

# **Constitution of Rugby Players Collective Incorporated**

DRAFT INCORPORATING GOVERNANCE UPDATES AND THE FURTHER  
CHANGES INTRODUCED UNDER THE INCORPORATED SOCIETIES ACT  
2022

**HEIMSATH ALEXANDER<sup>®</sup>**

Level 1, Shed 22,  
Princes Wharf, 147 Quay Street  
P O Box 105884, Auckland City  
Auckland 1143

## Explanatory notes for this Constitution

1. This Constitution is designed for an Association registered under the Incorporated Societies Act 2022 (“the Act”).
2. The Constitution sets out the rules by which the business and affairs of the Association are conducted.
3. Membership of the Association includes the following classes: current NZ Professional Players and Director Members. All Members are bound by the Rules.
4. Each NZ Professional Player has one vote at General Meetings. No other Member has any voting rights.
5. A standard commercial governance model is adopted which vests management and oversight of the business operations in a board of directors (Rule 7.1).
6. The Board comprises of a minimum of seven (7) and not more than eleven (11) directors (Rule 8.1).
7. Of that mandated number of directors: a majority must be Members of the Association, and one must be the Player Council Chair, four (4) – six (6) must be Player Board Members, and the balance must be Independent Board Members (Rule 8.1).
8. Consistent with commercial governance practice, a vacancy in the number of Board Directors may be filled by the Board for the period only until the Annual General Meeting following that appointment (paragraph 2 of Appendix B). Otherwise, all Board Appointments must be put to the Members for approval at the Annual General Meeting.
9. The internal affairs of the Association, the convening of meetings, their regularity and conduct including quorum requirements are set out in the Appendices attached to the Constitution:
  - Appendix C - Directors’ meetings – the conduct and procedure of which is determined by the Board. A resolution of the Board is passed by the majority. In the case of an equality of votes the Chairperson shall have a casting vote; and
  - Appendix D - Meetings of the Members – the timing of which is fixed by law and otherwise regulated as to its conduct and business by the Rules set out in that Appendix. Meetings of Members, other than the Annual General Meetings, are called Special General Meetings. The business of these Member meetings may, as an alternative to a physical/electronic meeting, be conducted by circulated resolutions approved by not less than 75% of the members who are entitled to vote (paragraph 3 of Appendix D). In the case of an equality of votes the Chairperson will have a deliberative but not a casting vote.
10. As a part of their role the Board must establish, maintain, and administer a Player Council and a Nominations Committee. The rules and requirements in relation to these are set out in Appendix E and Appendix F respectively, which are attached to the Constitution.
11. The Player Council (made up of between nine (9) and twenty-three (23) NZ Professional Players with representation across all professional rugby teams in New Zealand as well as Overseas and Former Professional Players and Younger Players) will hold the Association to account and serve as a conjoint between Members, the Board and management of the Association.
12. The role of the Nominations Committee is to, upon the request of the Board, provide recommendations to Members on the appointment of any new Independent Board Members.
13. The Constitution may only be changed with the approval of Members in General Meeting by a two-thirds majority vote (Rule 16.1). Minor amendments to corrects typographical errors and the like are permitted to be made by the Board (Rule 16.4).

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# 1 Interpretation

## 1.1 Definitions:

**Act** means the Incorporated Societies Act 2022;

**Annual General Meeting** refers to a meeting of Members held annually in the period set out in Rule 14.1(a) and convened and conducted pursuant to the rules set out in paragraphs 1 and 9-11 (incl.) of Appendix D;

**Association** refers to Rugby Players Collective Incorporated;

**Board** means the committee appointed to manage the business and affairs of the Association;

**Chair** refers to the Director of the Association elected to that office by the Directors from time to time in accordance with the Rules;

**Director** refers to a member of the Board from time to time;

**General Meeting** means a meeting of the Members of the Association, which may be an Annual General Meeting or a Special General Meeting;

**Former Professional Player** is a person who has at any time in the past has played premier domestic rugby in New Zealand (including Provincial Union Teams) who is not a NZ Professional Player Member but has been one previously;

**Independent Board Member** refers to a Director who is: not involved with the day-to-day operations of the Association; otherwise aligns with the recommendations for determining “independence” described in the Corporate Governance Code<sup>1</sup> published by the NZX, and is neither a current NZ Professional Player Member nor an Overseas Professional Player;

**Independent Person** refers to a person with significant governance experience who is not a Member, has no operational role within the Association or the New Zealand Rugby Players; Association Inc., nominated by the Board as an Independent Person for the purposes of these Rules;

**Member** means a person who has been admitted to membership of the Association pursuant to the Rules and continues to maintain that membership;

**Nominations Committee** means the committee appointed pursuant to paragraph 1 of Appendix F;

**NZ Professional Player Member** has the meaning set out in paragraph 1.1(a) of Appendix A;

**NZRU** refers to New Zealand Rugby Union Incorporated;

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<sup>1</sup> <https://www.nzx.com/regulation/nzx-rules-guidance/corporate-governance-code>

**Officer** means a person who is not a Director, a Player Council Member, nor a Nominations Committee Member but occupies a position of responsibility that allows that person to exercise significant influence over the management or administration of the Association;

**Ordinary Resolution** means a resolution passed by a simple majority of the Members entitled to vote and voting in person or by proxy;

**Overseas Professional Player** is a person who is a rugby player who is a party to a professional rugby contract with an overseas professional rugby entity, who is not a NZ Professional Player Member but has been one previously;

**Player Board Member** refers to a Director appointed as a representative of the Player Council on the Board;

**Player Council** means the committee appointed by the Board pursuant to paragraph 1 of Appendix E;

**Player Council Chair** refers to the Player Council Member acting in the capacity as chairperson of the Player Council;

**Player Council Member** refers to a member of the Player Council from time to time;

**Relevant Law** means any Act of Parliament or subsidiary legislation, which may apply to the Association from time to time;

**Remuneration Committee** means the sub-committee of the Board charged with recommending to the Board the remuneration payable to Directors, the Chief Executive Officer, and in the case of employee/contractors whose remuneration exceeds the limits set by the Board from time-to-time;

**RPC Chief Executive** means the Chief Executive of the Association;

**RPC Board Skills Matrix** means the framework developed by the Board pursuant to Rule 9;

**Rules** means the provisions of this Constitution;

**Special General Meeting** is a meeting of Members other than an Annual General Meeting called by:

- (a) the Board; or
- (b) the NZ Professional Player Members pursuant to Rule 14.1(b)(ii),

and conducted in accordance with the relevant rules set out in Appendix D;

**Special Resolution** means a resolution passed by a 75% majority of the Members entitled to vote and voting in person or by proxy;

**Working Day** has the meaning given in section 2 of the Companies Act 1993; and

**Younger Player** means a NZ Professional Player Member who is under the age of 23 years old.

## 1.2 **Construction**

- (a) Reference to the Association or the Board giving notice to a Member or a Member giving a notice to the Association, or the Board means the giving of that notice in writing by any of the means provided for in this Constitution.
- (b) A notice in writing includes a notice given in person, by post, by email or other form of electronic communication.

