

NGATI POROU EAST COAST RUGBY UNION (Inc.) Constitution



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PART ONE – NAME

- 1.1 The name of the Union is NGATI POROU EAST COAST RUGBY UNION (Inc.), referred to in this Constitution as “the Union”.

PART TWO – DEFINITIONS AND OPERATIVE DATE

2.1 In this Constitution, unless the context otherwise requires:

“Act” means the Incorporated Societies Act 1908 including all amendments to it, and any act passed in substitution for it.

“Board” means the Board constituted under Part Six of this Constitution.

“Chief Executive” means the Chief Executive Officer appointed by the Board under Rule 6.3(n).

“Club” means affiliated Rugby Football Club within the boundaries of the Union.

“JAB” means the Junior Advisory Board established under Part Eleven of this Constitution.

“Referees’ Association” means the Ngati Porou East Coast Referees’ Association established under Part Twelve of this Constitution.

“Member” means a person who is registered as a member of a Club, or Horouta Maori Rugby Board, or Junior Advisory Board or Ngati Porou East Coast Referees Association, or a Life member.

“NPECRU” means the NGATI POROU EAST COAST RUGBY UNION (Inc.)

“NZRU” means the New Zealand Rugby Union (Inc.)

2.2 Operative Date

This Constitution shall be operative on and from 24 May 2017.

PART THREE – OBJECTS

3.1 The objects of the Union are:

- (a) To foster and control the game of Rugby within the boundaries defined by the NZRU.
- (b) To uphold the rules of the game of Rugby as prescribed from time to time by the NZRU.
- (c) To purchase, take upon lease, hire or otherwise acquire and hold real and personal property, rights and privileges which the Union may think necessary or convenient to the attainment of any of the foregoing objects, or generally for the promoting, carrying on, and fostering the game of Rugby.
- (d) To construct, maintain, and alter any buildings, playing grounds, or works necessary or convenient to all or any of the objects aforesaid.
- (e) To conduct such social activities as the Board may from time to time determine or approve.
- (f) To use the funds of the Union for, and to do all such things as may be incidental or conducive to the foregoing objects or any one of them.
- (g) To participate in such national competitions organised by NZRU as the Board shall determine from time to time.

PART FOUR – BOUNDARIES OF THE UNION

- 4.1 The boundaries of the NGATI POROU EAST COAST RUGBY UNION shall be as defined by the NZRU.
- 4.2 The Union's boundaries for membership purposes, extends from Whangaparaoa in the North to Pouawa Bridge in the South.

PART FIVE – MEMBERSHIP

5.1 General

- (a) A person becomes a Member of the Union by being registered as a member of a Club, or Horouta Maori Rugby Board, or Junior Advisory Board (JAB), or Ngati Porou East Coast Referees Association or a Life member.
- (b) Such Clubs at present comprise Tihirau Victory Club (TVC), Hicks Bay, Tokararangi, Waiapu, Hikurangi, Ruatoria City, Tawhiti, Tokomaru Bay United and Uawa.
- (c) Any further clubs or substituted clubs must first be approved and admitted to the Union by the members and having had its rules approved by the Board.
- (d) Any conflict between any club's constitution and constitution and rules of the Union, shall be resolved by the Union's constitution and rules having precedence and superseding such.
- (e) A person ceases to be a Member:
 - (i) upon resignation of a Club, Horouta Maori Rugby Board, Junior Advisory Board (JAB) or the Ngati Porou East Coast Referees Association membership; or
 - (ii) upon removal from the roll of members of a Club, Horouta Maori Rugby Board, Junior Advisory Board (JAB) or the Ngati Porou East Coast Referees Association to which they belong in accordance with the rules of that Club, Horouta Maori Rugby Board, Junior Advisory Board (JAB) or the Ngati Porou East Coast Referees Association; or
 - (iii) upon death of the Member.

5.2 Life Members

- (a) An Annual General Meeting may on the recommendation of the Board elect any past or present member as a Life Member in recognition of special services to or on behalf of the Union.
- (b) Life Members pre-2015 (Eru Paenga, John Manuel, Tate Pewhairangi) will have the status of membership, are entitled to speak at any motion at any general meeting of the Union and have voting rights. An elected Life Member from 2015 forward will also have the status of membership, but will not have voting rights.
- (c) Life Membership shall only be conferred for services rendered to or on behalf of the Union and not for any monetary consideration.

