

Friday 12 January 2024

To: OBURFC Membership

From: Secretary

Subject: Incorporated Societies Act 2022: OBURFC Constitution Amendment Requirements for Re-Registration

The Incorporated Societies Act 1908 has been replaced by the Incorporated Societies Act 2022. OBURFC is currently incorporated on the basis of the Incorporated Societies Act 1908. All current Incorporated Societies are required, where necessary, to amend their current Constitutions and operational practices to meet the requirements of the Act in order to re-register with the NZ Companies Office's Incorporated Societies Register.

The following lists the changes needed to align the current Constitution of Wellington College Old Boys and Victoria University of Wellington Rugby Football Club Inc (herein "OBURFC" or "the Club") with the requirements of the Incorporated Societies Act 2022, in preparation for re-registering the Club under the requirements of this Act. In addition, other changes are proposed to reflect societal, Club & other changes that have occurred since the last review & ratification of the Constitution in 2015.

Pursuant to Clause 43. *Altering the Rules or Name of the Club* of the OBURFC Constitution, any changes are required to be approved at an Annual or Special General Meeting, by a 2/3 majority of eligible voters.

It is to be noted that while re-registration under the new Act is not required until 2026, OBURFC's current Constitution closely reflects these new requirements, so it is deemed prudent to apply the required changes and submit re-registration of the Club under the Incorporated Societies Act 2022 as soon as possible. It is planned that this application occurs after ratification of following changes at the 33rd Annual General Meeting of the Club, to be held Friday 23 February 2024.

Any submissions from members are to be made to the Secretary rboag@outlook.co.nz for consideration or discussion no later than close of business 1 February 2024.

Note: the official Notice of AGM is scheduled for publication on 2 February 2024.

All enquiries and submissions to the Secretary rboag@outlook.co.nz

Incorporated Societies Act 2022: The constitution must contain the following matters:

Item	OBURFC Constitution Clause	Amendment Required
the name of the society	1. Name	No action required
the purposes of the society	2. Objects of the Club	No action required
how a person becomes a member of the society, including a requirement that a person must consent to be a member	25. Admission of Active Members	Add to 25(a) the following: <ul style="list-style-type: none"> Completion of application form implies consent to be a member <i>Note: Application forms will include 'Agreement to these terms and conditions is also consent to be a member of OBURFC.'</i>
arrangements for keeping the society's register of members up to date	32. Membership Register	No action required
how a person ceases to be a member of the society	33. Cessation of Membership	No action required
the composition, roles, functions, powers, and procedures of the committee of the society	10. The Executive 11. Role of the Executive 15. Procedures for the Executive 20. Executive Meetings 21. Quorum 22. Specified Roles of Executive Members	No action required
the number of members that must or may be on the committee	10. The Executive	No action required Note: Error correction required in Clause 13(a) required
the election or appointment of officers	12. Nomination of Executive Members 13. Appointment of Executive Members	No action required
the terms of office of the officers	13(d) How long each person will be an Executive Member ('the Term') 16. Annual General Meeting	No action required
the functions and powers of the committee	3. Powers of the Club 9. Structure of the Club 11. Role of the Executive 15. Procedures for the Executive	No action required

