

CONSTITUTION OF:

**WELLINGTON RUGBY REFEREES' ASSOCIATION
(INCORPORATED)**



Index

Section	Title
1.	Name
2.	Objects
3.	Powers
4.	Membership
5.	Executive Board
6.	Meetings
7.	Finance
8.	Alterations to Constitution
9.	Disputes
10.	Winding-up

1. NAME

- 1.1 The name of this society shall be the Wellington Rugby Referees' Association (Incorporated) registered under the Incorporated Societies Act 1908 (hereafter called the WRRRA).
- 1.2 The registered office of the Association shall be care of the registered office of the Wellington Rugby Football Union or such other place as the Executive Board may from time to time determine.

2. OBJECTS

The objects of the WRRRA are:

- 2.1 to provide match officials for rugby football matches;
- 2.2 to promote knowledge of the laws of the game of rugby and the art of refereeing rugby through formal instruction, exchange of views, and a study of rulings given by the governing bodies;
- 2.3 to secure amongst members of the WRRRA uniformity in the interpretation of the laws of the game;
- 2.4 to assist as far as is practicable in achieving the objects of the game of rugby by controlling the game in accordance with the laws of the game as determined from time to time and regulating the conduct of participants in relation to the game of rugby and members of WRRRA;
- 2.5 to promote good fellowship amongst its members with members of other associations and with members of the community; and
- 2.6 to promote and provide for the pursuit of leisure, recreational and social activities by WRRRA members.

3. POWERS

WRRRA shall have the following powers:

- 3.1 to raise, receive or acquire monies by way of grants, sponsorship, levies, donations or contracts to further the interests and objects of the WRRRA;
- 3.2 to purchase, lease, hire or by other means acquire real or personal property, chattels, gear or training equipment as required to further the interests and objects of the WRRRA;
- 3.3 to sell, lease, exchange, mortgage, improve, manage, develop or otherwise deal with all or any part of the real or personal assets of the WRRRA;
- 3.4 to invest monies from time to time and apply the income and where appropriate capital to furthering the interests and objects of the WRRRA;
- 3.5 to hire, contract or employ any persons whose services may be deemed necessary to carry out the objects of the WRRRA and to pay them salaries, wages, gratuities or such other form of payment as may be deemed expedient;
- 3.6 to enter into any joint venture, partnership or other agreement relating to WRRRA assets or business or act as the operator under any such arrangement;

- 3.7 to incorporate any company or form any other entity to execute any objects of the WRRRA;
- 3.8 to make dispositions of the WRRRA property or any part thereof and enter into any such agreements in relation to such dispositions as may be deemed proper to giving security for any loans and interest relating to those dispositions;
- 3.9 to make donations, gratuities, grants or loans to such person or organisations as may be decided from time to time;
- 3.10 to operate a liquor licence if deemed appropriate, in accordance with the various enactments and regulations which apply to such an operation;
- 3.11 to levy upon membership an annual subscription for such amounts as may be determined by the Executive Board in their first meeting following their election at an Annual General Meeting of the WRRRA, to be used for such purposes as may be determined by the Executive Board, providing they are in accordance with the objects of the WRRRA;
- 3.12 to institute proceedings, prosecute and/or defend legal proceedings;
- 3.13 to pay all or any expenses incurred in connection with the incorporation, establishment and ongoing management of the WRRRA; and
- 3.14 to do all such things as may from time to time be deemed necessary to further the interests, activities, purposes and objects of WRRRA.

4. MEMBERSHIP

The WRRRA shall have the following classes of membership together with any other classes that the Executive Board may determine from time to time:

4.1 *Active members:*

An active member shall be a member who has paid an annual subscription determined in accordance with Clause 3.11 of this Constitution, and who is available for appointment to rugby matches provided however that should that member be temporarily unable to officiate in any capacity, they shall still be entitled to the privileges of membership.