PART SIX – THE BOARD

6.1 The Board

The Union shall be governed by the Board which shall have the entire superintendence, control and management of the Union subject only to the provisions of this Constitution and any amendments to it, and to any directions given at any general meeting of the Union.

6.2 Composition of the Board

- (a) The Board shall consist of:
 - (i) Five Board members nominated and elected by the membership.
 - (ii) Two co-opted Board members appointed by the Board.
- (b) A member of the Board may resign by giving notice in writing to the Board.
- (c) A member of the Board absent without leave for two consecutive meetings without authorisation will forfeit and vacate office and will be replaced in accordance with clause 6.2 (i).
- (d) The Board may appoint a person to fill a casual vacancy for a period during which a retiring or outgoing Board member would have held office, and for any period during which a Board member is absent with leave.
- (e) Where the numbers of the Board fall below four the remaining members may only act for the purpose of calling a general meeting.
- (f) The elected Board members will, subject to clause 6.2 (l) hold office for a period of three years. At each Annual General Meeting those elected Board members who have completed their three-year term will retire from office. A member retiring pursuant to this sub-rule is eligible for re-appointment but will have a maximum of three consecutive terms on the Board.
- (g) The retiring members of the Board will hold office until the conclusion of the Annual General Meeting at which their respective successors are appointed, or their earlier resignation.
- (h) The co-opted Board members will hold office for a period of three years. Those co-opted Board members who have completed their three-year term will retire from office. A member retiring pursuant to this sub-rule is eligible for re-appointment but will have a maximum of three consecutive terms on the Board.
- (i) Any vacancy in the Board occurring between successive Annual General Meetings of NPECRU will be filled by a Board co-opt and that Board Member will be deemed to have been in office since the appointment of the Board Member whom they have been appointed to replace.
- (j) The office of Board Member shall be vacated if the person holding that office:

- (i) Dies;
- (ii) Resigns by notice in writing to Chief Executive; or
- (iii) Brings disrepute to the office, NPECRU or to the game of rugby; or
- (iv) Is removed from office by a Resolution of the Board passed by four of the remaining six Board Members, excluding the Member under consideration. All Board Members, excluding the Member under consideration, shall be present at a Meeting of the Board convened for that purpose.
- (k) At the completion of each Annual General Meeting the Board members will meet to elect a Chairperson and Deputy Chairperson of the Board. The meeting will be chaired by the President of the Union who does not have voting rights in this process.

6.3 Powers

The Board may exercise all or any of the powers, functions and discretions vested in the Union including but not by way of limitation:

- (a) To carry out the objects of the Union.
- (b) To establish and regularly review policies for all matters pertaining to rugby in NGATI POROU EAST COAST RUGBY UNION.
- (c) Establish and regularly review a long term strategic plan for the Union.
- (d) Control and administer the funds of the Union.
- (e) Borrow or raise funds by any legal means, sell, lease, mortgage, charge or otherwise dispose of any of the property of the Union, and grant rights and privileges there over in such manner as the Union may from time to time think necessary or proper.
- (f) Rent, lease, hire, purchase, acquire, sell, surrender or dispose of any interest in real or personal property.
- (g) Invest funds in any manner as the Board determines, and in the investment of funds the Board has all the powers of an ordinary person.
- (h) Receive and allocate money coming to the Union subject to and in accordance with any directions and conditions attached to it.
- (i) In terms of established policy:
 - (i) make rules for the control and management of the affairs of the Union and in particular shall establish and regularly review rules for the protection of the amateur status of Rugby players; and
 - (ii) establish committees, determine their powers and functions (including delegation of Board powers), and co-opt committee members as the Board determines.
- (j) Set and collect affiliation fees from Clubs.