## 1.3 **Application of Rules to Members**

All Members are bound by and are subject to the Rules.

## 1.4 **Disputes on interpretation**

Any dispute or difference which arises at a General Meeting as to the construction or interpretation of these Rules shall be decided by the Chair whose decision shall be final. This Constitution has no effect to the extent that it contravenes or is inconsistent with the Act.

## **2 Name of the Association**

- 2.1 The name of the Association is Rugby Players Collective Incorporated.

## **3 Objects of the Association**

- 3.1 The purposes of the Association are:
  - (a) to represent its NZ Professional Player Members in relation to any matter involving their collective interests as employees including, but not limited to, collective bargaining; and
  - (b) to do any act or thing incidental or conducive to the attainment of any of the above objects.

## **4 Powers of the Association**

- 4.1 In addition to its statutory powers, the Association shall have in the administration and management of the Association, all the rights, powers, and privileges of a natural person, and without limiting the foregoing, the Association:
  - (a) may make use of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient;

- (b) may purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease, or otherwise dispose of property, rights, or privileges to further or carry out its objects as may seem expedient;
  - (c) may invest in any investment in which a trustee may at law invest; and
  - (d) shall have power to borrow or raise money pursuant to any form of financial instrument and other means, with or without security.
- 4.2 Notwithstanding any other provision, the Association shall not be conducted for the financial gain of its Members, and shall not expend any money or apply its assets:
- (a) other than to further purposes recognised by law, nor
  - (b) for the sole personal or individual benefit of any Member,

but these restrictions, subject to Rule 4.3, shall not prevent the reimbursement to Members, officers, and employees of the Association for any reasonable actual expenses incurred by them on behalf of the Association as approved by resolution of the Board.

- 4.3 Any transactions between the Association and any Member, employee, director, or officer or any third party associated with a Member, employee, director, or officer shall be at arms' length for fair value and in accordance with prevailing commercial terms and conditions on which the Association would, in the ordinary course of business, deal with third parties not associated with the Association.
- 4.4 Board Members shall be entitled to such remuneration for their services as Directors as may be reasonable having regard to their duties and responsibilities. The amount of such remuneration shall be determined annually by the Remuneration Committee. The amount of such remuneration shall be shown separately in the financial statements.
- 4.5 The Directors shall be entitled to be reimbursed for expenditure incurred by them on behalf of the Association, subject in every case to approval of the Board.

## **5 Membership**

- 5.1 The classes of membership of the Association are as set out in **Part 1 of Appendix A**.
- 5.2 The admission of Members, cessation of membership and readmission of Members shall be governed by the provisions set out in **Part 2 of Appendix A**. Every NZ Professional Player Member and Director Member shall advise the Association of any change of address.
- 5.3 The Board shall ensure that a register of Members is kept according to the class of membership to which they belong recording their names, contact details and the date each person became a Member.

## **6. Levies**

- 6.1 The Board may by resolution impose a levy or levies (including membership fees) on NZ Professional Player Members in any calendar year. The Board may impose a levy or levies at different amounts for a class of membership liable to pay the levy or levies.

## **7 Management of the Association by the Board**

- 7.1 The operation and affairs of the Association must be managed by, or under the direction or supervision of the Board.

- 7.2 The Board has all the powers necessary for managing, or for directing or supervising the management of, the operation and affairs of the Association.

- 7.3 The Board may delegate to a subcommittee, a Director or employee of the Association, or any other person, for such purposes as it thinks fit. A subcommittee must be constituted with at least one member of the Board, but otherwise may consist of such other persons (whether or not Members of the Association). Unless otherwise resolved by the Board:

- (a) the quorum of every subcommittee is a majority of the members of the subcommittee;
- (b) the subcommittee shall have no power to co-opt additional members;
- (c) the subcommittee may not commit the Association to any financial expenditure without the prior express written authority of the Board; and
- (d) the subcommittee may not delegate any of its powers.

- 7.4 The Board from time to time may make and amend, bylaws and policies for the conduct and control of Association activities, including any regulations determining the colours and badge or logo of the Association, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by Members, and (hard) copies shall be provided (at cost) to any Member on request.

- 7.5 The Board may appoint a Chief Executive in a full-time salaried capacity to conduct the day-to-day organisation and business of the Association, subject to the oversight of the Board. The Chief Executive may, at the direction of the Board, perform such functions as the Board considers appropriate.

### **7.6 Indemnity for Board**

- (a) No Officer or Director shall be liable for the acts or defaults of any other Officer or Director, or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- (b) The Officers, and each Director shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

### **7.7 Establishment of the Player Council**



The Board must establish, maintain, and administer a Player Council in accordance with the Rules and the requirements set out in **Appendix E**.

**7.8 Establishment of the Nominations Committee**

The Board must establish, maintain, and administer a Nominations Committee in accordance with the Rules and the requirements set out in **Appendix F**.

**8. Composition of the Board**

8.1 The Board shall consist of not fewer than seven (7) nor more than eleven (11) directors, of which:

- (a) two (2) to four (4) are Independent Board Members;
- (b) four (4) to six (6) are Player Board Members; and in addition
- (c) the Player Council Chair of the Player Council.

**Transitional Board**

8.2 Until the conclusion of the 2024 Annual General Meeting, the Board shall consist of eleven (11) directors of which:

- (a) two (2) are Independent Board Members elected from the delegates recommended at the 2023 Annual General Meeting; and
- (b) nine (9) are elected from the delegates nominated at the 2023 Annual General Meeting.

8.3 The majority of the Board must be Members of the Association.

8.4 A person must not be appointed as a Director if that person is disqualified from appointment pursuant to section 47 of the Act.

8.5 A person must not be appointed a Director unless he or she has consented in writing to be a Director and certified that he or she is not by reason of a provision, if any, contained in the Act or by law, disqualified from being appointed or holding office as a Director of the Association.

