

Incorporated Society Alteration of Rules - Certificate

Name of Society

University of Otago Rugby Incorporated

Society Number

961664

I certify that the alteration has been approved in accordance with the society's rules.

Please tick if the rule alteration includes a name change for the society

Name

John A Walker

Position

Solicitor to Society

Signature

Date

4. 7. 07

John Alexander WALKER
 Solicitor
 Dunedin

Note: This certificate must be completed by an officer of or solicitor for the society.

Checklist before filing:

- Has this certificate been completed by an officer of or solicitor for the society?
- Has the copy of the alteration to rules been signed by 3 members of the society?
- Is a copy of the rule alteration(s) attached? This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- If the name of the society is being changed, have you checked the name is available by conducting a Register Search at www.societies.govt.nz and www.companies.govt.nz?

Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- The control and use of the common seal.
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered.

Your Contact Details

Name and Postal Address:

Galloway Cook Allan
 Solicitors
 PO Box 143
 DUNEDIN

- 9 JUL 2007
 NPCW

Other Details

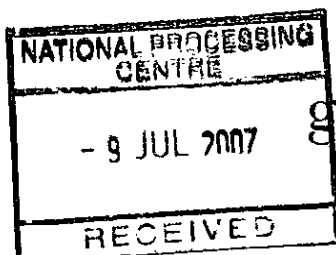
Telephone: (03) 477 7312

Email: john.walker@gcalegal.co.nz

Post To

Incorporated Societies Register
 Companies Office
 Private Bag 92061
 Auckland Mail Centre 1020

RULES
OF
UNIVERSITY OF OTAGO RUGBY INCORPORATED
AS ADOPTED AT SPECIAL GENERAL MEETING
HELD ON 30 MARCH 1999
AND AMENDED AT SPECIAL GENERAL MEETING
HELD ON 9 APRIL 2007



galloway cook allan
LAWYERS
trading as blake horder gowing in Wanaka



RULES
of the
UNIVERSITY OF OTAGO RUGBY INCORPORATED

NAME

1. There shall be in the University of Otago a Society known as "University of Otago Rugby Incorporated" (hereinafter called "the Club").

AFFILIATION

2. The Club shall be affiliated to the **Otago University Students Association**, Otago Rugby Football Union (hereinafter called the "ORFU") and the New Zealand University Rugby Football Council (Inc.).

OBJECTS

3. The objects of the Club shall be:
 - (i) To promote the game of Rugby amongst principally students of the University of Otago;
 - (ii) To uphold the rules of the game of Rugby as prescribed from time to time by the NZRFU;
 - (iii) To acquire from time to time by purchase or lease such playing areas as may be necessary for the furtherance of the objects of the Club;
 - (iv) To provide facilities for, promote, organise, regulate and conduct competitions, tournaments, matches, games and other events and to give, provide or contribute towards trophies and awards therefor;
 - (v) To conduct such social activities as the Committee may from time to time determine or approve;
 - (vi) To use the funds of the Club for, and to do all such things as may be incidental or conducive to the foregoing objects or any of them.

MEMBERSHIP

4.
 - (i) Playing membership shall be open to all students of the University of Otago, and to such graduates of the University of Otago and such other students and graduates of other education institutions, as shall be individually approved for membership by the Committee of the Club.
 - (ii) Ordinary membership shall be open to all those invited to be ordinary members by the Committee.
 - (iii) Persons eligible under sections (i) and (ii) shall become members upon payment of the Annual Subscription provided for in these rules.

- (iv) The Officers and Committee of the Club and coaches, managers and other administrators need not comply with the foregoing subsections of this rule, and shall in any event become members on election or appointment and shall remain members during their term of office or appointment.
- (v) Any member who shall notify the Secretary of the Club in writing of his desire to withdraw or resign from membership of the Club shall cease to be a member of the Club.
- (vi) No member may be expelled unless the Committee resolves to do so.

LIFE MEMBERSHIP

- 5. (i) Life Membership may be conferred on such persons (whether previously members or not) to whom the Club wishes to show its appreciation.
- (ii) Such privilege shall only be conferred at the Annual General Meeting with the consent of such persons and with the concurrence of the Committee, to whom all recommendations for the privilege shall be made at least ten days before the Annual General Meeting.
- (iii) Such Life Members shall be exempt from the payment of the subscription hereinafter mentioned but shall otherwise have all the rights, privileges and duties of other members upon the passing of such resolution.