Item	OBURFC Constitution Clause	Amendment Required
disclosing and recording any conflicts of interest	15. Procedures for the Executive	Add: 15(i) Executive members must disclose any conflict(s) of interest. A conflict of interest is where a situation arises where a person's personal interest or loyalties could affect their ability to make a decision in the best interest of the Club. A conflict of interest may be actual, potential or perceived and may be financial or non-financial. The Secretary shall register such conflicts of interest in the Conflicts of Interest Register.
grounds for removal from office of officers	14. Cessation of Executive Members 35. Obligations of Members 36. Disciplinary Procedures of the Club	No action required
how the chairperson (if any) will be elected or appointed and whether that person will have a casting vote if there is an equality of votes	16. Annual General Meeting 22. Specific Roles of Executive Members	20. Executive Meetings Add to 20(d): In the case of equality of votes, the Chair of the meeting will have a second or casting vote.
officers must consent in writing to be an officer and meet eligibility criteria set out in the Act	13. Appointment of Executive Members Schedule 1. Code of Conduct	Add to 13. Appointment of Executive Members: Any member appointed as an Officer of the Club must Register using the official Club Registration Form and thereby certifies their eligibility, consents to be an officer of the Club for their elected term and to abide by Schedule 1. Elected Officers Code of Conduct. Note: Schedule 1. Code of Conduct: refer to Schedule 1 Addition published below & Add Schedule 2 Proposed Schedule 2 published below
the quorum and procedure for committee meetings, including voting procedures	21. Quorum 20 Executive Meetings	No action required
how the contact person or persons will be elected or appointed	Not in current constitution. To be covered in Secretary's Role, Secretary is elected by the AGM	Add to clause 22(d) The Secretary's Role: <ul style="list-style-type: none"> • Act as the contact person for the purposes of the Incorporated Societies Act 2022.
how the society will control and manage its finances	Section: Money & Other Assets of the Club Clauses 37, 38, 39, 40, 41 & 42	No action required Note: BDO Ltd has confirmed that OBU's financial procedures and use of the Xero finance system are compliant with the new Act under this section.

Item	OBURFC Constitution Clause	Amendment Required
the method by which the constitution may be amended	43. Altering the Rules of Name of the Club	No action required
procedures for resolving disputes, including providing for how a complaint may be made	<p>36 Disciplinary Procedures of the Club</p> <p>No provision for how a complaint may be made</p>	<p>Change title and add to Clause 36: Complaints and Disciplinary Procedures of the Club: 36(s) Any active member of the Club who is eligible to vote at a General Meeting can bring a formal complaint about any Club Member(s) or Team breaching Clause 35 and/or the Club's Code of Conduct by sending a formal written document to the Secretary (via post or email) setting out the nature of the complaint. The Secretary shall advise the Executive of the complaint which will in turn follow the procedures set out in Clause 36. Receipt of the complaint shall be acknowledged by the Secretary in writing who will then set out the procedures that will be followed and the timeframe for the resolution of the complaint.</p> <p>36(t) any complaint received by the Club from non-eligible member(s) will be forwarded to the Executive for resolution via the Secretary, where, at the Executive's discretion, the complaint may be resolved using the formal procedures set out in Clause 36.</p>
arrangements and requirements for general meetings	16. Annual General Meeting 17. Special General Meeting	No action required
the intervals between annual general meetings	16. Annual General Meeting 17. Special General Meeting	No action required
when minutes are required to be kept	16. Annual General Meeting 17. Special General Meeting	<p>Add to 16. Annual General Meeting 16(f) Minutes of all Annual General Meetings shall be recorded by the Secretary or any person appointed to do so by the Annual General Meeting in the Secretary's absence.</p> <p>Add to 17. Special General Meeting Minutes of all General Meetings shall be taken by the Secretary or any person appointed to do so by the General Meeting in the Secretary's absence.</p>

Item	OBURFC Constitution Clause	Amendment Required
the information that must be presented at general meetings	16. Annual General Meeting 17. Special General Meeting	No action required
the manner of calling general meetings	16. Annual General Meeting 17. Special General Meeting	No action required
whether and, if so, how written resolutions may be passed in lieu of a general meeting	n/a	No action required. OBU Constitution does not allow for a resolution to pass in lieu of a meeting
the time within which, and manner in which, notices of general meetings and notices of motion must be notified	16. Annual General Meeting 17. Special General Meeting	No action required
the quorum and procedure for general meetings, including voting procedures (for example, whether votes may be cast by post or by electronic means), procedures for proxies (if any), and whether the quorum takes into account members present by proxy or casting postal votes or votes by electronic means;	16. Annual General Meeting 17. Special General Meeting 21. Quorum	No action required Note: proposal to allow voting member attendance and voting at Annual and General Meetings via use of video and/or conference call technology added below
the arrangements and requirements for special general meetings	16. Annual General Meeting 17. Special General Meeting	No action required
the nomination of a not-for-profit entity, or a class or description of not-for-profit entities, to which any surplus assets of the society should be distributed on a liquidation of the society or on, or to enable, the removal of the society from the register	44. Winding Up	No action required
ensure new members give their consent to being a member	25. Admission of Active Members	Amend 'Complete an application form, if the Executive requires this' to: 'Complete the appropriate annual Registration Form that includes consent to being a member'