**9. RPC Board Skills Matrix**

9.1 The Board shall, in consultation with the Player Council, develop the RPC Board Skills Matrix in accordance with this Rule 9.

9.2 The purpose of the RPC Board Skills Matrix is to ensure the best and most appropriate persons are appointed to the Board and that the Board possesses the expertise, skills, competencies and diversity of thought and perspective necessary to manage the business and affairs of the Association.

9.3 In developing the RPC Board Skills Matrix, the Board will give reasonable consideration to the following aspects:

- (a) that the Association wishes to have its Directors (in particular, the Independent Board Members) possess the necessary governance experience (including sound commercial experience and financial acumen) associated with entities of similar complexity to the Association and the organisations and industries within which the Association transacts, as well as experience in appointing and managing individuals who can successfully operate at this level;
- (b) that the Association wishes to have its Independent Board Members possess the base level of knowledge across all skillsets or areas, including a working knowledge of Te Titiri o Waitangi/the Treaty of Waitangi and level of cultural competency;
- (c) that the Association intends to have its Player Board Members be or have been previously recognised as rugby players of distinction, either nationally or internationally, who possess the requisite base level of skill and experience to add value to the Board as a Player Board Member;
- (d) that the Association wishes to have at least one male and one female on the Board to have had experience playing and leading on the field at the highest level of rugby in New Zealand;
- (e) to recognise the importance of the Board to possess a fundamental knowledge of rugby, ranging from the “grassroots” community level to the level demonstrated in professional rugby; and
- (f) to recognise the importance of the Board displaying demonstrable governance and senior leadership experience and collegiality in its management of the business and affairs of the Association.

9.4 The Board shall engage and consult with the Player Council on the progress of the RPC in achieving its purpose as described in Rule 3, as is reasonably required, but not less than twice per calendar year, at a time that is convenient to the rugby calendar in New Zealand.

## **10. Appointment and Removal of Directors**

10.1 The appointment, retirement and removal of Directors shall conform with the requirements set out in **Appendix B**.

## **11. Directors Meetings**

11.1 The convening and methods of holding meetings of the Directors, and the election of the Chair of Directors shall conform with the requirements set out in **Appendix C**.

## **12. Financial Matters**

### **12.1 Balance Date**

The financial year of the Association shall end on 30 June each year.

## **12.2 Keeping of Accounting Records**

The Board must ensure that there are kept at all times accounting records that:

- (a) correctly record the transactions of the Association;
- (b) will allow the Association to produce financial statements that comply with the requirements of the Act and any Relevant Law; and
- (c) would, whilst required by the Members or by the Relevant Law, enable the financial statements to be readily and properly audited.

## **12.3 Preparation of financial statements annually**

The Board must ensure that in each year financial statements in relation to the accounting period of the Association are:

- (a) prepared and completed in compliance with the standards required by the Act and the Relevant Law; and
- (b) delivered to the Registrar at the time and in the manner required by the Act and the Relevant Law.

## **13. Execution of Documents**

13.1 A contract, document, or other enforceable obligation that, if entered into by a natural person:

- (a) would, by law, be required to be by deed, may be entered into on behalf of the Association pursuant to a resolution of the Board:
  - (i) by two or more Directors of the Association;
  - (ii) a Director, or other person appointed by the Board for that purpose whose signature must be witnessed; or
  - (iii) by 1 or more attorneys appointed by the Board in accordance with section 124(1) of the Act.
- (b) is, by law, required to be in writing but not required to be made by deed, may be entered into on behalf of the Association in writing by a person acting under the express or implied authority of the Association;
- (c) is, not by law, required to be in writing, may be entered into on behalf of the Association in writing or orally by a natural person acting under the express or implied authority of the Association.

## **14 General Meetings**

14.1 General Meetings of the Members shall be convened and conducted in accordance with the regulations set out in **Appendix D**; and

- (a) in the case of the Annual General Meeting shall be held no later than 6 months after the balance date or the Association and not later than 15 months after the previous Annual General Meeting, at a time and place fixed by the Board; and
- (b) in the case of a Special General Meeting may be;
  - (i) called by the Board on its own initiative; and
  - (ii) must be called by the Board on receipt of a written notice to the Board signed by not less than one tenth of the NZ Professional Player Members; and

in either case stating the purpose for which is the meeting is required.

## **15. Interested Officers and Directors**

15.1 For the purposes of this Rule 15 the terms “interested”, and “matter” bear the meanings set out in section 62 of the Act and the term “interest” shall be construed accordingly.

### **15.2 Duty to disclose interest**

The Board must keep and maintain a register recording disclosures of interest made by an Officer or a Director.

15.3 An Officer or a Director who is interested in a matter relating to the Association must as soon as practicable after becoming aware of that interest, disclose details of the nature and extent of the interest (include any monetary value of the interest if it can be quantified):

- (a) to the Board; and
- (b) in an interests register kept by the Board.

### **15.4 Consequences of being interested in matter**

A Director of the Board who is interested in a matter relating to the Association:

- (a) must not vote or take part in a decision of the Board relating to the matter; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- (c) in the case of a Director who is prevented from voting on a matter he/she may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered; and
- (d) despite subclause (a), if 50% or more of the Directors are prevented from voting

on the matter under subclause (a), a Special General Meeting of the Association must be called to consider and determine the matter.

## **16 Alteration of Rules**

16.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a Special Resolution of the Members.

16.2 Any amendment must not change, and any replacement must preserve:

- (a) Rule 3.1 (objects of the Association);
- (b) Rule 4.2 (precluding the conduct of the Association for the financial gain of Members); and
- (c) Rule 19.1 (requiring the surplus assets of the Association to be disposed of to a not-for-profit entity on a winding up or dissolution).

16.3 Any proposed motion to amend or replace these Rules must be set out in the notice of meeting and accompanied by a written explanation of the reasons for the proposal.

16.4 Notwithstanding Rule 16.1 above, these Rules may be amended or replaced by Members without a Special Resolution if the amendment has a minor effect or corrects technical errors and otherwise complies with the Act.

16.5 The Association must provide a copy of any amendment and the amended Rules to the Registrar in accordance with section 33 of the Act.

## **17. Complaints and Grievance Procedures**

17.1. Any complaint or grievance about any Member, whether from another Member or any other person, shall be lodged in writing with the Board, and the procedures set out in **Appendix G** shall be observed.