Active membership carries all WRRRA privileges including the power of vote at an Annual General Meeting, or Special General Meeting, and the eligibility to hold any office in the WRRRA, together with such further privileges as the Executive Board may, from time to time, determine

4.2 *Life members:*

The WRRRA may in its absolute discretion grant life membership to any person in recognition of outstanding service towards the furtherance of the objects of the WRRRA. The Executive Board shall agree the criteria for the obtaining of Life membership from time to time and it shall be acknowledged that the service contributing towards the membership while likely to include service to active refereeing, shall generally, but not necessarily, include service in an administrative capacity, in addition to active refereeing.

Nominations for life membership of the Association may be made by any member in writing to the Executive Board or to any sub-committee formed by the Executive Board

for the purpose of determining membership awards. They shall be endorsed by the Executive Board and then be presented by way of motion to an Annual General Meeting of the WRRRA, or to any Special General Meeting, called for that purpose, in accordance with this Constitution. The motion shall be passed at such meeting following receipt of a simple majority of voting members.

Life membership shall carry with it all WRRRA privileges including the power of vote at an Annual General Meeting, or Special General Meeting, and the eligibility to hold any office in the WRRRA together with such further privileges as the Executive Board may, from time to time, determine.

4.3 *Honorary Vice Presidents:*

The WRRRA may in its absolute discretion grant the role of Honorary Vice President to any person in recognition of meritorious service towards the furtherance of the objects of the WRRRA. The Executive Board shall agree the criteria for the obtaining of Honorary Vice President from time to time and it shall be acknowledged that the service contributing towards this office, while likely to include service to active refereeing, shall generally, but not necessarily, include service in an administrative capacity, in addition to active refereeing.

Nominations for Honorary Vice President of the Association may be made by any member in writing to the Executive Board, or to any sub-committee formed by the Executive Board, for the purpose of determining membership awards. They shall first be endorsed by the Executive Board and then be presented by way of motion to an Annual General Meeting of the WRRRA, or any Special General Meeting called for that purpose, in accordance with this Constitution. The motion shall be passed at such meeting following receipt of a simple majority of voting members.

Honorary Vice President shall carry with it all WRRRA privileges including the power to vote and the eligibility to hold any office in the WRRRA together with such further privileges as the Executive Board may, from time to time, determine.

4.4 *Administrative members:*

An administrative member shall be a member who has paid an annual subscription determined in accordance with clause 3.11 of this Constitution, and who is available to serve on a Committee, or on the Executive Board. An administrative member is not active member, or a Life member, or an Honorary Vice President, but whom by virtue of their contribution to the administration of the WRRRA, becomes entitled to full privileges of membership, including the power to vote at an Annual General Meeting, or Special General Meeting, and the eligibility to hold any office in the WRRRA, together with such further privileges as the Executive Board may, from time to time, determine

4.5 *Honorary members:*

An honorary member shall be a member who was previously an active member or some other person interested in the laws of rugby who wishes to maintain contact with the WRRRA without participating in the full privileges of membership.

An honorary member shall not carry the right to vote nor to hold office in the WRRRA.

4.6 Resignation from membership:

Any member may resign their membership by giving notice in writing to the Executive Board of the WRRRA to that effect. Such notice shall become effective on receipt by the Secretary of the Executive Board.

4.7 Disqualification from membership:

The Executive Board may at any time if they determine the interests of the WRRRA so require, expel a member. The process associated with such expulsion shall include:

- (a) the Executive Board must have received some form of complaint or information dealing with the member's actions and those actions must be such to bring the WRRRA in the considered opinion of the Executive Board, into disrepute;
- (b) following receipt of the complaint, the Executive Board shall conduct a hearing at which the member concerned is both present and represented by a support person of their choosing, where the member is asked to explain their actions;
- (c) following the hearing the Executive Board shall determine whether the actions are sufficient to warrant expulsion or whether some other form of disciplinary action is appropriate;
- (d) in the event the Executive Board determine expulsion is an appropriate action, they shall in writing request the member to resign their membership within a period specified in the notice; and
- (e) in the event the member fails to provide written confirmation of resignation the Executive Board shall, in writing, inform the member that they are expelled from membership and at an appropriate time advise the remaining members of WRRRA and any stakeholders that may have been affected by the expulsion.