Other Amendments to OBURFC Constitution

Action	Clause(s)	Action Required	Notes
Replace	Clause 1(b)	'The Club is constituted by resolution of the Annual General Meeting dated 27th day of February 2015' with: 'The Club is constituted by resolution of the Annual General Meeting dated 23 rd day of February 2024'	
Replace	all references	'Incorporated Societies Act 1908' with 'Incorporated Societies Act 2022'	
Replace	all references	'Privacy Act 1993' with 'Privacy Act 2020'	
Replace	all references	office of 'Chairman' with 'Chair'	
Replace	Clause 13. Appointment of Executive Members:	Clause 13(a) '...no less than 5 as set out in clause 10 above ' with '...no less than 6 as set out in clause 10 above '	Fixing an original clause conflict
Remove	Clause 11(h)	Provide a half yearly report to all members	Has not ever been done
ReNUMBER	Clauses 11(i) and 11(j)	As 11(h) and 11(i) respectively	Resulting from removal above
Amend	Clause 13(b)	Include WRFU Delegate as an office for appointment at Annual General Meeting	
Amend	Clause 22(f) Role of Delegate to WRFU	replace reference to 'WRFU Board' with 'WRFU Rugby Board'	WRFU Board implies the Board of Directors, WRFU Rugby Board is the delegates' body
Amend	Clause 41	remove reference to cheque and cheques as a means of payment	
Rename	Clause 42 Appointing an Auditor	as '42. Appointment of an Audit Reviewer'	
Redefine	Clause 16(b)	to reflect the use of an Audit Review & Audit Reviewer rather than annual full audit,	Change to an Audit Review from a full Audit requirement was approved at 2018's AGM
Replace	Clause 30. Honorary Patrons	With: 30. Patron(s) 30(a) The Club will invite the Headmaster of Wellington College and Vice Chancellor of Victoria University of Wellington to be Patrons of the Club following appropriate resolution by the Annual General Meeting. Should one or more of the abovenamed office holders decline the invitation and the Executive consider it appropriate, one or more other individuals deemed suitable by the Executive may be invited on the terms and conditions that the Executive deem appropriate.	

Action	Clause(s)	Action Required	Notes
Add	18. Voting at General Meetings	18(g) Members who are eligible to vote at Annual General and Special General Meetings but unable to attend in person, may join and vote in the meeting via electronic means such as video or conference call technology if it is made available. Such remote attendance will count towards the quorum requirements as needed. Should such electronic facilities be not able to be engaged at the Meeting(s) due to technical or other issues, the members affected are deemed to not be in attendance and cannot vote on any item of business. Eligible members wishing to join an Annual General or Special General Meeting via electronic means must advise the Secretary no later than 24 hours prior to the meeting to receive the required links or other instructions for joining the meeting.	To allow eligible voting members to remotely access meetings via Zoom or other video platforms
Remove	45. Definitions	"Cheque" means a personal cheque or a bank cheque.	
Amend	45. Definitions	To read: "financial member" means an unsuspended member of the Club who has fully paid any subscription or fee deemed payable or has had said fees waived by the Executive or Annual General Meeting for the applicable financial year. Unsuspended Life Members, Honorary members, or Executive members are also deemed financial members for the purposes of this constitution.	Original definition did not include those whose subscription or fee has been waived by the Executive of AGM
Amend	45. Definitions	"payment": remove reference to 'cheque'	
Amend	Clause 23 Types of Membership: 23(c) Life Member	A Life Member is a person who is acknowledged as a longstanding member of the Club <i>who has given outstanding service to the Club over a significant number of years.</i>	The existing clause does not provide much clarity of criteria to be met for Life Membership consideration.