SUBSCRIPTIONS

- 6. (i) Subscriptions shall be set at the Annual General Meeting.
- (ii) Any member who does not pay such subscription within one calendar month from and after the date of the levy of such subscription by the Committee or within one calendar month from and after such later date as the Committee may appoint shall be debarred from all privileges of membership of the Club until such subscription shall have been paid.

OFFICERS

- 7. The officers of the Club shall consist of a President, a Club Captain, a Junior Club Captain, a Womans Club Captain, a Secretary, and a Treasurer, all of whom shall be elected at the Annual General Meeting.

COMMITTEE

- 8. (i) The management of the Club (except as otherwise provided by these rules) shall be deputed to a Committee consisting of the President, the Club Captain, the Junior Club Captain, the Womans Club Captain, the Secretary, the Treasurer and such other members of the Club who shall be elected at the Annual General Meeting.
- (ii) The Committee shall hold office from the conclusion of the Annual General Meeting at which it is elected until the conclusion of the next succeeding Annual General Meeting except as hereinafter provided.

- (iii) Any member of the Committee absenting him/herself from three consecutive meetings, to which he/she has been duly summoned, without satisfactory explanation shall be held to have vacated his/her office.
 - (iv) A Chairman shall be appointed by the Committee from those on the Committee. In the case of an equality of votes the Chairman shall have a second or casting vote.
 - (v) It shall be necessary for a quorum of at least six members to be present at any meeting of the Committee.
 - (vi) The Committee shall meet at such times as it may deem fit and a meeting of the Committee may be summoned at any time by the President, the Chairman, Secretary or any two other members of the Committee.
- 9.
- (i) The Committee shall have and is hereby given full power to deal with all matters relating to the objects of the Club and any matter arising out of these rules, except in so far as the control of such matters is vested in the Club in general meeting.
 - (ii) The Committee may make regulations governing the activities of the Club and such regulations shall be valid and binding on the members so far as they affect such activities and so far only as they do not conflict with these rules.
 - (iii) The Committee shall have power to conduct any enquiry whatsoever in its absolute discretion and to impose such penalties as may be necessary.
 - (iv) The Committee may from time to time appoint such sub-committees as it may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Committee as the Committee may determine.
 - (v) The Secretary shall keep a true record of the proceedings of the Committee and of all general meetings of the Club, The Treasurer shall keep a true record of all the receipts and payments of the Club.

ELECTIONS OF OFFICERS AND COMMITTEE

10. (i) At the Annual General Meeting of the Club the Officers and Committee of the Club as well as the Vice-Presidents of the Club shall be elected by ballot held in the following order and manner: -

- President
- Vice-Presidents (by collective ballot)
- Club Captain
- Junior Club Captain
- Womans Club Captain
- Secretary
- Treasurer
- Committee Members

- (ii) Every candidate shall be nominated at the meeting by some member of the Club and seconded by another member; if more candidates are nominated than are required to be elected, scrutineers shall be appointed by the meeting and such scrutineers shall be entitled to vote; every member present shall be entitled to vote; the candidates who receive most votes shall be declared elected and in the event of two or more candidates receiving an equal number of votes the Chairman shall have a second or casting vote; and the decision of the Chairman as to any election shall be final.
- (iii) If a vacancy occurs among the Officers or on the Committee, the remaining members of the Committee shall have power to appoint any member of the Club to fill such vacancy but the proceedings of the Committee shall not be invalidated by reason only of any continuance of such vacancy. When no such quorum remains the Secretary shall call a Special General Meeting for purpose of filling such vacancy.

GENERAL MEETINGS

- 11. The Annual General Meetings of the Club shall be held as early as possible in the final semester of the University of Otago at such time and place as the Committee shall decide and shall be held for the following purposes:-
 - (a) to receive from the Committee a report of the proceedings of the Club and a statement of receipts and payments for the preceding year;
 - (b) to elect the Officers and Committee for the ensuing year;
 - (c) to decide on any resolutions which may be duly submitted to the meeting as hereinafter provided.
- 12. Every motion at a General Meeting shall be moved by one member and seconded by another member, and except as hereinafter provided any resolution may be moved and passed without any previous notice having been given: every member present at the General Meeting shall have one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: the vote on any motion at a General Meeting shall be taken by a show of hands and the decision of the Chairman thereon shall be final.
- 13. (i) It shall be necessary for a quorum of at least twelve members to be present at any General Meeting.
 - (ii) The President or in his absence any member appointed by the meeting shall be Chairman at any General Meeting.
- 14. At least seven (7) days before any General Meeting notice thereof shall be posted on the general noticeboard of the Otago University Students Association (line) ("OUSA") but except as otherwise expressly provided herein it shall not be necessary to state in such notice the business to be transacted at such meeting.
- 15. (i) The Committee may at any time for any purpose call a Special General Meeting.
 - (ii) The Committee shall call a Special General Meeting forthwith upon the giving of a written requisition signed by any twelve (12) members of the Club stating generally the purpose for which such meeting is to be held.