## **18. Miscellaneous**

### **18.1 Promotion of Association by Members**

All Members shall promote the interests and the objects of the Association and shall do nothing to bring the Association into disrepute.

### **18.2 Copies of Constitution**

Copies of the Constitution shall be provided to any Member on request by email or such other method as considered appropriate by the Association.

### **18.3 Notices**

A notice given by a Member to the Association or by the Association to a Member by email shall be deemed to have been properly given and received on the day and time of

despatch if sent to the email address provided, as the case may be, by the Member or by the Association for the purposes of notices from time to time.

**18.4 Registered Office**

The Registered Office of the Association shall be at such place as the Board from time to time determines.

**18.5 Contact Officer for Regulators**

The Board must, in accordance with sections 113-116 of the Act appoint a person to be the point of contact with whom the Registrar can make contact when needed.

**19. Winding up**

19.1 On the dissolution of the Association by the Registrar or its liquidation pursuant to a resolution of the Members, or by the High Court, or otherwise, the surplus assets after payment of all debts, costs and liabilities shall be disposed of to a not-for-profit entity which has objectives which are aligned or conducive to the environmental objectives and purposes of the Association.

19.2 A resolution of Members to liquidate the Association must be approved at a General Meeting and that resolution must be confirmed at a subsequent General Meeting called for that purpose and held not earlier than twenty (20) Working Days after the date on which the resolution to be confirmed was passed. The resolution of Members to the liquidation of the Association and the subsequent confirmation of Members must be approved by a Special Resolution in each case.

# Appendix A

## Part 1 - Classes of Membership

1.1 The classes of membership of the Association are:

(a) **NZ Professional Player Member**

A NZ Professional Player Member is a person who is a rugby player with a current professional playing contract with the NZRU, Super Rugby Club, Provincial Union, or other entity affiliated to the NZRU (excluding NZ rugby clubs and schools), and who has applied to be a NZ Professional Player Member of the Association and has been accepted.

A NZ Professional Player Member has a right to exercise a vote at a General Meeting.

(b) **Director Member**

A Director Member is a person who currently occupies the office of a Director in accordance with the Rules, and who is not a NZ Professional Player Member, Overseas Professional Player, or Former Professional Player. A person consents to becoming a Director Member on acceptance of their office as a Director. A Director Member is not required to pay an annual subscription, levies, or fines.

## Part 2 - Admission, cessation, readmission, and suspension of Members

### Admission

2.1 A person must consent to becoming a Member (as provided for in paragraph 1.1 above) and must provide, and at the request of the Board, update, contact details for the register of Members with such additional information as may be required by the Association.

2.2 An annual membership fee of an amount determined by the Board is payable by all Members (excluding Director Members).

### Cessation of Membership

2.5 Any Member may resign from that Member's class of membership by written notice to the Association, and each such resignation shall take effect from the end of the Association's then current financial year, but the Member resigning shall remain liable to pay all subscriptions, levies and any other fees, if any, to the end of that year, and shall cease to hold himself or herself out as a Member of the Association.

2.6 The Board may, in its absolute discretion, declare, or delegate authority to declare, that a Member is no longer a Member and remove that Member's name from the Register of Members from the date of that declaration or such date as may be specified if:

- (a) that Member ceases to be qualified to be a Member or whose subscription has expired;
- (b) has not paid within three months of the due for payment the subscription or levy (or any instalment thereof);
- (c) is convicted of any indictable offence or offence for which a convicted person may be imprisoned;
- (d) is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation; or
- (e) has contravened these Rules or who in any manner brings the Association into dispute.

2.7 A Member may be expelled as an incident of the grievance/complaint procedure conducted pursuant to Appendix G.

2.8 A Member whose membership is terminated under these Rules shall remain liable to pay all levies, if any, to the end of the Association's financial year in which the membership was terminated, shall cease to hold himself or herself out as a Member of the Association, and shall return to the Association all material produced by the Association (including, but not limited to, any membership certificate, handbooks, advertising material, pamphlets and manuals).

#### **Re-admission of former Members**

2.9 Any former Member may apply for re-admission. The Board, in its absolute discretion may approve or decline the application and shall advise the applicant of its decision promptly.

2.10 However, notwithstanding paragraph 2.9 above, if a former Member's membership was terminated pursuant to the grievance/complaint procedure conducted pursuant to Appendix G, the applicant shall not be readmitted by the Board without the prior approval of a General Meeting.



# Appendix B

## Appointment and Removal of Directors

### By Members

1. A Director shall be appointed by Ordinary Resolution. A Director shall be subject to removal from office as director by Ordinary Resolution.

### By the Board

2. Notwithstanding paragraph 1 above, the Board may at any time appoint additional Directors to fill any vacancy in their numbers. A Director so appointed by the Board shall hold office only until the next Annual General Meeting but shall be eligible for election at that meeting.

### Rotation of Directors

3. At the Annual General Meeting of Members:
  - (a) one third of the Directors or, if their number is not a multiple of three, then the number nearest to one third, shall retire from office;
  - (b) the Directors to retire shall be those who have been longest in office since they were last elected;
  - (c) in the case of Directors who were last appointed Directors on the same day, those to retire shall be determined by agreement between those Directors or, if they cannot agree, by lot;
  - (d) a Director appointed to fill a casual vacancy pursuant to paragraph 2 of this Appendix B shall not be included in the number of Directors upon which the calculation of the number of Directors to retire by rotation at the meeting of the Board is made;
  - (e) the retiring Directors shall be eligible for re-election at that meeting.

### Exceptions to Rotation

4. The provisions of paragraph 3 of this Appendix B shall be read subject to the exception that a Director appointed pursuant to paragraph 2 of this Appendix B and who is subject to retirement and seeks election at the Annual General Meeting following his or her appointment pursuant to that Rule shall not be subject to retirement by rotation at the next meeting of the Board following that Director's appointment pursuant to paragraph 3 of this Appendix B.

### Duration of Appointments

5. Each Independent Board Member shall serve in office as a Director of the Board for a

three-year period from their respective elections at an Annual General Meeting. The Directors, including the Chair, shall be eligible to stand for re-election.

6. Each Player Board Member shall serve in office as a Director of the Board for a three-year period from their respective elections at the Annual General Meeting and shall be eligible for re-election for a further term of three (3) years, provided that, in the case of a change of the class of membership of a Member during his or her term, he or she shall continue to serve in office until the close of the next Annual General Meeting (unless he or she resigns earlier in accordance with paragraph 7(b) below).

#### **Director Deemed Vacancies**

7. A Director shall cease to be a Director and a vacancy shall be created:
  - (a) if he or she fails to attend at least half of the meetings of the Board in each calendar year;
  - (b) if he or she resigns from the Board by notice in writing to the Association;
  - (c) if he or she dies or becomes, in the opinion of the Board, incapable of performing his or her duties in office by reason of illness;
  - (d) if the Board by a two-thirds majority of the Directors, either at a meeting of the Board or by circulated memorandum, resolves to remove the Director;
  - (e) if, in the case of a Player Board Member, the Player Council by a two-thirds majority of the Player Council Members, either at a meeting of the Player Council or by circulated memorandum, resolves to remove the Player Board Member,

but if he or she is subsequently eligible for re-appointment, he or she may be elected again as a director in accordance with this Appendix B.

#### **Nomination**

- 8.1 No Independent Board Member shall be elected as an Independent Board Member at a General Meeting unless that person has been recommended for appointment by the Nominations Committee.
- 8.2 No Player Board Member (other than a Player Board Member retiring at the meeting) shall be elected as a Player Board Member at a General Meeting unless that person has been recommended for appointment by the Player Council.
- 8.2 There shall be no restriction on the persons who may be nominated as Directors other than as expressly provided in this Constitution, nor shall there be any precondition to the nomination of a Director other than compliance with time limits in accordance with this paragraph 8. A nomination must include an adequate profile of the nominee.
- 8.3 Nominations for appointment at the Annual General Meeting must be received by the Nominations Committee in the period commencing 3 months and ending 1 month prior to the date of the meeting at which the election is to take place. The Nominations

Committee will convene a meeting or meetings at a date and time which, in its discretion, it considers appropriate at which any nomination is to be considered.

- 8.4 Notice of every nominee for appointment to the Board received by the Association and whose nomination is recommended by the Nominations Committee or the Player Council (as the case may be) for appointment to the Board, shall be given by the Association to all persons entitled to attend the General Meeting at which the appointment is to be considered.
- 8.5 Details of nominees approved by the Nominations Committee or the Player Council (as the case may be), must be provided to Members prior to the General Meeting at which the appointment is to be considered, together with such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Association by or on behalf of each nominee in support of the nomination.

#### **Timing of Retirement and Appointment**

9. If:
  - (a) a Director retires at an Annual General Meeting and is not re-elected, the Director shall remain in office until, and his or her retirement shall take effect at, the conclusion of the meeting;
  - (b) a Director is removed from office at an Annual General Meeting by Ordinary Resolution, the Director shall remain in office until, and his or her removal shall take effect at, the conclusion of the meeting;
  - (c) a person who is not already a Director is appointed as a Director at an Annual General Meeting, that person shall take office as a Director immediately after the conclusion of the meeting.

# Appendix C

## Directors' Meetings

### Chair

1.
  - (a) The Directors will elect from the Independent Board Members a Chair of the Board to hold office until he or she dies or resigns or until the Directors elect a replacement Chair in their place.
  - (b) The appointment of the Chair will be confirmed by the Board at the first meeting of the Board after the Annual General Meeting.
  - (c) The Director elected to be Chair in accordance with paragraph (a) must possess the following attributes:
    - (i) ability to lead the development and implementation of a clear strategy;
    - (ii) ability to oversee the appointment and performance management of the RPC Chief Executive;
    - (iii) experience and capability in governing complex entities;
    - (iv) competent to front issues of importance;
    - (v) ability to communicate and engage members and stakeholders to ensure accountability and transparency; and
    - (vi) capable of leading an inclusive board culture with diversity of thought and perspective.
  - (d) If at a meeting of the Board the Chair is not present within ten (10) minutes after the time appointed for the meeting, the Directors present may choose one of their number to be Chair of the meeting.

### Notice of Meeting

2.
  - (a) A Director or, if requested by a Director to do so, an employee of the Association, may convene a meeting of the Board by giving not less than five (5) Working Days' notice in accordance with paragraph 2(b) below.
  - (b) The notice of meeting must be a written notice delivered by hand to the Director, or sent to the address or email address, which the Director provides to the Association for that purpose, or if an address or email address is not provided, then a written notice to the Director's last place of employment or residence, or email address known to the Association.
  - (c) An irregularity in the notice of a meeting or a failure to give notice is waived if all Directors entitled to receive notice of the meeting attend the meeting

without protest as to the irregularity or if all Directors agree to the waiver.

### **Methods of Holding Meetings**

3. A meeting of the Board may be held either:
  - (a) by a number of the Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - (b) by the contemporaneous linking together by telephone or other means of communication of the Directors constituting a quorum, whether or not any one or more of the Directors are absent from New Zealand and such meeting shall be deemed to be properly held provided the following conditions are met:
    - (i) all the Directors including alternate Directors entitled to receive notice of a meeting of the Directors shall have received notice of the meeting and be entitled to be linked by telephone or such other means of communication for the purposes of such meeting;
    - (ii) each of the Directors taking part in the meeting by telephone or other means of communication must throughout the meeting be able to hear each of the other Directors taking part;
    - (iii) at the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Board to all the other Directors taking part;
    - (iv) a Director may not leave the meeting by disconnecting the telephone or other means of communication unless he or she has previously obtained the express consent of the Chair of the meeting, and a Director shall be presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the Chair of the meeting to leave the meeting.

### **Quorum**

4. (a) Until otherwise determined by the Board a quorum for a meeting of the Board, other than an adjourned meeting, shall be at least six (6) Directors, of which:
  - (i) two (2) are Player Board Members (one of which must be the Player Council Chair); and
  - (ii) two (2) are Independent Board Members.
- (b) No business may be transacted at a meeting of the Board if a quorum is not present.

- (c) If a quorum is not present within fifteen (15) minutes of the time appointed for the commencement of the meeting, the meeting shall then stand adjourned for five (5) Working Days. The quorum for an adjourned meeting of the Board shall be those present.

### **Voting**

- 5. (a) Every Director has one vote. A Director must not vote where that Director is not permitted to vote under this Constitution or a Relevant Law.
- (b) In the case of an equality of votes the Chair shall have a second and casting vote.
- (c) A resolution of the Board is passed if a majority of the votes cast on it are in favour of it.
- (d) A Director present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he or she expressly abstains from voting or dissents from or votes against the resolution at the meeting.

### **Minutes**

- 6. The Board must ensure that minutes are kept of all proceedings at meetings of the Board. Minutes signed correct are prima facie evidence of the proceeding at the meeting.

### **Unanimous Resolution**

- 7. (a) A resolution in writing, signed or assented to by letter, or other written form by all Directors then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.
- (b) A resolution pursuant to paragraph (a) may consist of several documents (including email or other similar means of communication) in like form each signed or assented to by one or more Directors (or alternate Directors, as the case may be).
- (c) A copy of any such resolution must be entered in the minute book of Board proceedings.

### **Presence by Telephone/Audio Visual**

- 8. A Director may attend any meeting of the Board convened pursuant to paragraph 3(a) by telephone or other instantaneous audio (or audio and visual) communication provided such Director has given notice in writing of his or her intention so to do to the Association at least two (2) days prior to the scheduled commencement time of such meeting. The requirements as to such notice may be waived by the Board. Any such Director:

- (a) must throughout the meeting be able to hear each of the other Directors taking part;
- (b) must at the commencement of the meeting, acknowledge his or her presence for the purpose of the meeting, to all the other Directors taking part;
- (c) may not leave such meeting by disconnecting his or her telephone or other means of communications unless he or she has first obtained the express consent of the Chair;
- (d) shall (for the purposes of this Constitution) be conclusively presumed to have been physically present and to have formed part of the quorum at all times during the meeting unless he or she first obtained the express consent of the Chair of the meeting to leave the meeting as aforesaid. Neither the meeting, nor any business conducted thereat, shall be invalidated if a Director does leave a meeting conducted as aforesaid, without the express consent of the Chair.

#### **Proceedings in Case of Vacancy**

- 9. (a) The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the minimum number of Directors, the continuing Directors or Director may act only for the purposes of increasing the number of Directors to the said minimum number.
- (b) Except as provided in this Constitution, the Board may regulate its own procedure.

# Appendix D

## Convening and Conduct of General Meetings

1. Ten (10) Working Days prior notice of a General Meeting must be sent by posting to the Association's website and/or by other electronic medium with the business to be conducted at the General Meeting, including in the case of Annual General Meetings:
  - copies of any Annual Report for the most recently completed accounting period;
  - financial accounts for that period;
  - notice of any disclosures of interest made during that period;
  - a list of and information about nominees to the Board; and
  - notice of any motions and the Board's recommendations, if any, in respect thereof.
2. A General Meeting must be held by a quorum of persons:
  - (a) being assembled together at the time and place appointed for the meeting; or
  - (b) participating in the meeting by means of audio link, audio visual link, or other electronic communication; or
  - (c) by combination of both of the methods described in paragraphs (a) and (b).
3.
  - (a) Subject to the rules set out in sections 89 to 92 of the Act, a written resolution of Members may be passed in lieu of a meeting if the Board considers that it is expedient and the interests of the Association to do so.
  - (b) A written resolution under this paragraph 3 may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of 1 or more of the persons specified in paragraph (d) of this rule.
  - (c) For the purposes of this section, a Member may give their approval by:
    - (i) signing the resolution; or
    - (ii) giving their approval to the resolution in any other manner permitted by this Constitution (for example, by electronic means).
  - (d) The resolution to be effective must be approved by no less than 75% of the Members who are entitled to vote.
4. Only NZ Professional Player Members are entitled to vote at General Meetings. On any motion a NZ Professional Player Member has one vote only.
5. A NZ Professional Player Member's vote may be exercised by written proxy in favour of another NZ Professional Player Member present at the meeting which is lodged with the Chair or other person appointed by the Board for that purpose prior to the opening of the meeting.



6. The Board may, at its discretion, permit Members to cast a vote by electronic means.
7. The quorum for General Meetings is ten (10) NZ Professional Player Members, present in person or by proxy, whichever is the lesser. If a quorum is not present within thirty (30) minutes of the starting time of the meeting, the meeting will adjourn for a maximum of twenty (20) Working Days.
8. All General Meetings shall be chaired by the Chair or in the Chair's absence by some other Director elected for the purpose by the Meeting, and any such Chair shall have a deliberative but not a casting vote.
9. (a) Votes to determine any issue shall be exercised as follows:
  - (i) At General Meetings voting shall be by voices, by show of hands or, on demand of the Chair or of any NZ Professional Player Member present, by secret vote, the procedure for which shall be determined by the Chair.
  - (ii) Unless otherwise required by these rules, all questions shall be determined by an Ordinary Resolution of the Members.
- (b) A resolution passed by the required majority at any General Meeting binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.
10. The business of the Annual General Meeting shall be:
  - (a) minutes of the previous General Meeting(s);
  - (b) Annual Report of the Board;
  - (c) consideration of the financial accounts;
  - (d) motions of which notice has been given; and
  - (e) general business.
11. Any Member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the Board not less than fifteen (15) Working Days before the date of the meeting. The Board may consider all such notices of motion and provide recommendations to Members in respect thereof.
12. The Board shall cause minutes to be recorded of all General Meetings and all such minutes when confirmed by the next such meeting and signed by the Chair of that meeting shall be prima facie evidence that that meeting was duly called, and shall prima facie be a true and correct record of what occurred at that meeting.

# Appendix E

## Player Council

### Part 1 – Establishment and Management by the Board

#### Establishment

- 1.1 The Board must establish the inaugural Player Council in accordance with the Rules and this Appendix E.
- 1.2 Notwithstanding paragraph 6.1 below, the Board at the date of the adoption of this Constitution shall appoint the Player Council Members of the Player Council pursuant to paragraph 5.1 of this Appendix E.
- 1.3 The Player Council Members will elect from amongst their number, a chairperson to hold office until he or she:
  - (a) dies or resigns; or
  - (b) the Player Council Members elect a replacement in his or her place pursuant to paragraph 1.3 of this Appendix E;
  - (c) ceases to hold office pursuant to paragraph 10.1 of this Appendix E;
  - (d) is removed as a Player Council Member pursuant to paragraph 6.1 of this Appendix E;
  - (e) ceases to be a Player Council Member pursuant to paragraphs 8.3 or 9.1 of this Appendix E.

#### Management

- 2.1 The operation and affairs of the Player Council must be managed by, or under the direction or supervision of the Board.
- 2.2 The Board has all the powers necessary for managing, or for directing or supervising the establishment of, the operation and affairs of the Player Council.

#### Purpose of the Player Council

- 3.1 The purpose of the Player Council is to ensure the effective communication and engagement between Members, the rugby environments Members are a part of and the Board and its management of the Association.