Action	Clause(s)	Action Required	Notes
Replace	Clause 26 Life Members 26(a)	With: 26(a) An ordinary member may become a Life Member only if: <ul style="list-style-type: none"> . a nomination for election of Life Member has been received by the Secretary that meets the nomination format and time-line protocols as set out in Clause 12. Nomination of Executive Members and Clause 16. Annual General Meeting and then; . the nomination and any supporting information has been presented to the existing Life Members for their consideration and the majority of existing Life Members recommend that the nomination proceed and then; . the Executive, upon receipt of the recommendation from the Life Members or consideration, recommends that the Club should appoint the nominee as a Life Member and then; . the Club passes a resolution at an Annual General or Special General Meeting, appointing the nominee as a Life Member by a two-thirds majority of those members present eligible to vote under Clause 23. Types of Membership 	This is to clarify the steps required & improve the decision making for the election of a member as a Life Member. WRFU amended their Constitution to give the first stage of Life Membership approval to the existing Life Members due to problems encountered at an AGM. A number of other clubs also have this as the first step.
Add	Schedule 1. Code of Conduct	Add: Elected Officers Code of Conduct <ul style="list-style-type: none"> . Act in good faith and in the best interests of the Club. . Exercise powers for proper purposes only. . Comply with the Act and the Club's constitution. . Exercise reasonable care and diligence. . Not create a substantial risk of serious loss to creditors. . Not incur an obligation the officer doesn't reasonably believe the Club can perform. . Advise the Secretary of any conflicts of interest for inclusion in the Conflicts of interest Register 	This is a requirement of the Incorporated Societies Act 2022
Add	22. Specific Roles of Executive Members	Add to: 22(d) the Secretary's Role: Keep the Register of Officers Conflicts of Interest	This is a requirement of the Incorporated Societies Act 2022

Appendix I

SCHEDULE 2

Consent and Certificate of Officer(s)

Officers elected by Annual General Meeting, Special General Meeting or appointed by the Executive (under its authority to make such appointments) must Register as an Officer of the Club using the Club's Registration system before conducting any authorised Club business.

By completing all required fields in the Club's Registration Form and agreeing to the terms and conditions, Officers are also completing & certifying their eligibility under the requirements of the Consent Form to be an Officer as set out in the Incorporated Societies Act 2022.

Before agreeing to the terms in the Club's Registration Form, officers of the Club must ensure that they meet the qualification criteria set out in section 47 of the Incorporated Societies Act 2022 as follows:

1. Every officer of a society must be a natural person.
2. The following persons are disqualified from being elected or appointed or otherwise holding office as an officer of a society:
 - a. a person who is under 16 years of age
 - b. a person who is an undischarged bankrupt
 - c. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993
 - d. a person who is disqualified from being an officer of a charitable entity under section 31(4)(b) of the Charities Act 2005
 - e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4 of the Incorporated Societies Act 2022
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - iii. an offence under section 143B of the Tax Administration Act 1994
 - iv. an offence under section 22(2) of the Incorporated Societies Act 2022
 - v. an offence, in a country, State, or territory other than New Zealand, that is substantially similar to an offence specified in subparagraphs i - iv
 - vi. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
 - f. a person who is subject to any of the following orders:
 - i. a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009
 - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

g. a person who is subject to an order that is substantially similar to an order referred to in paragraph f. under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations.

h. in relation to the society, a person who does not comply with any qualifications for officers contained in the society's constitution.

3. A natural person who is disqualified from being an officer but who acts as an officer is an officer for the purposes of a provision of this Act that imposes a duty or an obligation on an officer.

Club Registration Procedures and Requirements

For the Officer Registration Form, under the requirements of the Incorporated Societies Act 2022, the following minimum information is to be collected, certified by the registering officer & appropriately stored:

Society Name:

Wellington College Old Boys & Victoria University of Wellington Rugby Football Club Inc.

Registration Number:

217783

Officer's Details:

Full Legal Name (as shown in appropriate identification such as passport):

First Name Middle Name(s) Surname

Contact street address

Contact email address

Date elected / appointed: (date of AGM, SGM or Executive Meeting)

The following declaration is to be included in the terms and conditions for certification by the registering officer:

I consent to be an officer of Wellington College Old Boys & Victoria University of Wellington Rugby Football Club Inc. and certify that I am not disqualified from being appointed or holding office as an officer of a society, under the terms of the Incorporated Societies Act 2022.