- (k) Raise money by subscription and grant rights or privileges to subscribers.
- (l) Appoint team selectors, coaches and management personnel of all representative teams and make recommendations for the election of past or present members as Life Members.
- (n) Engage, control and dismiss the Chief Executive.
- (o) Suspend or expel any member Club that shall wilfully break the rules of the Union or the playing laws of the game of Rugby.
- (p) Enquire into any matter which may be reported in writing to it by any member of the Board, appointed Committee, interest group, Club, referee or other official within 14 days of the incident concerned where such incident is likely to bring discredit on the game of Rugby or the Union or the Board, and take such disciplinary action in relation to such incident as it thinks fit.
- (q) Organise and control games played by all NGATI POROU EAST COAST RUGBY UNION representative teams.
- (r) To control Club Rugby competitions in NGATI POROU EAST COAST RUGBY UNION including setting rules to govern the club rugby competitions, making draws and allocating grounds.
- (s) Elect a delegate or delegates to represent the Union at the Annual General Meeting and other meetings called by the New Zealand Rugby Union.
- (t) Suspend so long as is considered necessary or fine or expel or otherwise penalise, any member of an Affiliated Club or Association who may be guilty of offensive behaviour or conduct prejudicial to the interests of the Union, or of any improper, unfair or unsportsmanlike conduct including acting in contravention of the foul play laws of the games, or of breaking any of the Rules of the Union.
- (u) Make decisions on any matters concerning Rugby which are not, or which in the opinion of the Board, are not provided for by this Constitution or by the Rules of the NZRU.
- (v) Foster and oversee women's rugby in NGATI POROU EAST COAST RUGBY UNION.
- (w) Pay such amount(s) (if any) to a Member or Members of the Board by way of honorarium or salary, and reimburse any expenses reasonably incurred in the administration of the affairs of the Union provided that any honorarium or salary paid must first have been approved at a General or Special Meeting of the Union.
- (x) The Board can establish an Audit and Risk Sub-Committee to which it can co-opt external expertise.

6.4 Meetings of the Board

- (a) The Board will meet a minimum of six times a year.

- (b) In the absence of the Chairperson the Deputy Chairperson shall chair the meeting.
- (c) Four voting members of the Board will form a quorum for a meeting of the Board.
- (d) A Special Meeting of the Board may be called at any time on the direction of the Chairperson or any three members of the Board.
- (e) The Chief Executive will attend all meetings of the Board unless the Board decides that the Chief Executive is to retire from the meeting.
- (f) Minutes shall be recorded of all meetings of the Board. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes, if signed by the Chairperson of a meeting or by the Chairperson of the next meeting, shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Members.
- (g) At a Board meeting each Board Member is entitled to one vote. The Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes.
- (h) The first Board meeting shall be held within four weeks after this Constitution has been adopted.

PART SEVEN – OFFICERS

7.1 The officers of the Union are: -

A. Executive Officers

- (a) The President who is entitled to attend and participate in Board meetings but is not entitled to vote and is not a member of the Board. The President may hold office for up to two years.
- (b) The Chief Executive
- (c) The elected Members of the Board
- (d) The co-opted Members of the Board

B. Non-Executive Officers

- (a) Patron
- (b) Vice-President
- (c) The Auditor
- (d) The Solicitor

7.2 Eligibility to Hold Office

- (a) Employees of the Union are not eligible for election or appointment to the Board.

7.3 Appointment and Election of Officers

- (a) The Patron, the President, the Vice-President and the Auditor will be appointed at Annual General Meetings.
- (b) Candidates for election as President and Vice-President must be nominated and seconded in writing by a Member, with the full name and address of the nominee, and the signature of the nominee. The nominations must be received at the Registered Office of the Union not less than 21 days prior to the Annual General Meeting.
- (c) Candidates for election as Board members must be nominated and seconded in writing by a Member, with the full name and address of the nominee, and the signature of the nominee. The nominations must be received at the Registered Office of the Union not less than 21 days prior to the Annual General Meeting. The election process is to be executed at the Annual General Meeting in accordance with the procedures set out in Rule 7.5 Ballots.
- (d) The Chief Executive will be appointed and employed by the Board.
- (e) The Solicitor will be appointed by the Board.

- (f) No employee of the Union may nominate or second any person for election as an Executive or Non-Executive Officer.

7.4 Indemnity

Executive Officers of the Union shall be indemnified by the Union against all losses and expenses incurred by them in carrying out their duties except when due to their wilful neglect.

7.5 Ballots

- (a) Where there are more nominees for any position than the number of vacancies available, a secret ballot shall be conducted. Those candidates that achieve the most number of votes from the total votes cast will be elected to the positions balloted for.
- (b) In the case where there are multiple candidates on the same number of votes but insufficient positions for the number of candidates, then the highest polling candidates are confirmed and shall drop out of the vote, with a further ballot conducted for the remaining vacant positions.