#### Role of the Player Council

- 4.1 The role of the Player Council is to:
  - (a) assess how well the performance and prospects of the Association meet Member expectations; and

- (b) hold the Association to account, by transparently seeking explanation from the Board for the Association's strategic and performance abilities; and
- (c) contribute to governance-level dialogue about matters vital to the future of rugby in New Zealand; and
- (d) serve as a conduit between Members, the Board and management of the Association on strategic issues and opportunities involving the Association; and
- (e) submit to the Board in the period commencing three (3) months and ending one (1) month prior to the date of the Annual General Meeting at which the election is to take place, the names of Player Council Members to be nominated for appointment to the Board; and
- (f) to consult on the development of the RPC Board Skills Matrix with the Board.

### **Composition**

- 5.1 The Player Council shall consist of not fewer than nine (9) nor more than twenty-three (23) Player Council Members, and include representation from:
- (a) the Men's and Women's Senior international 15's and 7's squads (i.e. All Blacks and Black Ferns); and
  - (b) the respective premier professional rugby competitions NZ Professional Player Members are participating in (i.e. Super Rugby / Super Rugby Aupiki); and
  - (c) the respective National Provincial Championship competitions; and
  - (d) Younger Players, Overseas Professional Players and Former Professional Players,

all to be appointed in accordance with paragraph 6.1 below.

- 5.2 Notwithstanding any other Rule, Player Council Members will not be deemed officers of the Association for the purposes of the Act or any Relevant Law.

### **Appointment and Removal of Player Council Members**

- 6.1 The Board may, subject to paragraph 6.2, recommend the appointment and removal of Player Council Members subject to the approval of Members by Ordinary Resolution at a General Meeting.
- 6.2 When recommending the appointment or removal of a Player Council Member in accordance with paragraph 6.1 of this Appendix E, the Board will:
- (a) for NZ Professional Players, consult with player leaders of the rugby teams covered in paragraphs 5.1 (a) to (c) of this Appendix E; and

- (b) for Former Professional Players, Overseas Professional Players, and Younger Players, consult with Player Council Members from time to time; and
- (c) have due regard to ensuring the composition of the Player Council is reflective of the wider membership of the Association; and
- (d) in the event of any dispute or difference which arises out of the appointment process, to refer that dispute or difference to the Nominations Committee whose decision shall be final.

#### **Appointments by the Board to fill casual vacancies**

- 7.1 The Board may at any time appoint additional Player Council Members to fill any vacancy in the number of Player Council Members. A Player Council Member so appointed by the Board shall hold office only until the next Annual General Meeting but shall be eligible for appointment at the meeting.

#### **Duration of Appointments**

- 8.1 Each Player Council Member shall hold office for a term of three (3) years from their respective appointments at the Annual General Meeting and shall be eligible for re-appointment for a further term of three (3) years, provided that, in the case of a change of the class of membership of a Member during his or her term, he or she shall continue to serve in office until the close of the next Annual General Meeting (unless he or she resigns earlier in accordance with clause 9.1(b) below).
- 8.2 No Player Council Member may be appointed as a Player Council Member for more than two (2) terms of three (3) years each except with the unanimous approval of the Members at the Annual General Meeting.
- 8.3 The Player Council Chair, once appointed, shall hold office for a term of three (3) years from his or her appointment by the Player Council. The Player Council Chair shall be eligible for re-appointment for a further term of three (3) years.

#### **Player Council Member Deemed Vacancies**

- 9.1 A Player Council Member shall cease to be a Player Council Member and a vacancy shall be created:
  - (a) if he or she fails to attend at least half of the meetings of the Player Council in each calendar year;
  - (b) if he or she resigns from the Player Council by notice in writing to the Board;
  - (c) if he or she dies or becomes, in the opinion of the Board, incapable of performing his or her duties in office by reason of illness;
  - (d) upon the receipt by the Board of a notice in writing removing the Player Council Member from the Board signed by a majority of the Player Council Members for the time being; or

- (e) if the Board by a two-thirds majority of the Directors, either at a meeting of the Board or by circulated memorandum, resolves to remove the Player Council Member,

but if he or she is subsequently eligible for re-appointment, he or she may be elected again as a Player Council Member in accordance with this Appendix E.

#### 10.1 **Player Council Chair Deemed Vacancy**

The Player Council Chair shall each cease to hold his or her office and a respective vacancy shall be created:

- (a) if without prior leave of the Board if he or she fails to attend at least half of the meetings of the Board in each calendar year;
- (b) if he or she resigns from the office by notice in writing to the Board;
- (c) if he or she dies or becomes, in the opinion of the Board, incapable of performing his or her duties in office by reason of illness; or
- (d) upon the receipt by the Board of a notice in writing removing him or her from his or her applicable position signed by a majority of the Player Council Members for the time being,

but if he or she is subsequently eligible for re-appointment, he or she may be elected or appointed again as the Player Council Chair in accordance with this Appendix E.

#### **Timing of Retirement and Appointment**

##### 11.1 If:

- (a) a Player Council Member retires at a meeting of the Player Council and is not re-appointed, the Player Council Member shall remain in office until, and his or her retirement shall take effect at, the conclusion of the meeting;
- (b) a Player Council Member is removed from office at a meeting of the Board by Ordinary Resolution, the Player Council Member shall remain in office until, and his or her removal shall take effect at, the conclusion of the meeting;
- (c) a person who is not already a Player Council Member is appointed as a Player Council Member at a meeting of the Board; that person shall take office as a Player Council Member immediately after the conclusion of the meeting.

## **Part 2 – Meetings of Player Council Members**

### **Player Council Chair**

12.1 The Player Council Chair shall chair meetings of the Player Council.

12.2 If at a meeting of the Player Council, the Player Council Chair is not present within ten

(10) minutes after the time appointed for the meeting, the Player Council Members present may choose one of their number to be Player Council Chair of the meeting.

### **Notice of Meeting**

- 13.1 The Board may convene a meeting of the Player Council by giving not less than five (5) Working Days' notice in accordance with paragraph 13.2 below.
- 13.2 Written notice of the time and place of a meeting of the Player Council, along with the agenda for the meeting set by the Board, must be sent to every Player Council Member entitled to receive notice of the meeting not less than five (5) Workings Days' notice before the meeting.
- 13.3 An irregularity in the notice of a meeting or a failure to give notice is waived if all Player Council Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Player Council Members agree to the waiver.
- 13.4 The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a Player Council Member does not invalidate the proceedings at that meeting.
- 13.5 The Board must convene meetings as reasonably required, but not less than two (2) times per calendar year, at a time that is convenient to the rugby calendar in New Zealand.