4.8 Suspension of Membership Privileges:

The Executive Board may suspend the voting rights or other privileges including distribution of gear and eligibility for interchange selection for any member in the event they have not paid any subscription for membership levied by WRRRA in accordance with clause 3.11 of this Constitution, by the dates specified by WRRRA that such subscription become due and payable.

5. EXECUTIVE BOARD

5.1 The WRRRA shall be governed by an Executive Board of not less than six and no more than ten members of the WRRRA including those holding officer roles.

An eligible member is one who meets the requirements for membership of the WRRRA as defined in clause 4 of this Constitution

5.2 The Executive Board shall include the following roles:

- (a) a member acting as President of the WRRRA, elected annually at the Annual General Meeting of the WRRRA; and
- (b) a member acting as Vice President of the WRRRA, elected annually at the Annual General Meeting of the WRRRA; and
- (c) a member acting as Secretary of the WRRRA, elected annually at the Annual General Meeting of the WRRRA; and

- (d) a member acting as Treasurer of the WRRRA, elected annually at the Annual General Meeting of the WRRRA; and
- (e) a member acting as Immediate Past President; and
- (f) at least one and no more than five other members, elected by voting members at the AGM, via the voting protocol set out following in clause 5.3 below.

In the event that the required number of Executive Board members are not appointed at the Annual General Meeting (or at a subsequent Special General Meeting), the Executive Board may co-opt such number of eligible members as may be required to meet the requirements of clause 5.1, within one month of the Annual General Meeting, failing which a Special General Meeting of the WRRRA will be called by the WRRRA President for a further election of Executive Board members

- 5.3 Voting of members for the Executive Board shall be initially enacted via the completion of a Nomination Form, available under the Documents section of the WRRRA website, signed by the Proposer, a Secunder, and the Nominee.
- (a) Nomination Forms for Executive Board membership must be received by the WRRRA Secretary seven days prior to an Annual General Meeting in the correct format.
 - (b) Nothing in this clause shall prevent a valid nomination (being a nomination that meets the requirements detailed on the Nomination Form for Executive membership being made at the Annual General Meeting.
 - (c) An eligible member may only act as a Proposer, or a Secunder, for one nomination, at any one Annual General Meeting of the WRRRA
- 5.4 The Executive Board shall be responsible for the overall governance of the WRRRA and shall be empowered to convene sub-committees to delegate various tasks associated with the management of the functions required to meet the objects in this Constitution. The decisions of the Executive Board shall be minuted and shall be binding on the WRRRA members.
- 5.5 The Executive Board shall, following each Annual General Meeting, elect one of their members to act as a Chairperson.
- 5.6 The term of President shall be a two year term unless the membership votes in a new President at an Annual General Meeting within that two year period or unless the President is unable to complete this term. Should the President need to stand down during the two year term, the Vice-President shall act in the President role pending the next Annual General Meeting.
- 5.7 Each member of the Executive Board shall have one vote in respect of decisions, with a simple majority determining all Executive Board decisions. In the event a motion is tied, the Chairperson shall have a casting vote.
- 5.8 Without limiting the generality of the powers conferred on the Executive Board those powers shall include the following:
- (a) management of any assets owned or held by WRRRA;

- (b) management of any employees or contractors employed or contracted by WRRRA;
- (c) formation of sub-committees as it deems necessary from time to time and the determination of the powers and duties to be delegated to those sub-committees;
- (d) determining all matters of policy and regulating the implementation of policies;
- (e) managing external relationships including those relating to promotion, marketing and sponsorship;
- (f) holding enquires into all matters of dispute and where necessary determining disciplinary action in respect of members;
- (g) determining any amendment to the provisions of this Constitution providing such amendments receive the endorsement of a simple majority of voting members at an Annual General Meeting, or Special General Meeting, called for that purpose;
- (h) determining membership fees, entitlements and categories of membership;
- (i) preparing or arranging for the preparation of the financial accounts of the WRRRA; and
- (j) determining and monitoring the extent of communication with WRRRA members.