PART EIGHT – COMMON SEAL, FUNDS AND PROPERTY

8.1 Common Seal

The NGATI POROU EAST COAST RUGBY UNION Rugby Union (Inc.) shall have a Common Seal, which shall be kept in the custody and the control of the Chief Executive for the time being. The Common Seal may only be used with the authority of the Board or a Committee acting under authority delegated to it by the Board. Every document to which the Common Seal is fixed must be executed with the following attestation clause pursuant to a resolution of the Board. “The Common Seal of the NGATI POROU EAST COAST RUGBY UNION Rugby Union (Inc.) was hereto affixed by the Chief Executive in the presence of the Chairman and one member of the Board in accordance with a minute recorded on dd/mm/yy”. A register of every document to which the Common Seal is fixed shall be maintained, tabled at each meeting of the Board and be made available for inspection by any Member upon request.

8.2 Funds and Property

The funds and property of the Union shall be administered by the Board in accordance with this Constitution.

- (a) All money received is to be paid to the credit of the Union at such bank as the Board appoints.
- (b) Payments and other negotiable instruments are to be signed or approved in such manner as the Board directs.
- (c) The financial year of the Union shall end on the 31st day of December.
- (d) The books and accounts of the Union are to be audited annually by the Auditor.

PART NINE – GENERAL MEETINGS

9.1 Annual General Meetings

- (a) The Annual General Meeting will be held at a time and place determined by the Board from time to time but in no case, shall more than 15 months' elapse between each Annual General Meeting.
- (b) At each Annual General Meeting the following business shall be transacted:
 - (i) consideration of the Annual Report
 - (ii) consideration of the Statement of Accounts of the Union and the Auditor's Report
 - (iii) election of Board Members
 - (iv) appointment of officers
 - (v) consideration of any remit submitted by any Club and in respect of which proper notice has been given
 - (vi) consideration of any remit submitted by the Board
 - (vii) remuneration (if any) of Members of the Board
- (c) The Board shall give 40 clear days' notice in writing advising Clubs of the date and place of the meeting.
- (d) Clubs are to deliver remits in writing to the Union no later than 21 days prior to the Annual General Meeting. The Board shall give notice of remits to all Clubs 14 days prior to the Annual General Meeting.

9.2 Special General Meetings

- (a) A Special General Meeting may be called at any time by the Board, or on the written request of not less than three Clubs. When making a written request the request must state the object of the proposed meeting.
- (b) The Board shall give not less than 14 clear days and not more than 28 clear days' notice of a Special General Meeting to each Club. The notice must specify the date and place of the Special General Meeting and the subject matter intended to be submitted to the meeting.

9.3 Voting Delegates

- (a) Each Club shall appoint one voting delegate to represent the Club
- (b) The Horouta Maori Rugby Board shall appoint one voting delegate to represent them.

- (c) The JAB shall appoint one voting delegate to represent them.
- (d) The Ngati Porou East Coast Referees' Association shall appoint one voting delegate to represent them.
- (e) Life Members pre-2015 (Eru Paenga, John Manuel, Tate Pewhairangi) are voting delegates.
- (f) Voting Club delegates must be members of the Club, Association or Committee they represent. Each Club or Committee appointing voting delegates is to give notice in writing to the Union of the names of the voting delegates prior to each meeting.
- (g) Any Member, although not a voting delegate, may attend an Annual General or Special Meeting but is not entitled to vote.
- (h) Any voting delegate of a Club, Association or Committee unable to attend any meeting may appoint an alternative voting delegate who must also be a member of the Club, Association or Committee they represent.
- (i) No person may be appointed a voting delegate for more than one Club, Association or Committee.

9.4 Conduct of Meetings

- (a) The President of the Union will chair all Annual General and Special Meetings of the Union. In the absence of the President of the Union, the Vice-President will chair the general meeting of the Union.
- (b) Nine voting delegates present in person will form a quorum.
- (c) The Chairperson shall have a deliberative vote and may exercise a casting vote if there is an equality of votes.
- (d) All resolutions at any General Meeting except those pertaining to rule changes shall be carried by a majority of the votes of the voting delegates present in person. Voting is to be by a show of hands, unless a voting delegate demands a ballot.
- (e) In the event that a quorum is not present within 30 minutes of the time set down for the commencement of the meeting, then the meeting will lapse. In the case of an Annual General Meeting the meeting will be adjourned until the same time on a date two weeks later and if a quorum is not present then, those voting delegates present in person will form a quorum and may deal with the business for which the meeting was originally called but no other business may be considered.

