLUTION****1. Definitions**

- (a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and the Association, that relates to an allegation that:
- (i) a Member or an Officer has engaged in misconduct; or
  - (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (iii) Oceania Rugby has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;
  - (v) **Disputes Procedure** means the procedure for resolving a Dispute set out in clauses 6 to 19;
  - (vi) a **Member** is a reference to a Member acting in their capacity as a Member;
  - (vii) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

**2. Application of other legislation to a Dispute**

The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

**3. Application of other procedures under this Constitution or in a Bye-law**

If the Dispute is dealt with by a separate procedure under this Constitution or in a Bye-law (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Executive Committee in its discretion so that the Other Procedure is consistent with the rules of natural justice.

4. If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

**5. Application of the Disputes Procedure**

If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

***Disputes Procedure*****Raising a complaint**

6. A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Executive Committee setting out:
- the allegation to which the dispute relates and who the allegation is against; and
  - any other information reasonably required by the Association.

7. Oceania Rugby may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
8. The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

#### **Investigating and determining Disputes**

9. Unless otherwise provided, the Association must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.
10. Disputes must be dealt with in a fair, efficient, and effective manner.

#### **Decision to not proceed with a matter**

11. Despite the contents of the Disputes Procedure, Oceania Rugby may decide not to proceed with a matter if:
  - (a) the Complaint is trivial; or
  - (b) the Complaint does not appear to disclose or involve any allegation of the following kind:
    - (i) any material misconduct; or
    - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
    - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
  - (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
  - (d) the person who makes the Complaint has an insignificant interest in the matter; or
  - (e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
  - (f) there has been an undue delay in making the Complaint; or
  - (g) the Complaint involves two Members who are also members of an Organisation which is also a Member of Oceania Rugby and the Complaint has either been dealt with by the Organisation or is required to be, pursuant to the dispute resolution procedures of the Organisation.

#### **Complaint may be referred**

12. Oceania Rugby may refer a Complaint to:
  - (a) a hearing body or person authorised, delegated or appointed by the Executive Committee to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or
  - (b) a subcommittee or an external person to investigate and report; or
  - (c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

#### **Hearing Body**

13. The Executive Committee may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Executive Committee to resolve, or assist to resolve, Complaints.

**Bias**

14. An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Executive Committee or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:
- (a) impartial; or
  - (b) able to consider the matter without a predetermined view.

**Complainant's right to be heard**

15. The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If Oceania Rugby makes a Complaint, it has a right to be heard before the Complaint is resolved or any outcome is determined, and an Executive Committee Member may exercise that right on behalf of Oceania Rugby.
16. A Member or Officer or [organisation name] must be taken to have been given the right if:
- (a) the Member or Officer or [organisation name] has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
  - (b) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
  - (c) an oral hearing, if any, is held before the Hearing Body; and
  - (d) the Member's or Officer's or the Association's written statement or submission, if any, are considered by the Hearing Body.

**Respondent's right to be heard**

17. The Member or Officer who, or the Association which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is Oceania Rugby, an Executive Committee Member may exercise the right on behalf of the Association. A Respondent must be taken to have been given the right if:
- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
  - (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
  - (c) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
  - (d) an oral hearing, if any, is held before the Hearing Body; and
  - (e) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

**Appeals**

18. There is no right of appeal or right of review of a decision.