5.9 Indemnity:

No member of the Executive Board shall be personally liable for any act, default or omission made by the Executive Board in the exercising of their powers and discretion under this Constitution, provided they have at all times acted in good faith. Each member of the Executive Board shall be entitled to a total indemnity from the WRRRA for any liability they may incur and in any way arising out of or in connection with the administration of the WRRRA and this indemnity shall extend to any payments to any person or entity whom the Executive Board bona fide believes to be entitled thereto.

6. MEETINGS

6.1 Executive Board Meetings:

The Executive Board shall meet together for the dispatch of business as often as they determine appropriate and shall otherwise regulate their meetings as they think fit. The quorum necessary for an Executive Board meeting shall be FOUR and minutes of the business discussed at Executive Board meetings shall be recorded and confirmed as correct at the next Executive Board meeting.

A resolution in writing, originally sent to all Executive Board members, signed and assented to by email, facsimile, or other forms of visible or electronic communication, by a simple majority of the Executive Board, verified as such, shall be as valid and effectual as if it had been passed at a meeting of the Executive Board, duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Executive Board members, or sent as a paragraph in the base of an email with the name, or names, of the Executive Board members, clearly identified.

6.2 Annual General Meeting:

The Executive Board shall arrange for an Annual General Meeting to be held each year within four months of the close of the financial year. The Annual General Meeting shall be open to all members and to any visitors, but only financial eligible members (being those meeting the requirements of clause 4 of this Constitution, at the end of the financial year to which the Annual General Meeting pertains) shall be entitled to vote. At least 20 eligible members shall be required to form a quorum at an Annual General Meeting.

Notice of the Annual General Meeting shall be given in writing to all members whose contact details are held by the Association at least seven days prior to the scheduled meeting, which notice shall include an agenda of the business to be discussed.

The Chairperson of the WRRRA's Executive Board at the end of the financial year to which the Annual General Meeting pertains, or any member delegated by the Chairperson of the previously instated Executive Board, shall act as the Chairperson of the Annual General Meeting and all matters decided during the Annual General Meeting shall be determined by a simple majority of the eligible voting members present. In the event there is an equal amount of votes cast for and against a motion the Chairperson of the Annual General Meeting shall have a casting vote.

6.3 In addition to the election of officers of the WRRRA, for the financial year in which the Annual General Meeting is held, the Annual General Meeting shall also be used for the following purpose:

- (a) presentation of any financial statement required to be lodged with the Registrar of Incorporated Societies and/or the Registrar of Charities;
- (b) presentation of the Annual Report; and
- (c) consideration of Notices of Motion.

6.4 Special General Meetings:

The Executive Board may determine to hold a Special General Meeting where it determines, in accordance with this Constitution, there is business that requires the input of the membership as a whole or where 20 members have requested, in writing, such a meeting be scheduled to deal with a particular item of business.

Notice of a Special General Meeting shall be given in the same manner as that for an Annual General Meeting set out in clause 6.2 above and at least 20 financial members shall be required to form a quorum at a Special General Meeting.

6.5 The Chairperson of WRRRA at the date of the Special General Meeting, or any member of the Executive Board delegated by the Chairperson, shall act as the Chairperson of the Special General Meeting and all matters decided during a Special General Meeting shall be determined by a simple majority of eligible voting members present.

In the event there is an equal amount of votes cast for and against a motion the Chairperson of the meeting shall have a casting vote.