PART TEN – HOROUTA MAORI RUGBY BOARD

- 10.1 Horouta Maori Rugby Board is incorporated under the auspices of the Union and is a member of the Union consistent with the affiliated clubs outlined in 5.1 above.
- 10.2 The Horouta Maori Rugby Board shall comprise persons elected annually by nominations for one person received from each sub-union member of the Union. Nominations shall be made in writing to the Board within 14 days after the Annual General Meeting of the Union. Failing sufficient nominations, the Board may appoint additional members.
- 10.3 All members of the Horouta Maori Rugby Board shall hold office for a term of one year and at the expiration of such term shall be eligible for re-appointment.
- 10.4 The function of the Horouta Maori Rugby Board shall be the promotion and encouraging of the playing of rugby football by and amongst the Maori players, the selection of Maori rugby teams in the Union, to consider the general interest of Maori players in the Union, and to make recommendations to the Board on any matter touching or concerning the same.
- 10.5 At its first meeting in each year the Horouta Maori Rugby Board shall elect its own Chairman. The Chief Executive Officer of the Union shall preside at the first meeting each year until a Chairman is elected.
- 10.6 The Horouta Maori Board shall elect one of its members as their voting delegate when called upon by the Chief Executive.

PART ELEVEN – JUNIOR ADVISORY BOARD

- 11.1 The Junior Advisory Board is incorporated under the auspices of the Union and is a member of the Union consistent with the affiliated clubs outlined in 5.1 above.
- 11.2 The Junior Advisory Board shall comprise persons elected annually by nominations for one person received from the Junior Advisory Board of each sub-union member of the Union. Nominations shall be made in writing to the Chief Executive Officer within 14 days after the Annual General Meeting of the Union. Failing sufficient nominations, the Board may appoint additional members.
- 11.3 All members of the Junior Advisory Board shall hold office for a term of one year and at the expiration of such term shall be eligible for re-appointment.
- 11.4 The function of the Junior Advisory Board shall be to make recommendations to the Board on any matter touching or concerning the interests of the players and teams in all junior grades and to carry out such duties as may from time to time be delegated to it by the Board.
- 11.5 At its first meeting in each year the Junior Advisory Board shall elect its own Chairman. The Chief Executive Officer of the Union shall preside at the first meeting each year until a Chairman is elected.
- 11.6 The Junior Advisory Board shall elect one of its members as their voting delegate when called upon by the Chief Executive.

PART TWELVE – NGATI POROU EAST COAST REFEREES ASSOCIATION

- 12.1 Ngati Porou East Coast Referees Association is incorporated under the auspices of the Union and is a member of the Union consistent with the affiliated clubs outlined in 5.1 above.
- 12.2 The Ngati Porou East Coast Referees Association shall comprise persons elected annually by nominations for one person received from each club. Nominations shall be made in writing to the Ngati Porou East Coast Referees Association Board within 14 days after the Annual General Meeting of the Union. Failing sufficient nominations, the Board may appoint additional members.
- 12.3 All members of the Ngati Porou East Coast Referees Association shall hold office for a term of one year and at the expiration of such term shall be eligible for re-appointment.
- 12.4 The function of the Ngati Porou East Coast Referees Association shall be the promotion and administration of refereeing in the Union, and to make recommendations to the Board on any matter touching or concerning the same.
- 12.5 At its first meeting in each year the Ngati Porou East Coast Referees Association shall elect its own Chairman. The Chief Executive Officer of the Union shall preside at the first meeting each year until a Chairman is elected.
- 12.6 The Ngati Porou East Coast Referees Association shall elect one of its members as the voting delegate when called upon by the Chief Executive.