### **Methods of Holding Meetings**

- 14.1 A meeting of the Player Council may be held by a quorum of the Player Council Members –
  - (a) being assembled together at the time and place appointed for the meeting; or
  - (b) participating in the meeting by means of audio, audio and visual, or electronic communication; or
  - (c) by a combination of both of the methods described in paragraphs (a) and (b).

### **Quorum**

- 15.1 Until otherwise determined by the Player Council a quorum for a meeting of the Player Council, other than an adjourned meeting, shall be the majority of the Player Council Members.
- 15.2 No business may be transacted at a meeting of the Player Council if a quorum is not present.
- 15.3 If a quorum is not present within fifteen (15) minutes of the time appointed for the commencement of the meeting, the meeting shall then stand adjourned for five (5) Working Days. The quorum for an adjourned meeting of the Player Council shall be

those present.

### **Voting**

- 16.1 Every Player Council Member has one (1) vote. A Player Council Member must not vote where that Player Council Member is not permitted to vote under this Constitution or a Relevant Law.
- 16.2 In the case of an equality of votes the Player Council Chair shall have a second and casting vote.
- 16.3 A resolution of the Player Council is passed if a majority of the votes cast on it are in favour of it.
- 16.4 A Player Council Member present at a meeting of the Player Council is presumed to have agreed to, and to have voted in favour of, a resolution of the Player Council unless he or she expressly abstains from voting or dissents from or votes against the resolution at the meeting.

### **Minutes**

- 17.1 The Board must ensure that minutes are kept of all proceedings at meetings of the Player Council. Minutes signed correct are prima facie evidence of the proceeding at the meeting.

# Appendix F

## Nominations Committee

### Part 1 – Establishment and Management by the Board

#### Establishment

- 1.1 The Board must establish and maintain a Nominations Committee.

#### Management

- 2.1 The convening of meetings of the Nominations Committee must be managed by, or under the direction or supervision of the Board.
- 2.2 The Board has all the powers necessary for managing, or for directing or supervising the establishment of, the operation and affairs of the Nominations Committee.
- 2.3 Except as provided in this Constitution, the Nominations Committee may manage and regulate its own procedure.

#### Role of the Nominations Committee

- 3.1 The role of the Nominations Committee is to provide, upon the request of the Board, a recommendation based on merit to the Members in the Annual General Meeting on the appointment to the Board of any new Independent Board Member other than an appointment made by the Board to fill a vacancy as permitted pursuant to paragraph 2 of Appendix B.

#### Composition

- 4.1 The Nominations Committee shall comprise:
- (a) the current Chair of the Association;
  - (b) the current Player Council Chair (or nominated Player Board Member); and
  - (c) the Independent Person nominated from time-to-time by the Board for that role.
- 4.2 Notwithstanding any other Rule, Nominations Committee Members will not be deemed officers of the Association for the purposes of the Act or any Relevant Law.

#### Minutes

- 5.1 The Nominations Committee shall ensure that minutes are kept of all proceedings at meetings of the Nominations Committee. Minutes signed correct are prima facie evidence of the proceeding at the meeting.



# Appendix G

## Complaints and Grievance Procedures

1.1 For the purposes of paragraph 1.2 of this Appendix G, a complaint or grievance may relate to conduct of a Member which:

- (a) constitutes a breach of these Rules or any by-laws or regulations of the Association; or
- (b) has brought the Association into disrepute; or
- (c) is inconsistent with the objects and purposes of the Association.

and which has been lodged in writing with the Board by a Member or any other person or which has come to the attention of the Board which then considers that the matter should be dealt with under these procedures.

1.2 The following procedures shall be observed in relation to any complaint or grievance about any Member:

- (a) The Board shall have the following discretions:
  - (i) if the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Board may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:
    - (A) effectively disposes of the complaint, the Board may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or Member to provide further information or to make submissions, or
    - (B) does not effectively dispose of the complaint, the Board may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraph (b)(iv) to (viii) of this Appendix G.
  - (ii) The Board may decline to investigate or consider the complaint if:
    - (A) the matter is trivial;
    - (B) the matter does not appear to disclose:
      - (i) In the case of a complaint, any material misconduct; or
      - (ii) In the case of grievance, any material damage to the Member's rights or interests; or

- (C) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it;
  - (D) the person who makes the complaint or brings the grievance has an insignificant interest in the matter; or
  - (E) the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the Association.
- (iii) The Board may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Board, it becomes apparent to the Board that it is not appropriate further to investigate or consider the complaint.
  - (iv) If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Board from professional advisers, the Board may at any time:
    - (A) decline further to investigate or consider the complaint, or
    - (B) require the complainant to deposit with the Association such sum as the Board thinks fit to reimburse the Association wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Association's professional adviser's fees before further investigating or considering the complaint.
- (b) The following procedures shall be observed when a complaint is investigated and considered:
    - (i) the Member shall be given a copy of the complaint and fairly advised of all allegations concerning the Member, with sufficient details to enable the Member to prepare a response;
    - (ii) the Member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the Board, or any sub-committee established by it for the purpose of hearing and deciding upon the complaint;
    - (iii) further enquiries may be made by or on behalf of the Board or any such sub-committee, and the results of those enquiries shall be made known to the complainant and the Member;
    - (iv) the Board or any such sub-committee shall allow the complainant and the Member the opportunity to be heard by the Board or any such sub-committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint);

- (v) the Board or any such sub-committee may:
  - (A) Dismiss the complaint; or
  - (B) Uphold the complaint and do one or more of the following:
    1. Reprimand or admonish the Member;
    2. Suspend the Member from membership for a specified period;
    3. Alter the membership classification of the Member;
    4. Impose a fine on the Member; or
    5. Expel the Member.
- (vi) the Board or any such sub-committee shall respect the confidentiality of the proceedings; and
- (vii) the decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the Member in writing and may at the discretion of the Board or any such special committee be conveyed to Members.
- (c) The decisions of the Board or any sub-committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the Member complained against and shall not be subject to any review or challenge.
- (d) The Board must ensure that as soon as is reasonably practical after receiving a complaint or grievance or determining that the matter should be dealt with under these procedures, investigate and determine the complaint or grievance.