- 6.6 In all cases the Minutes of any Annual General Meeting, or Special General Meeting, shall be recorded and approved at the next Annual General Meeting or Special General Meeting of the WRRRA.
- 6.7 In addition to the election of the roles on the Executive Board, any resolution concerning the winding-up of the Association and/or alteration of the Constitution of the WRRRA must be presented to an Annual General Meeting or a Special General Meeting to receive the endorsement of the simple majority of voting members present before it is passed.
- 6.8 The WRRRA shall hold such other meetings as the Executive Board deem appropriate, to provide opportunity for the training and camaraderie of WRRRA members, and to discuss any items of general business on a regular basis.

7. FINANCE

- 7.1 The financial year of the WRRRA shall end on the last day of October in each year or on such other date as the Executive Board may determine.
- 7.2 The annual financial report shall as soon as practical after the end of the financial year be prepared and reviewed pursuant to the requirements of the Charities Act and any other legislation in readiness for presentation at the next Annual General Meeting.
- 7.3 All monies of the WRRRA shall be held in a New Zealand registered bank or banks as the Executive Board may from time to time determine to the credit of the WRRRA and all accounts should be passed for payment by the Treasurer acting under delegation from the Executive Board, providing details of payments are presented on a regular basis at Executive Board meetings.
- 7.4 Any bank accounts operated shall have at least two authorised signatories to any payment drawn on those accounts, such signatories to be notified in writing by the WRRRA to its bankers. Operation and authorisation of bank accounts may be via physical or electronic means pursuant to the operation rules of that bank.
- 7.5 The income and property of the WRRRA shall be used and applied solely in the promotion of its objects and not for the pecuniary profit of any individual member providing that this provision shall not prevent the Executive Board reimbursing any member of the WRRRA including those on the Executive Board, for expenses reasonably incurred in carrying out WRRRA business. This provision shall also not prevent the Executive Board from determining payment of an annual honorarium to any member of the Executive Board or any member in an administrative role and neither shall this provision prevent the WRRRA from entering into a contract with any member for the provision of paid services pursuant to that contract.

8. ALTERATIONS TO CONSTITUTION

- 8.1 The Executive Board may determine to make an alteration to any provision in this Constitution providing that no such alterations shall be implemented prior to presentation at a Special General Meeting, or an Annual General Meeting, at which the endorsement of the simple majority of voting members present is received to such alteration.
- 8.2 Notwithstanding clause 8.1, the provisions relating to the winding-up of WRRRA shall not be altered, deleted or added to.

9. DISPUTES

- 9.1 Where any dispute arises in relation to the interpretation or operation of any power or discretion contained in this Constitution or in relation to the exercise of that power or discretion, the dispute shall in the first instance be referred to the Executive Board for determination.
- 9.2 Where any dispute between members arises that dispute shall be referred to the Executive Board in the first instance for determination.
- 9.3 Where any dispute involves an action taken by the Executive Board, the complainant shall first attempt to resolve the matter by good faith negotiation with the Executive Board but failing resolution in that manner, shall request the Executive Board to refer the matter to third party resolution in the most cost effective manner available.
- 9.4 The Executive Board will at its discretion convene a grievance/dispute sub-committee and may delegate the process of hearing disputes and making recommendations in respect of any disputes, to such a sub-committee.
- 9.5 In no circumstance shall the individual members of the Executive Board be held personally liable for any act, default, or omission made by the Executive Board in the exercising of their powers to determine a dispute.

10. WINDING-UP

- 10.1 The Executive Board may by resolution determine that the WRRRA shall be wound up as from the date specified in such resolution.
- 10.2 No such resolution shall be effective until it is presented to the general membership of the WRRRA at a specially convened Special General Meeting, or at an Annual General Meeting, and has received the endorsement of the simple majority of voting members at such meeting.
- 10.3 In the event of dissolution, any assets held by the WRRRA shall be vested under Wellington Rugby Football Union for exclusive use in its amateur arm of rugby services to the community or any other charitable purpose under New Zealand law.

Certified a true and correct copy of the Constitution of the Wellington Rugby Referees Association Inc. pursuant to a Special General Meeting of members dated 19th August 2024.