PART THIRTEEN– SUB-UNIONS

- 13.1 The boundaries of a sub-union shall be determined from time to time by the Board. The jurisdiction of the Union extends to, and is acknowledged by all affiliated sub-unions. A sub-union shall, subject to the jurisdiction of the Union, exercise control in its respective locality. No rules and by-laws shall be made or enforced by any sub-union until they shall have first been approved by the Board. Any subsequent amendments to any such rules or by-laws or any rescission thereof or additions thereto shall also be submitted to and approved by the Board before being promulgated and/or enforced.
- 13.2 Sub-unions at present being members comprise Tihirau, Matakaoa, Waiapu, Ruatoria, Tokomaru Bay and Tolaga Bay.
- 13.3 The Union may also comprise members of further sub-unions in substitution for the foregoing. Such further sub-unions or substituted sub-unions must first be approved of and admitted by the Union after being duly proposed and having had its rules approved by the Board.
- 13.4 Sub-Unions do not have any membership rights to the Union nor voting rights at Annual, Special or Board Meetings.

PART FOURTEEN – RULE CHANGES, WINDING UP AND TRANSITION

14.1 Rule Changes

Subject to the provisions of the Act, the Rules of the Union may be amended in whole or in part by resolution carried by a two-thirds majority of the votes of the voting delegates present, in person or by alternative voting delegate as in rule 9.3(h), at any Annual or Special General Meeting of the Union of which the required notice has been given.

14.2 Winding Up

- (a) The Union may be put into liquidation or dissolved in any of the ways provided for in the Act.
- (b) In the event of liquidation or dissolution of the Union the Board shall call a Special General Meeting of the Union to resolve how the surplus assets are to be disposed of. A resolution under this Rule as to the disposal of surplus assets must be passed by a majority of two-thirds of the voting delegates present in person or by proxy.
- (c) If a resolution is not passed in accordance with the preceding Rule the surplus assets shall be applied as directed by a judge of the High Court of New Zealand and the provisions of Section 27 of the Act shall apply.
- (d) No member shall receive any surplus assets of the Union upon winding up.

14.3 Transition

- (a) If any part of this Clause 14.3 is inconsistent with any other clause in this constitution, then Clause 14.3 prevails to the extent of the inconsistency over the other clause.
- (b) All members of the Management Committee in place immediately prior to the adoption of this constitution will continue in office and exercise such powers and authorities as if they were deemed to be members of the Board under this constitution until midnight on the day prior to the date of election of the Board Members, at which point they will be deemed to have resigned with effect from midnight on that date.
- (c) To expedite the transition of this Constitution, nominations for Board positions will be called for prior to the Annual General Meeting at which the Constitution will be voted on by Members, to allow for the vote on Board members to proceed at the same meeting.
- (d) At the completion of 14.3(b), the Board members will meet to elect a Chairperson and Deputy Chairperson of the Board. The meeting will be chaired by the President of the Union who does not have voting rights.
- (e) ECRU Life Members on the date of adoption of this constitution shall continue as ECRU Life Members under this constitution.

PART FIFTEEN– MISCELLANEOUS

15.1 Colours

- (a) The playing colours of the Union shall be decided by the Board.
- (b) The present representative colours of the Union shall be sky blue jersey with white collar, white shorts, and blue socks with white hoops.
- (c) Each club member and sub-union member, on affiliation and joining, shall register the colours to be worn by its teams, which colours shall be approved by the Board. Following approval by the Board, each Club members colours and sub-union member's colours shall not be worn by any other club or sub-union.

15.2 Application To Join Union

- (a) Application to join the Union must, if made on behalf of an incorporated body, be made in writing by the President/Chairman and Secretary of such body, and if made by the members of an unincorporated body, must be made in writing signed by all executive members of such body, and if made by an individual must be made in writing signed by that individual.
- (b) Clubs joining the Union must be proposed by one and seconded by another of the Clubs, at the Annual General Meeting or any Special General Meeting called for such purpose. Election shall be by ballot, with a majority of the eligible votes cast required for election. For the purposes of this clause all Clubs, once Appointed to the Union, shall be liable for a once only affiliation fee, the amount to be determined by the Board from time to time.

15.3 Matters Not Provided For

If any matter shall arise which is not, or which in the opinion of the Board is not provided for under these Rules, the same shall be determined by the Board in such manner as it shall deem fit, and every such determination shall be binding upon the Union and its members unless and until set aside by resolution of a General Meeting.

15.4 Private Pecuniary Profit

- (a) Any income, benefit or advantage shall be applied to the objects of the Union.
- (e) No member of the Union or any person associated with a member shall participate in or materially influence any decision made by the Union in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- (f) Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- (g) The provisions and effect of this Rule 15.4 shall not be removed from these Rules and shall be included and implied into any Rules replacing these Rules.