

**CONSTITUTION OF:**

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



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**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 carry on any objects of the association;
- 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 organizations 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, to be used for such purposes as may be determined 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 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.

##### **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 under 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 majority of voting members.

Life membership shall carry with it all WRRRA privileges including the power of 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.

4.3 *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 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 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 is available to serve on a Committee or on the Executive Board who is not active referee 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.

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 or Chairperson of the WRRRA.

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 including a Life member and a member with Honorary Vice President status from membership. 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 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.

5.2 The Executive Board shall include the following roles:

- (a) a member acting as President elected annually at an Annual General Meeting (AGM); and
- (b) a member acting as Vice President elected annually at an AGM; and
- (c) a member acting as Secretary elected annually at an AGM; and
- (d) a member acting as Treasurer elected annually at an AGM; and
- (e) a member acting as Immediate Past President; and
- (f) at least ONE and no more than FIVE other members, selected by voting members at the AGM, via the voting protocol set out following. The remaining members may, at the discretion of the Executive Board, be co-opted by the existing Executive Board to serve for a discretionary period with voting rights, on the proviso they become members of the WRRRA during any such period.

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, which must be duly signed by the Proposer, the Seconder, and the Nominee.

- (a) Nomination Forms for Executive Membership must be received 7 days prior to an AGM in the prescribed format.
- (b) Nothing in this clause shall prevent a valid nomination for Executive Membership being made at the Annual General Meeting.

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 duly recorded and shall be binding on the WRRRA members.

- 5.5 The Executive Board shall elect one of their members to act as a Chairperson on an annual basis.
- 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 and the vote of the majority shall rule. In the event there are equal votes for and the motion, 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 the 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 Executive Members, signed and assented to by email, facsimile, or other forms of visible or electronic communication, by a majority of the Executive Members, verified as such, shall be as valid and effectual as if it had been passed at a meeting of the Executive, duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Executive Members, or sent as a paragraph in the base of an email with the name or names of the Executive 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 members shall be entitled to vote. At least 20 financial 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, or any person 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 majority of the voting members present. In the event there is an equal amount of votes casted for and against a motion the Chairperson of the meeting shall have a casting vote.

### **6.3 In addition to the election of officers of the WRRRA, the Annual General Meeting shall also be used for the following purpose:**

- (a) Presentation of the annual financial report;
- (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 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 meeting, or any person 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 majority of voting members present, with only financial members being entitled to vote. In the event there is an equal amount of votes casted for and against a motion the Chairperson of the meeting shall have a casting vote.
- 6.6 In all cases 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 majority of voting members present before it is passed.
- 6.8 The WRRRA shall hold such other meetings (general 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 Association shall end on the last day of October in each year or 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 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 respective 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 this Association 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 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 general meeting of members dated 25 February 2019.