- (iii) Such requisition may be only given by delivering it or posting it to the President or Secretary at his last known private or University address.
 - (iv) If the Committee do not duly call such a meeting within fourteen (14) days after such requisition has been duly delivered or posted the requisitorists may themselves call such meeting.
16. (i) At any Special General Meeting a motion of no-confidence in the Committee or any member or members thereof may be moved and passed provided that notice of intention to move such motion has been given in the notice calling such a meeting.
- (ii) On the passing of such a motion the Committee or such member or members as the case may be shall be deemed to have resigned and the meeting shall have power to and may then proceed to elect a new Committee or a new member thereof as the case may be as nearly as possible in the same manner as at an Annual General Meeting to hold office until the next Annual General Meeting of the Club.

FINANCE

17. (i) The funds of the Club shall be in the control of the Committee and shall be kept in such bank or savings bank as the Committee may determine. The Committee shall have the power to invest any funds of the Club in such manner and on such security and terms as it may consider advisable and to vary such investments from time to time. The Committee shall likewise have power to borrow or raise money by bank overdraft or by the issue of or upon bonds, debentures, bills or exchange, promissory notes or securities of the Club or by mortgage or charge on all or part of the property of the Club or by the issue of other financial instruments in common use in the finance sector.
- (ii) The Treasurer shall operate on the account of the Club in such bank or savings bank. (iii) The annual financial statements shall be subject to audit.

UNIFORMS

18. (i) The Club colours shall be Cambridge blue and old gold.
- (ii) Every member chosen to represent the Club, other than in the social grades, must appear on the field in the proper Club uniform.

COMMON SEAL

19. The common seal of the Club shall be left in the custody of the Secretary and such seal shall not be affixed to any document except by order of the Committee. Every deed or other document to which the seal of the Club is required to be affixed shall be signed by the President and any two members of the Committee.

SPORTS COUNCIL

20. The Club may be represented on the Sports Council of the **Otago University Students Association** as follows:-

- (i) The club shall have one voting representative for the first fifty members or part thereof and one further voting representative for every fifty members thereafter up to a maximum of three.
- (ii) **When the numbers of financial members of the Club exceeds fifty the Secretary of the Club shall forward to the Secretary of the Sports Council a statement of the number and names of financial members distinguishing student and non-student members, certified by two student officers, and where the Club fails to do so when called upon before any meeting of the Sports Council it shall be entitled to only one representative.**

INTERPRETATION

21. The Committee shall be the sole authority for the interpretation of these rules and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for in these rules shall be final and binding on the member.

RULE AMENDMENT

22. (i) These rules may be added to or repealed or amended by resolution at any Annual or Special General Meeting provided that no such resolution shall have been deemed to have been passed unless the notice calling such meeting shall specify in general terms the proposed resolution and unless it be carried by a majority of at least three-quarters of those present and entitled to vote.
- (ii) No addition, repeal or amendment shall be valid unless and until approved and accepted by the Registrar of Incorporated Societies.

DISSOLUTION

23. (i) The Club shall be dissolved by resolution to that effect passed at any Annual or Special General Meeting provided that no such resolution shall be deemed to have been passed unless the notice calling such meeting shall specify in general terms the proposed resolution and unless it be carried by a majority of the members present and voting thereon. A resolution so-passed at any Annual or Special General Meeting calling for the dissolution of the Club must be confirmed at a subsequent Special General Meeting called together for that purpose and held not earlier than 30 days after the date at which the resolution to be confirmed was passed.
- (ii) In the event of the dissolution of the Club the assets of the Club shall first be applied in payment of all debts, liabilities and costs and expenses of dissolution and any surplus thereafter shall **pass to the control of the Otago University Students Association** be applied to such object or objects as shall be determined by a majority of those present and voting at the General Meeting at which the resolution to dissolve shall have been carried.
- (iii) No member shall receive any surplus assets of the Club upon dissolution.

DATED at Dunedin 13 June 2007

SIGNED by the following being members of University of Otago Rugby Incorporated:

