



**CONSTITUTION
OF THE
SAMOA RUGBY UNION**

THE CONSTITUTION OF THE

SAMOA RUGBY UNION (INC)

1 NAME AND HEADQUARTERS

- 1.1 The Union shall be called "The Samoa Rugby Union Incorporated" (hereinafter referred to as "the SRU")
- 1.2 The registered office of the SRU is at Tuanaimato, Apia or at such other place as notified by the SRU to the Registrar of Incorporated Societies.

2 DEFINITIONS AND INTERPRETATION

- 2.1 Definitions: In this Constitution, unless the context otherwise requires:

"Act" means the Incorporated Societies Ordinance 1952.

"Affiliated Member" means any legally constituted body in or outside of Samoa which the SRU approves to be an affiliated member of the SRU under Clause 13 for the purpose of enhancing development and furthering the interests of Samoan Rugby.

"Affiliated Union" means

- (i) a combination of 3 or more clubs associated together for the purposes of conducting matches and competitions between its constituent clubs that has been admitted by the SRU as an affiliated union and paid the subscription specified by the SRU. The territorial boundaries of such affiliated union shall be determined by the SRU. A club must have at least 2 established teams and meet such conditions as may be from time to time prescribed by these rules, by laws made hereunder by the SRU or the Board; and,
- (ii) the Samoa Schools Rugby Union.
- (iii) the Samoa Women's Rugby Football Union Inc.

"Associate Member" means any overseas Samoa Rugby Organisation that is legally constituted and is admitted as an Associate member of the SRU in accordance with Clause 12.

"Board" means the Board of Governors established under Clause 14.

"Chief Executive Officer" means the person appointed as chief executive officer or such similar position of the SRU under Clause 21 or, if absent, any acting chief executive officer;

"Constitution" means this constitution which records the rules of the SRU;

"General Meeting" means any Annual Meeting or Special Meeting of the SRU members;

"Laws of the Game" means the laws of Rugby as framed and interpreted by World Rugby (subject to domestic safety law variations of the SRU);

"Life Member" means a person admitted as a life member of the SRU under Clause 8.

"Oceania Rugby" means the regional association of World Rugby of which the Samoa Rugby Union is a member "Officer of the Union" means the President, Chair, Vice Chair, and members of the Board.

"Regulations" means regulations made by the SRU as amended from time to time;

"Rugby" means the game of rugby union;

"Rules" means the rules of the SRU as recorded in this Constitution (unless the context indicates otherwise), as may be amended from time to time;

"Special Meeting" means a meeting of the SRU held under Clause 5.3.3.

"SRU" means the Samoa Rugby Union Incorporated

"Union" means the Samoa Rugby Union Incorporated herein referred to as the SRU;

"World Rugby" means the international association of national Rugby unions formerly known as the International Rugby Board;

2.2 Interpretation:

In this Constitution unless the context otherwise requires:

Defined Expressions: expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution;

Headings: clause and other headings are for ease of reference only and will not affect the interpretation of this Constitution;

Plural and Singular: words importing the singular number will include the plural and vice versa;

Persons: references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;

3 MEMBERSHIP

3.1 The members of the SRU shall comprise of:-

3.1.1 the Patron and Vice Patrons

3.1.2. the President

3.1.3. the Chair and Vice Chair

3.1.4. the Board of Governors

3.1.5. the Affiliated Unions

3.1.6. the present Life Members of the SRU and such other Life Members as the SRU in a general meeting shall elect in terms of Clause 8.

3.1.7 the Samoa Referees' Association.

3.1.8 the Affiliated Members

3.1.9 the Associate Members

3.2 Term of Membership

- 3.2.1 The persons specified in Paragraph 3.1.1 to 3.1.4 inclusive shall by virtue of their election become members of the SRU and shall remain Members until they cease to hold that position as provided in this Constitution.
- 3.2.2 The Term for the Patron and Vice -Patrons is four years from the date of their election/appointment and is renewable, unless otherwise resolved by the Members.
- 3.2.3 Any member, by giving to the Chief Executive Officer of the SRU notice in writing, may resign as a member of the SRU. Every such resignation shall take effect as from the date of the meeting of the SRU or the Board at which such resignation is accepted and thereupon such person shall cease to be a member of the SRU.

- 3.3 Membership of the SRU shall not confer on any member thereof any privileges, or any estate or proprietary right, interest or share in the funds and property of the SRU nor shall any member be personally liable for any of the liabilities of the SRU.

4 OBJECTS AND POWERS

- 4.1. Objects: The objects of the SRU are to:

- 4.1.1 promote, foster and develop Rugby in Samoa;
- 4.1.2. liaise with any Affiliated Member and/or Associate Member in the development and promotion of Samoan Rugby.
- 4.1.3. arrange and encourage participation in international, trial and other Rugby matches and tours both within Samoa and overseas;
- 4.1.4. represent the SRU at World Rugby and Oceania Rugby when invited to a World Rugby or Oceania Rugby meeting and promote full voting membership on the World Rugby Council.
- 4.1.5. subject to domestic safety law variations adopted by the SRU, comply with the Laws of the Game and the bye-laws, regulations and resolutions of World Rugby and to require Affiliated Unions to similarly comply;
- 4.1.6. form and manage Samoa representative Rugby teams;
- 4.1.7. foster inter-Affiliated Union matches;
- 4.1.8. encourage participation in and support for Rugby by all participants in and supporters of the game at all levels inclusive of administrators, players, coaches, referees and supporters;
- 4.1.9. foster, develop and promote all forms of the game of rugby union;
- 4.1.10 promote participation in all aspects of the association for all members of the community; and
- 4.1.11 do all such things to foster, develop and promote the interests of Rugby.

- 4.2. Powers: The powers of the SRU are to:

- 4.2.1 purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection therewith and to hold, improve, manage, develop, let, lease, sell, exchange or otherwise dispose of any such property rights and privileges.
- 4.2.2. make or alter rules or regulations in accordance with this Constitution;
- 4.2.3. admit new Members and withdraw, suspend or terminate membership or impose set fines and penalties for the breach of any rule or regulation of the SRU or the

- bringing of the SRU or Rugby into disrepute by any Member, club, referee, team or member of any club or team under the jurisdiction of a Member;
- 4.2.4. carry on any business in connection with the promotion, fostering, development and control of rugby in Samoa.
 - 4.2.5. apply for, purchase, or otherwise acquire any intellectual property rights, or any secret or other information as to any invention or property for any of the purposes of the SRU, and to use, exercise, develop, or grant licences in respect of the above matters;
 - 4.2.6. construct, build, alter, improve, enlarge, pull down, remove or replace any buildings or other improvements which may be in upon and about any of the real or leasehold property of the SRU.
 - 4.2.7. borrow or raise money in such manner as the SRU may think fit and to secure to the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the SRU (whether present or future) and to purchase, redeem or pay off any such securities.
 - 4.2.8. lend and advance money or to give guarantees or become surety for the payment of moneys or the performance of contracts or obligations of any affiliated Union.
 - 4.2.9. invest and deal with the moneys of the SRU not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or purchase of real, leasehold or personal property or securities or by depositing the same with any bank at interest and such investments from time to time to vary.
 - 4.2.10. remunerate any person for services rendered or to be rendered.
 - 4.2.11. delegate to the Board or any person the powers of the SRU and to allow the Board or other person to delegate any of the powers delegated to the Board or other person to other persons.
 - 4.2.12. decide any disputes or hear any appeals on matters relating to the SRU and/or Rugby and to delegate this power to an independent tribunal.
 - 4.2.13. make or amend regulations of the SRU.
 - 4.2.14. carry out all or any of the objects of the SRU and do all or any of the above things as principal, agent, contractor, or trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
 - 4.2.15. do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the SRU.

5 GENERAL MEETINGS, Notice, Rules & Procedure

- 5.1 The Annual General Meeting of the SRU shall be held once in each calendar year on a date to be fixed by the Board and no later than 15 months after the previous Annual General Meeting for the purpose of:-
 - 5.1.1 Approving the SRU's Report, Audited Balance Sheet and Income and Expenditure Statements for the past financial year.
 - 5.1.2 Approving the SRU's Budget for the next financial year as proposed by the Board (including the Vetting, Appointments and Remuneration Committee's recommendation as to the maximum annual amount of remuneration for the Board Members and Officers);
 - 5.1.3 Electing:
 - (i) the Patron and Vice Patrons
 - (ii) the President
 - (iii) the Honorary Auditor or Auditors;

- (iv) the following members on to the Board of Governors;
 - (a) 1 member nominated by Affiliated Unions in Savaii
 - (b) 2 members nominated by Affiliated Unions in Upolu
 - (c) 1 woman nominated by an affiliated or affiliated Unions from outside the SRU's membership to sit on the Board;
 - (v) the Appeals Tribunal members;.
 - 5.1.4 Considering Notices of Motion, provided that if the carrying of any such proposed Motion would materially affect any of the abovementioned business, then such Motion shall be dealt with prior to such business.
 - 5.1.5 General Business.
- 5.2 In nominating the 1 woman for election on to the Board the affiliated or affiliated Unions shall, wherever possible, as a criteria nominate a person who has a sound background in business administration, development and promotion.
- 5.3 Rules and Procedure
- 5.3.1 At least thirty (30) days' clear notice of the date of the annual meeting shall be given by the Chief Executive Officer of the SRU by circular to all Members and shall be published in at least one of the local newspapers. No business other than that stated in such circular or notice shall be transacted unless notice thereof shall have been given in writing to the Chief Executive Officer of the SRU at least twenty-one days prior to the meeting. The Chief Executive Officer shall give to the members at least fourteen (14) days final notice and all relevant papers including Notices of Motion and Nominations, when appropriate, of the Annual General Meeting.
 - 5.3.2 A quorum at all General Meetings (including Special meetings) shall consist of at least two-thirds of the Affiliated Unions.
 - 5.3.3 **A Special Meeting** may be convened by the Chief Executive Officer of the SRU by direction of the President at any time, or upon receiving a requisition signed by not less than three (3) Affiliated Unions, requesting that a meeting be called and the Chief Executive Officer shall convene and hold a meeting within fourteen (14) days after receiving such direction or notice setting forth the object/s of such meeting. Ten (10) days' notice must be given to the Members of the SRU of a Special meeting, stating the business for which the meeting is called.
 - 5.3.4 In the absence of the President from any meeting of the SRU the Chair will exercise the powers of the President and in the absence of both the President and the Chair, a Chair for the meeting must be elected from the members present for that meeting.
 - 5.3.5 At all General Meetings, the Members of the SRU (including the financial members of the Affiliated Unions) as well as the Auditors, shall be entitled to attend and speak thereat; and all SRU members shall be entitled to vote except for the Patron, Vice-Patrons, Life Members, the Auditor, and the representative(s) of an Associate Member and Affiliated Member.
 - 5.3.6 Voting - At all General Meetings:
 - (a) Subject to Paragraph 5.3.5 each Member of the SRU shall be entitled to one vote.
 - (b) The voting at all General Meetings on all matters (except those for the election of the Board of Governors and Life Members which shall be voted by way of ballot) shall be taken by a show of hands, unless a Motion to take a ballot shall be proposed and carried. No debate shall be permissible on a Motion to take a ballot.

- 5.3.7 In any ballot for election every vote cast shall be for the full number to be elected and in preferential order, otherwise the vote shall be informal.
- 5.3.8 Every question shall be decided by a majority of votes unless otherwise provided, and in the case of any equality of votes, the President shall have a casting vote as well as a deliberative vote.

5.4 Delegates and Representatives

- 5.4.1 The delegates duly appointed in writing under the signature of the respective Presidents of the Affiliated Unions, shall become the representatives of those Members of the SRU and shall remain representatives of those Members until the close of the next ensuing Annual General Meeting.
- 5.4.2 The two delegates duly appointed in writing under the signature of the President of the Samoa Referees Association shall become the representatives to the SRU and shall remain the representatives until the close of the next ensuing Annual General Meeting.
- 5.4.3 The representatives of the Affiliated and Associate members shall remain representatives until their term of appointment by their controlling body to act as their representative in the SRU is notified by their controlling body to the SRU in writing to have ceased and a new member is named in such notice to replace the outgoing representative.
- 5.4.4 Whilst a Member may have two delegates, they are only entitled to one vote per Member as provided in this Constitution.

6 FINANCE

- 6.1 The financial year of the SRU shall close on the 31st day of October in each year.
- 6.2 A copy of the audited Balance Sheet and Income and Expenditure Statements shall be supplied to each member not later than fourteen (14) clear days before the date set for the Annual General Meeting.
- 6.3 The audited Balance Sheet and Statement of Income and Expenditure shall be submitted to the Annual General Meeting.
- 6.4 All funds of the SRU shall be paid into a Bank in Samoa to the credit of the SRU, and all accounts shall be passed by the Board and, signed in such a manner as required in this Constitution.
- 6.5 The CEO shall ensure that proper accounting systems are in place so that the financial affairs of the SRU could be properly monitored.
- 6.6 The accounts of the SRU shall be audited annually by the Auditor appointed at the Annual Meeting.

7 CONSTITUTION BINDING ON MEMBERS:

- 7.1 Each Member:
 - 7.1.1 is bound by the Rules and Regulations;
 - 7.1.2 must ensure that its members agree to be bound by the Rules and Regulations; and

7.1.3 must require in its own rules that its members ensure that their respective members agree to be bound by the Rules and Regulations, to the intent that all affiliated-unions and clubs and all other bodies or persons connected with the playing or administration of Rugby within Samoa who are directly or indirectly affiliated to any Member shall agree to be bound by these Rules and Regulations.

7.2 Any rule or regulation of a Member which is in conflict with this Constitution, or with the Laws of the Game or domestic variations or the bye-laws, regulations or resolutions of World Rugby or Oceania Rugby, shall be deemed to be inoperative.

8 LIFE MEMBERSHIP

8.1 At any General Meeting a Life Member or Life members may be elected, the election to be on account of outstanding services of at least 20 years rendered to the SRU. Each nominee shall be proposed and seconded by two affiliated Unions and such nomination shall be in the hands of the Chief Executive Officer of the SRU at least twenty-one (21) days before the General Meeting, and fourteen (14) days' notice thereof must be sent by the Chief Executive Officer of the SRU to members.

8.2 The election shall be by secret ballot, at which the nominee or nominees must receive at least 75 per cent majority of the votes cast by Members entitled to vote.

8.3 Upon election, the Life Member shall be entitled to complimentary admission to all matches and grounds and grandstands under the jurisdiction of the SRU and such other privileges as are conferred by the SRU from time to time.

8.4 Conferral of Life Membership does not include any voting rights.

9 NON-COMPLIANCE BY MEMBERS

9.1 Any Member disobeying any Rule or Regulation or failing to give effect to any decision of the SRU or the Board or in the case of an Affiliated Union permitting any club or member of any club under its jurisdiction to do so, shall be liable to:

9.1.1 suspension for a period; and/or

9.1.2 expulsion; and/or

9.1.3 such other punishment (including the imposition of any penalty or fine), as the SRU, the Board or the Appeals Tribunal imposes

10 AFFILIATED UNIONS

10.1 The Affiliated Unions of the SRU are the Affiliated Unions listed in Schedule 1 and such other Affiliated Unions that are admitted by the SRU as a member under this Constitution and so recorded in the Register of Members maintained by the CEO.

10.1.1 Subject to the other provisions of this Constitution, no Affiliated Union may disaffiliate or otherwise withdraw from the SRU without the prior written consent of the SRU.

10.1.2 No Affiliated Union may be affiliated to any Rugby organisation other than the SRU.

10.1.3 Each Affiliated Union must ensure that no Rugby team under its control or jurisdiction plays any team under the control or jurisdiction of any entity which is

not an Affiliated Union including without limitation any team under the control or jurisdiction of an overseas entity, without the prior written consent of the SRU.

10.2 Applications for Affiliation

10.2.1 On receipt of any application by a body that meets paragraph (i) of the definition of Affiliated Union for affiliation under Clause 2.1, the SRU may admit, as an affiliated union any Union willing to conform to the provisions of these Rules and any Regulations or By-Laws made thereunder from time to time and such other conditions as may be imposed by the SRU or the Board from time to time.

10.2.2 All applications for affiliation shall be determined by the Board.

10.2.3 Any applicant who is dissatisfied with the determination of the Board may appeal to the SRU Appeals Tribunal whose decision will be final.

10.3 Rules for Affiliated Unions

10.3.1 The Rules of all affiliated Unions shall provide that every Club or team, as the case may be shall be deemed to have subscribed to and be bound by such rules of the SRU as shall be applicable and by the Laws of Professionalism from time to time adopted by the SRU.

10.3.2 A copy of the Rules adopted by such affiliated Union and of any subsequent changes therein shall be submitted to the CEO for approval by the SRU.

10.3.3 The SRU or the Board thereof may delegate to affiliated Unions such powers and authorities as may be deemed necessary and advisable and from time to time may extend, limit, amend, alter or revoke such delegated powers and authorities.

10.3.4 The annual subscription payable by affiliated unions shall be fixed from time to time by the Board of the SRU and shall be subject to ratification by the members at the Annual General Meeting.

10.3.5 The subscription is payable to the SRU and if unpaid twenty one (21) days following the Annual General Meeting, the Board shall have power to suspend or cancel the affiliation of such defaulting Union.

10.3.6 Membership shall continue until the conclusion of the Annual General Meeting after the subscription is paid.

11 ANNUAL RETURN BY AFFILIATED UNIONS

11.1 In each year but not later than 30 September, each Affiliated Union must forward to the SRU the following information:

11.1.1 a copy of its annual report and statement of accounts, including balance sheet and income and expenditure account, duly audited, relating to the preceding year;

11.1.2 a record of the number of teams and names of players playing under its jurisdiction; and

11.1.3 such other information on the Affiliated Unions affairs as may from time to time be required by the Board.

12 ASSOCIATE MEMBER

12.1 On receipt of an application by an Overseas Samoan Rugby Organisation that is legally constituted seeking to be admitted as an Associate Member to the SRU, the SRU may in its absolute discretion admit, as an Associate Member an overseas Samoan Rugby Organisation

which is willing to conform to the provisions of these Rules and any Regulations or By-Laws made thereunder from time to time and such other terms and conditions as may be specified by the SRU or by the Board from time to time.

12.2 Before admitting any body as an Associate member the SRU shall require such applicant to provide details of their governance and membership structure and a copy of their constitution and such other details as the SRU requests.

12.3 Associate Members have no voting rights.

13 AFFILIATED MEMBER

13.1 The SRU may in its absolute discretion admit as an affiliated member to the SRU any body in or outside of Samoa that is legally constituted which provides assistance to the SRU that enhances development and furthers the interest of Samoan Rugby; provided that such body is willing to conform to the provisions of these Rules and Regulations or By-laws made thereunder from time to time and such other terms and conditions as may be specified by the SRU or the Board from time to time.

13.2 Affiliated Members have no voting rights.

14 BOARD OF GOVERNORS

14.1 Board Membership

14.1.1 There shall be established a Board to govern the affairs of the SRU which shall consist of:-

- (i) The Chair
- (ii) The four persons elected under clause 5.1.3 (iv)
- (iii) The three (3) persons appointed by the Vetting, Appointments and Remuneration Committee pursuant to Schedule 2

14.1.2 The President and CEO shall be entitled to attend all meetings of the Board and speak thereat but shall have no vote.

14.2 Chair and Vice-Chair

14.2.1 The Chair shall be appointed by the Board of Governors and shall be external to those persons elected by the Members and appointed by the Vetting, Appointments and Remuneration Committee.

14.2.2 The Chair shall have both a deliberative vote and a casting vote.

14.2.3 The Board members shall elect a Vice-Chair from the elected and appointed Board members. The Vice Chair shall be the Chair of the Board and represent the Board in the absence of the Chair.

14.2.4 The Vice Chair shall have both a deliberative vote and a casting vote if in the Chair, otherwise a deliberative vote only.

14.3 Appointees

14.3.1 The Vetting, Appointments and Remuneration Committee shall, pursuant to Schedule 2, appoint 3 persons to the Board subsequent to the AGM and the election of the four persons in accordance with Clause 5.

- 14.3.2 The Vetting, Appointments and Remuneration Committee shall appoint whenever possible the number of women necessary to ensure there are not less than three women in total on the Board of Governors.
- 14.3.3 The Appointed Board members shall each have a deliberative vote only unless they are the Chair in which case they shall also have a casting vote.

14.4 Term of office

- 14.4.1 The Chair shall hold office for a period of four years.
- 14.4.2 Rotation of Board Members (not including the Chair): Each Board Member will retire at the end of the term of that Board Member's election or appointment as follows:
 - (a) At and from the 2020 Annual General Meeting, rotation will occur as follows:
 - (i) in 2020 one Elected Affiliated Union Board Member, one Appointed Board Member, and the Woman Representative will retire;
 - (ii) in 2022, the remaining two Elected Union Board Members, and two Appointed Board Members, will retire; and
 - (b) At and from the 2020 Annual General Meeting, the rotation will follow a four-year cycle as commenced in clause (a) above
- 14.4.3. A Board member shall be allowed to serve up to a maximum of 8 consecutive years in the same position (that is, as an elected member, the woman director, or as an appointed member)
- 14.4.4 Subject to 14.4.3 any person who is retired under the Rotation shall be entitled to stand for re-election or re-appointment
- 14.4.5 The persons who will be retired pursuant to clause 14.4.2 (a) (i) above and subsequently shall be by agreement and failing agreement, by lottery.
- 14.4.6 The elected members of the Board shall hold office from the time of their election in the Annual General Meeting and shall remain members of the Board until the close of the next ensuing Annual General Meeting at which they are subject to election under the Rotation.
- 14.4.7 The appointed members of the Board shall hold office from the time of their appointment and shall remain members of the Board until the close of the next ensuing Annual General Meeting at which they are subject to re-appointment under the Rotation.

15 POWERS AND DUTIES OF THE BOARD

- 15.1 The affairs of the SRU shall be governed by the Board and the Board may exercise all such powers of the SRU as are not, by the Incorporated Societies Act 1952 (hereinafter called "the Act") or by this Constitution required to be exercised by the SRU in the General Meeting, subject nevertheless to any regulation made under this Constitution, to the provisions of the Act and to such regulations not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the SRU in General Meeting, but no regulations made by the SRU in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 15.2 The Board shall from time to time as required, appoint delegates to represent the SRU on any other body.

- 15.3 Without prejudice to the general powers conferred by Clause 15.1, the Board shall have the following powers:-
- (a) To control and manage the funds and property of the SRU (including such funds and property as may be under the control of the Trustees of the SRU) and to raise or borrow moneys and incur such liabilities for the purposes of the SRU as may be necessary and to secure the repayment of the same by mortgage or charge upon the whole or any part of the property or assets of the SRU.
 - (b) To appoint from its own members or otherwise, such committees or sub committees as it may from time to time, to assist it in carrying out its duties. Such committees or sub-committees may be appointed to co-ordinate all or part of the SRU's affairs in Samoa or in some other country.
 - (c) To appoint a Selector or Selectors for the purpose of selecting Representative Teams and to appoint coaches, managers, liaison officers and such other support officials as may be needed necessary for the year or as and when required.
 - (d) To appoint a coaching panel for the purpose of conducting national coaching schools for team coaches.
 - (e) To provide for the setting up of an association of referees whose members shall referee games played under the control of the SRU.
 - (f) To organise control and regulate all matches between affiliated Unions, national and international tours as it may deem desirable, for which purpose it shall have power to make, alter, amend and revoke By-laws and regulations relating to all rugby football games.
 - (g) To regulate and control the conduct of all officials, players and members of affiliated unions.
 - (h) To inflict such penalty whether by way of suspension or ban for any period or monetary fine as it deems fit upon any affiliated Union found guilty of breaking any of the Rules, Regulations and By-Laws of the SRU or the conditions governing any of its competitions or refusing to give effect to any resolution of the SRU or of the Board.
 - (i) To inflict such penalty whether by way of suspension or ban for any period or monetary fine as it deems fit upon any official, player or member of any club found guilty of any conduct that brings the SRU or the game of rugby into disrepute or breaking any of the Rules, Regulations and By-Laws of the SRU whether such conduct or acts were carried out in Samoa or elsewhere in a competition where the SRU is involved.
 - (j) To penalise by way of suspension or ban for any period or any monetary fine determined by the Board any officials or members of the SRU or of any affiliated Union or player or member of any club or any spectator who may be found guilty by the Board of betting upon any match played under the auspices of the SRU, or a breach of the Laws of Professionalism or any improper, unfair or unsportsmanlike conduct.
 - (k) To disqualify during its pleasure any ground on which any disturbance takes place in connection with any match.
 - (l) To determine all questions or disputes as to the construction and meaning of these Rules or any By-Laws or Regulation made by the SRU or the Board or of any expression therein or as to anything done or omitted to be done by any affiliated Union or member thereof in relation to the game of Rugby.
 - (m) To admit Unions which may apply for affiliation at any time or times between general meetings, but such admission shall be provisional only until confirmed at an ensuing general meeting.
 - (n) To make, alter or revoke standing orders for the conduct of meetings.

- (o) To make decisions on any matters concerning Rugby which are not, or which in the opinion of the Board are not provided for by these Clauses or any regulation or By-Law of the SRU, and it shall report the matter, with its decision to a General Meeting of the SRU for confirmation.
- (p) To make, alter or revoke regulations and by-laws affecting any matters concerning or in relation to the administration and control of the game of Rugby within its own boundaries.
- (q) To hold enquiries on all matters, questions and disputes whatsoever reported by a member to the Board or on any matter which the Board of its own motion resolves to rule unless otherwise provided in this Constitution.

16 MEETINGS OF THE BOARD

16.1 Board Meeting:

16.1.1 The Board shall meet at least once a month at such times and places as the Board decides; or,

16.1.2 A Special Meeting may be convened by the Chief Executive Officer by direction of the Chair at any time, or by a requisition signed by not less than three Board members.

16.2 Five (5) days' notice to all members must be given by the Chief Executive Officer of each meeting of the Board, stating the business for which the meeting is called.

16.3 A quorum at all Meetings of the Board shall consist of half of the members.

16.4 In the absence of the Chair from any meeting of the Board the Vice Chair will exercise the powers of the Chair and in the absence of both the Chair and the Vice Chair then a Chair for that meeting must be elected from the members present for that meeting.

16.5 Voting - At all Meetings of the Board:

- (a) Each Board Member – excepting the President and the CEO - shall be entitled to one deliberative vote.
- (b) The voting at all Meetings on all matters shall be taken by a show of hands, unless a Motion to take a ballot shall be proposed and carried. No debate shall be permissible on a Motion to take a ballot.
- (c) Every question shall be decided by a majority of votes unless otherwise provided, and in the case of any equality of votes, the Chair shall have a casting vote (as well as a deliberative vote).

17 FUNCTIONS OF THE BOARD:

17.1 The Board shall, subject to any direction of the Members in General Meeting and pursuant to this Constitution:

17.1.1 govern, direct, supervise, and monitor the SRU; and

17.1.2 be responsible for the establishment of policy and strategic planning for the SRU.

17.2. The Board shall ensure that:

- 17.2.1 the Resolutions, Instructions, Directives, and Policies of the SRU are implemented in a timely and professional manner;
- 17.2.2 tasks allocated to any sub-committee of the SRU are being implemented and carried out in accordance with the instructions and directives of the SRU;
- 17.2.3 any service or work to be provided to the SRU by any person or body is so provided in accordance with the directions, requirements and standard specified by the SRU;
- 17.2.4 it liaises and coordinates with the Chief Executive Officer and/or sub-committee of the SRU the carrying out of any function, task report or work required by the SRU;
- 17.2.5 it regularly advises the SRU of the SRU's income, expenditure and financial position;
- 17.2.6 it advises the SRU on the progress of any task or duty directed by the SRU to be undertaken;
- 17.2.7 it advises the SRU on any matter that will affect the SRU;
- 17.2.8 it monitors and reports to the SRU on the status of budget expenditures contained in the annual budget of the SRU presented at its most recent Annual General Meeting;
- 17.2.9 it liaises with the Chief Executive Officer in implementing the decisions of the SRU; and
- 17.2.10 it facilitates the promotion and implementation of any of the objects of the SRU.

18 ACCOUNTABILITY OF THE BOARD

18.1 In carrying out its functions the Board shall report to and be accountable to the SRU Members.

19 CASUAL VACANCY, REMOVAL OF BOARD MEMBERS AND DISCLOSURE OF INTEREST

19.1 Casual Vacancy:

- 19.1.1 In the event of a vacancy occurring in the office of President then such vacancy shall be filled by the Vetting, Appointments and Remuneration Committee, and in the event that a vacancy occurs during the term in the office of Chair of the Board then such vacancy shall be filled by the Vice Chair. If the Vice Chair is unwilling to do so then the vacancy shall be dealt with by the Board.
- 19.1.2 If the office of any other Board member of the SRU becomes vacant from resignation or for any reason, but including for the avoidance of doubt loss of office under Clause 19.2.3, before the end of that Board member's term of office, then that vacancy shall be filled by the Vetting, Appointments and Remuneration Committee.
- 19.1.3 If the vacancy occurs within three months of the end of that Board member's or officer's term of office, the Board, may decide that the vacancy need not be filled; and
- 19.1.4 Any person nominated, recommended, appointed or elected under Clause 19.1.1 or 19.1.2 holds office for the period commencing on the date of appointment or election and ending at the expiration of the term of office of the person whose office became vacant.

19.2 Removal of Board Member or Officer:

- 19.2.1 Subject to an express Rule to the contrary, no Board member or officers shall be removed from office or suspended from office except by a not less than three quarters majority of votes recorded at a General Meeting. The Chief Executive Officer must give not less than fourteen (14) Days' notice, including the reasons therefore, to the member or officer concerned of the meeting at which a motion for removal from office is to be considered.
- (a) If an elected officer or member is removed from office under this Rule, the election of a new officer shall be resolved at the meeting at which a motion for removal from office is to be considered unless the Board decides to deal with the vacancy as stated under Clause 19.1.3.
 - (b) If an appointed Member is removed from office under this Rule, a new Member for the Board shall be appointed by the Vetting, Appointments and Remuneration Committee unless the Board decides to deal with the vacancy as stated under Clause 19.1.3.
- 19.2.2 The SRU may suspend for a period any officer or Board member who in the opinion of the SRU has failed to comply with the duties of an officer or Board member or whose conduct has been prejudicial to the interests of the SRU or Rugby.
- 19.2.3 Any officer or Board member absent without leave from three consecutive meetings of the SRU, or the Board whichever of these holds the meetings from which the Board member is so absent shall be deemed to have forfeited their position as a Board member and Clause 19.1 shall apply.
- 19.2.4 A Board member or officer is automatically removed from office if the officer or Board member;
- (a) is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order of the Supreme Court of Samoa.
 - (b) is a person who has been convicted of any offence and has been sentenced to a term of imprisonment of 1 year or more unless that person has obtained a pardon or has served the sentence or otherwise suffered the sentence imposed upon that person;
 - (c) is a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under Companies Act 1955 or any Act passed in substitution thereof; or,
 - (d) becomes mentally incapable as defined in the Mental Health Ordinance 1961 or other relevant law.

19.3 Duty of members or officers to disclose interest

- 19.3.1 Any officer or member of the Board or SRU who is directly or indirectly interested in any arrangement or agreement made or entered into, or proposed to be made or enter into, by the Board or SRU shall, as soon as possible after the relevant facts have come to their knowledge, disclose the nature of their interest at the meeting of either the SRU, or Board whichever one of these holds the meeting where the relevant arrangement or agreement is being discussed.
- 19.3.2 A disclosure under Clause 19.3.1 shall be recorded in the minutes of either the SRU, or Board whichever one of these holds the meeting relevant to this Rule, and the officer, Board member or SRU member :-

- (a) Shall not take part after the disclosure in any deliberation or decision of the SRU, or Board with respect to the arrangement or agreement; and
- (b) Shall be disregarded for the purposes of voting and constituting a quorum of either the SRU, or Board whichever is holding the meeting relevant to this Rule.

19.3.3 A failure to make such disclosure shall invalidate the Board's decision.

20 CHIEF EXECUTIVE OFFICER

- 20.1 The Board may from time to time appoint a Chief Executive Officer of the SRU for such period and on such terms as it thinks fit. The Board may from time to time, confer upon the Chief Executive Officer any of the Board's powers, upon such terms and conditions as the Board sees fit and may revoke or vary any or all of such powers.
- 20.2 The Chief Executive Officer shall be accountable to the SRU through the Board for the proper and efficient management of the affairs of the SRU and supervision of employees of the SRU.
- 20.3 The Chief Executive Officer shall have the power to hire, suspend, discipline and dismiss employees of the SRU.
- 20.4 The Chief Executive officer shall ensure that proper records of the SRU's property, records of Management of the Affairs of the SRU and accounting records of the SRU are properly kept.

21 REGULATION OF RUGBY

- 21.1 The representative uniform of the SRU shall be Royal Blue Jerseys, white shorts and Royal Blue and white stockings.
- 21.2 The Chief Executive Officer will:
 - (a) keep a register of the approved colours of an Affiliated Union;
 - (b) approve the colours to be worn by the representative team of an Affiliated Union. The Chief Executive Officer cannot approve colours for the representative team of an Affiliated Union which are in the same combination as the current colours registered on the register for any other Affiliated Union.
 - (c) give an affiliated Union alternative colours for a particular match if the approved and registered colours for that Affiliated Union for that match are in the reasonable opinion of the Chief Executive Officer confusingly similar to the colours of the other team playing in that match.
 - (d) ensure that no club or player shall knowingly play in any match with any suspended or expelled club or player and, in the case of a player, whether suspended or expelled from playing Rugby or suspended or expelled in relation to another sporting code.

22 ADJUDICATION BY THE SRU TO BE FINAL

- 22.1 All Members must recognise and acknowledge the SRU as having the final right to determine all disputes in relation to Rugby whether by way of appeal or otherwise.
- 22.2 In the event of an allegation of on or off field misconduct by a club, team, player or official, the following will apply:

- 22.2.1 The Affiliated Union under whose jurisdiction the club, team, player or official falls must hold an enquiry into the alleged misconduct whether the alleged misconduct occurred within its boundaries or otherwise. Such enquiry is to be held as soon as reasonably practicable after the alleged misconduct has been brought to the Affiliated Union's notice. The relevant club, team or individual have the right to be heard at the enquiry;
 - 22.2.2 If an Affiliated Union has passed a resolution sanctioning, (including suspending or disqualifying) any club, team, player or official for any reason whatsoever, the resolution must be reported to the Chief Executive Officer who must inform all other Affiliated Unions. Sanctions, including sanctions imposed by the SRU, operate in all Affiliated Unions from the date of receipt of advice thereof, whether or not the terms of the disqualification are in accord with the rules of any Affiliated Union;
 - 22.2.3 Any club, team, player or official sanctioned by an Affiliated Union has the right to appeal to the SRU within 10 Business Days of the passing of the resolution of sanction. Such appeal, accompanied by the deposit determined by the SRU, must be sent through the Affiliated Union to the Chief Executive Officer of the SRU to be determined by the Appeals Tribunal of the SRU.
 - 22.2.4 Pending decision of any appeal, a sanction, is operative;
 - 22.2.5 In the case of alleged misconduct by any team, player or official while under the direct control of the SRU, the SRU or its nominated committee or sub-committee must hold an enquiry and accord such punishment, if any, as it considers suitable. At its sole discretion the SRU may hold such an enquiry even if the team, player or official had not been under the direct control of the SRU. The decision of the SRU or its nominated committee or subcommittee at any such enquiry is binding on all Affiliated Unions unless varied by the Appeals Tribunal;
 - 22.2.6 If the SRU believes that any Affiliated Union has failed to make proper enquiry into any case of alleged misconduct or any matter likely to bring discredit upon Rugby or the SRU, it must require that Affiliated Union to hold an enquiry or to complete any enquiry already commenced and, failing compliance with the request, the SRU may take such action as it considers fit; and
 - 22.2.7 The Chief Executive Office must give not less than five (5) Business Days' notice to any Affiliated Union, team or individual of the date and place of the meeting at which any enquiry is to be held by the SRU and of the matters to be considered thereat. At any such enquiry, the Affiliated Union, team or individual concerned has the right to be heard.
- 22.3 Any SRU body that holds an adjudication shall ensure that the rules of natural justice are complied with in the proceedings and failure by any body holding an enquiry to comply with the rules of natural justice shall entitle any person charged or accused at such enquiry to a right of appeal.
- 22.4 All acts, duties or powers exercisable by the SRU under this rule shall be so exercised if exercised by the Board, Appeals Tribunal or such nominated committee or standing committee established by the SRU for purposes of this Rule and any decision made by the Board, Appeals Tribunal, Nominated Committee or Standing Committee under this Rule shall take effect as a decision under Clauses 4.2.3 or 15.1.2 (r) unless the SRU decides otherwise at an Annual Meeting.
- 22.5 Unless otherwise provided, all decisions may be reviewed by the Members in General Meeting and determination at such meeting shall be final (subject to any rule of law to the contrary).

23 COMMON SEAL

The Common Seal of the SRU shall be kept in the control of Chief Executive Officer and shall be affixed to any document or writing only by resolution of the Board in the presence and under the signatures of two members of such Board (as determined by the Board) and the Chief Executive Officer.

24 ALTERATION OF CONSTITUTION

- 24.1 The Constitution of the SRU shall not be altered, added to, or rescinded, except on a vote of a majority of not less than two-thirds of the voting members of the SRU present at any General Meeting duly convened for the purpose of considering such amendment.
- 24.2 Notice of any proposed alteration, addition or rescission must be given in writing to the Chief Executive Officer of the SRU at least twenty-one (21) days before the meeting at which it is intended to propose such alteration, addition or rescission.
- 24.3 At least fourteen (14) days' notice of such meeting shall be given by circular by the Chief Executive Officer of the SRU to all members of the SRU.
- 24.4 No business other than the proposed alteration, addition or rescission shall be transacted at a Special General Meeting proposed for that purpose.

25 STATUS OF THIS CONSTITUTION

This constitution supersedes and repeals all prior registered constitutions of the Samoa Rugby Football Union now amended and referred to as the Samoa Rugby Union or SRU.

26 WINDING UP

- 26.1 The SRU may be wound-up in the manner provided by the Act, or any Act passed in substitution therefore.
- 26.2 Upon the SRU being wound up, the surplus assets available after the payment of all liabilities shall be paid or transferred to either the Samoa Rugby Football Union Trust or the Samoa Sports Federation.
- 26.3 If at the time of the winding up of the SRU, both the Trust and the Samoa Sports Federation shall not be in existence, then the said surplus assets shall be applied to such object or objects as may be decided by a majority of votes of the members present at a special general meeting of the SRU.

SCHEDULE 1

Affiliated Unions of Upolu

1. Aana Rugby Union
2. Aana West Rugby Union
3. Aleipata Rugby Union
4. Anoamaa Rugby Union
5. Apia Rugby Union
6. Apia West Rugby Union
7. Atua i Saute Rugby Union
8. Falealii Rugby Union
9. Lefaga Rugby Union
10. Safata Rugby Union
11. Siumu Rugby Union
12. Tuamasaga Rugby Union

13. Samoa Schools Rugby Union
14. Samoa Women's Rugby Union
15. Samoa Referee's Association

Affiliated Unions of Savaii

1. Amoa Rugby Union
2. Faasaleleaga Rugby Union
3. Itu Asau Rugby Union
4. Itu o Tane Rugby Union
5. Palauli Rugby Union

SCHEDULE 2

Nomination, Election and Appointment of Board Members and Officers

1 Nomination of Elected Board Members and/or Appointed Board Members:

Nominations of candidates for election or appointment as Board Members must be:

- (a) received by the Chief Executive Officer not less than twenty-one (21) days before the date of the General Meeting at which the election of the Elected Board Member(s) is to be held;
- (b) accompanied by the written consent signed by the nominee; and
- (c) accompanied by a notice seconding the nomination in accordance with clause 2, or 3 (as applicable).

2 Nominations for Appointed Board Members:

Nominations of persons for appointment as Board Members may only be made by an Affiliated Union. Each nomination must be seconded by another Affiliated Union. The nomination must confirm that the nominee is, or will immediately be on appointment, and will continue to be (if appointed), Independent.

3 Nominations for Elected Board Member:

Nominations of persons for election as Elected Board Members may only be made by an Affiliated Union. Each nomination must be seconded by another Affiliated Union.

4 Application as Appointed Board Member:

A person who wishes to be appointed as an Appointed Board Member must:

- (a) set out the relevant experience and qualifications of the applicant; and
- (b) confirm that he or she is, or will immediately be on appointment, and will continue to be if appointed, Independent;
- (c) confirm that he or she will be able to, and will continue to, act and think independently of any particular stakeholder or stakeholders in Samoa Rugby, and in the best interests of rugby across all of Samoa; and
- (d) confirm that if appointed he or she will immediately notify the Board if he or she ceases to be Independent for any reason.

5 Referral to the Vetting, Appointments and Remuneration Committee:

The Chief Executive Officer will, immediately following the Annual General Meeting, refer all applications received in accordance with this Schedule to the Vetting, Appointments and Remuneration Committee.

6. Role of the Vetting, Appointments and Remuneration Committee:

The Vetting, Appointments and Remuneration Committee will:

- (a) consider the nominations for Appointed Board Members received from the Chief Executive Officer in accordance with clause 5; and

- (b) taking into account the matters set out in clauses 5 and 6 of Schedule 3, give written notice to the Chief Executive Officer not more than two weeks after the conclusion of the General Meeting at which the election of the Elected Board Members is to be held setting out the names of the persons it has appointed to the Appointed Board Member position/s (with immediate effect), being the nominees that it considers are the most suitable candidates to fill the Appointed Board Member vacancies;
- (c) In making its determination, in addition to any other requirements under this Constitution the Vetting, Appointments and Remuneration Committee shall ensure that whenever possible there will be not less than 3 women on the Board of Governors of the SRU.

7 Notification to Applicants:

As soon as practical after receiving notification of the Vetting, Appointments and Remuneration Committee's appointment to the Appointed Board Member position, the Chief Executive will notify the outcome to each nominee for appointment as an Appointed Board Member whether or not he or she has been successful in being appointed.

8 Decisions Final:

Decisions of the Vetting, Appointments and Remuneration Committee with regard to the appointee for each Appointed Board Member vacancy are final subject only to any appeal or review rights arising under the rules of natural justice.

9 Circulation of Nominations:

Not less than fourteen (14) days prior to the date of the General Meeting at which the election of the Elected Board Members will take place, the Chief Executive Officer will give written notice to all Members specifying the Nominated Candidates for each vacancy as an Elected Board Member, and the name of the persons nominated to fill any vacancy as an Appointed Board Member. At the same time, CEO will provide to all Members the following in relation to each Candidate for an elected or appointed position:

- (a) biographical information and work history using a template form populated by each Candidate;
- (b) a curriculum vitae prepared by each Candidate;

10 Re-election/re-appointment of Retiring Members:

Subject to the terms of this Constitution, retiring Board Members may stand for re-election and re-appointment.

11 Election of Elected Board Members:

At the General Meeting, the Affiliated Bodies will elect one person as an Elected Board Member for each Elected Board Member position that is vacant from the Nominated Candidates. If the number of Candidates for a position is equal to the number of vacancies no election will be required, and the Candidate/s will be deemed to have been elected.

12 **Wherever possible** at least one of the three (3) Affiliated Union elected Board members will be a woman

13 **Nominated Candidates for elected positions on the Board** may:

- (a) during the period between the nomination of the candidate and the Annual General Meeting, canvass members of the SRU in whichever manner they see fit;
- (b) address the Annual General Meeting for a period of not more than five (5) minutes each, provided however that they shall not be entitled to produce any additional written or visual information.

14 **Appointment of Appointed Board Members:**

Not more than two weeks after the date of the General Meeting at which the election of Elected Board Members was held, or, in the case of a casual vacancy of an Appointed Board Member, within such time period as the Vetting, Appointments and Remuneration Committee determines, the Vetting, Appointments and Remuneration Committee will appoint an Appointed Board Member to replace any vacancy on the Board created by the departure of a previous Appointed Board Member (if any). The person appointed as the Appointed Board Member will be the person who after considering the matters set out at clauses 5 and 6 of Schedule 3, the Vetting, Appointments and Remuneration Committee considers to be the most suitable candidate.

15 **Nomination for Two Categories:**

- 15.1 A person may be both a nominee for an Elected Board Member position and a nominee for an Appointed Board Member position at the same time.
- 15.2 A person cannot be both an Elected Board Member and an Appointed Board Member at the same time. If a person is elected they cannot also seek Appointment.

16 **Term:**

- 16.1 Subject to the terms of this Constitution, Board Members are elected and/or appointed:
 - (a) for a term commencing on the date of his or her election or appointment and ending on the conclusion of the Annual General Meeting in accordance with Clause 14.4 of this Constitution; and
 - (b) for a maximum of two consecutive terms in the same position.

17 **Extension of Maximum Number of Terms:**

- 17.1 Notwithstanding any provision in this Constitution to the contrary, a Board Member who has held office for two consecutive terms in the same position is eligible to be elected or appointed as a Board Member for one or more further terms if the Members are satisfied that exceptional circumstances warrant the election or appointment of the Board Member for a further term (including, without limitation, the appointment of the relevant Board Member as an officer of World Rugby). In the case of:
 - (a) the nomination of the Board Member to be an Elected Board Member or an Appointed Board Member, the Affiliated Body making the nomination must set out the exceptional circumstances that warrant the election or appointment of the relevant Board Member for a further term; and

- (b) a Board Member applying for appointment as an Appointed Board Member, the Vetting Appointments and Remuneration Committee must set out in writing the exceptional circumstances that warrant the appointment of the relevant Board Member for a further term.

17.2 If the elected Board member is seeking an exception to the limitation on term of office their application must be approved by not less than two-thirds of the members at the General Meeting immediately prior to the Election of Board members at the General Meeting.

17.3 If the appointed Board member is seeking an exception to the limitation on term of office, their application must be submitted in writing to the Vetting, Appointments and Remuneration Committee not less than 28 days prior to the Annual General Meeting. The Chief Executive Officer will circulate a summary of the Vetting, Appointments and Remuneration Committee's reasons for its decision to Members at the time of circulating the Appointments and Remuneration Committee's decision and the name of the Appointed Board Member.

18 Election of Board Members, Patron and Officers:

18.1 For any election of the Board Members, Patron or Officers:

- (a) the election will be by secret ballot;
- (b) each Member entitled to vote must vote for the full number of candidates required to fill each such available office in preferential order;
- (c) to be successful, a candidate must receive a simple majority of the votes cast using the preferential voting system; and for the purposes of such process:
- (d) if a single candidate receives the least number of votes in a ballot, that candidate will be removed from the list of eligible candidates for the next, and any subsequent, counting of the votes;
- (e) if two or more candidates receive the same lowest number of votes in the ballot then:
 - (i) if there are three or more other candidates remaining in the ballot, all of those candidates that received the lowest number of votes in the ballot will be removed from the list of eligible candidates for the next, and any subsequent, counting if necessary; or
 - (ii) if there are fewer than three other candidates remaining in the ballot, those remaining candidates will be deemed elected (subject to any provisions of this Constitution) and all other candidates remain eligible for the next re-holding of the ballot if necessary; and
- (f) the number of votes received by any candidate in any ballot will not be disclosed unless the Chair of the General Meeting considers it appropriate to do so in the circumstances.

19 Casual Vacancies

19.1 The Vetting, Appointments and Remuneration Committee shall fill vacancies as and when required under this Constitution.

SCHEDULE 3

Vetting, Appointments and Remuneration Committee (“VAR”)

1 Formation of Committee:

The Vetting, Appointments and Remuneration Committee:

- (a) must be constituted not less than 1 day prior to the date of the relevant Annual General Meeting; and
- (b) holds office until the formation of the new Vetting, Appointments and Remuneration Committee prior to the following Annual General Meeting.

2 Composition:

2.1 The Vetting, Appointments and Remuneration Committee shall consist of three (3) persons as follows:

- (a) The Chair of the SRU
- (b) one Affiliated Union representatives (who is not a member of the Samoa Rugby Union Board but is a President or Chair of an Affiliated Union),
- (c) one independent member (who is not a member of the SRU Board nor of an Affiliated Union Board)

2.2 The Vetting, Appointments and Remuneration Committee, excepting the Chair, shall be elected as follows:

- (i) the elections must be held no less than 7 days prior to the date of the relevant Annual General Meeting;
- (ii) Nominations for the Affiliated Union Representative and the Independent member may only be made by Affiliated Unions whereby the Proposer and Seconder are from different Affiliated Unions and must be lodged with the CEO not less than 21 days prior to the AGM
- (iii) Affiliated Unions will, when nominating candidates for Affiliated Union representative or Independent Member positions on the Vetting, Appointments and Remuneration Committee, consider the skills and experience that an Affiliated Union representative will have in order to fulfil the role;
- (iv) Nominees will be circulated to SRU members not less than 14 days prior to the Annual General Meeting. (v) Members entitled to vote at an Annual General Meeting shall lodge their votes with the CEO not less than 7 days prior to the Annual General Meeting The number of votes which an Affiliated Union is entitled to exercise in such election will be the same number of votes to which that Affiliated Union was entitled to exercise at the preceding General Meeting;
- (vi) A Preferential voting system will be used; and
- (vii) The results of the election shall be announced at the Annual General Meeting.

2.3 Term of Office

- (i) Members of the Vetting, Appointments and Remuneration Committee are elected for one year(ii) Affiliated Union and Independent Member representatives who have already served three one-year terms on the Vetting, Appointments and Remuneration Committee are not eligible to be elected.

- 2.4 At least one of the members of the Vetting, Appointments and Remuneration Committee must be a woman.
- 2.3 In the event that there is no-one available to fulfil position 2(b) above, then there shall be four Affiliated Union representatives.

3 Chair:

At its first meeting, the Vetting, Appointments and Remuneration Committee will elect the Chair of the Vetting, Appointments and Remuneration Committee. The Chair will have a deliberative vote and a casting vote.

4 Quorum:

A quorum for a meeting of the Appointments and Remuneration Committee is two members.

5 Role / Consideration:

In appointing Appointed SRU Board Members, the Vetting, Appointments and Remuneration Committee will have regard to:

- (a) the desirability of achieving an appropriate geographical spread on the Board;
- (b) gender and the need to reflect the whole of the Samoa Rugby Community generally;
- (c) the skills needed to enhance the decision making of the Board.

6 Skills and Competency Framework:

6.1 In appointing Board Members, the Vetting, Appointments and Remuneration Committee will use a Skills and Competencies Framework. The Skills and Competencies Framework will be updated annually by a committee comprising the Vetting, Appointments and Remuneration Committee Chair, the SRU Board Chair or nominee, and the SRU Chief Executive Officer, with such sub-committee to:

- (a) use such external support as it requires; and
- (b) take into account the particular needs of Samoa rugby at the time.

6.2 Following the annual review of the Skills and Competencies Framework, Affiliated Bodies will be sent a copy of the updated framework, with amendments highlighted.

7 REMUNERATION OF BOARD MEMBERS AND OFFICERS

7.1 Remuneration:

Subject to the maximum annual amount determined in accordance with clause 7.2 below, the VAR may authorise: (a) the payment of remuneration or the provision of other benefits by the SRU to:

- (i) a Board Member for services as a Board Member; or
- (ii) an Officer for services as an Officer; or
- (iii) a Board Member or an Officer in any other capacity; and

the SRU may enter into any contract to do so.

- 7.2 Maximum amount of remuneration: The annual amount of remuneration for Board Members and Officers must not exceed the maximum amount approved by an Ordinary Resolution at the preceding Annual General Meeting.
- 7.3 Expenses: Board Members and Officers may be reimbursed for reasonable travelling, accommodation and other expenses incurred in the course of performing duties or exercising powers in that person's capacity as a Board Member or Officer with the approval of the Board.

8 Procedures:

Except as otherwise provided in this Constitution, the Vetting, Appointments and Remuneration Committee will regulate its own procedure.

SCHEDULE 4:

Appeals Tribunal

1 Role:

Except where otherwise defined, the role of the Appeals Tribunal, is to:

- (a) In relation to Board decisions:
 - (i) review the process used by the Board to reach the decision to which an appeal relates;
 - (ii) determine whether there were procedural errors or flaws in the Board's decision-making process;
 - (iii) determine whether the Board's decision breached the principles of natural justice; and
 - (iv) determine whether, in law, it was not open to the Board to reach the decision reached by the Board or the decision was not one the Board, acting reasonably, could make.

- (b) In relation to all other matters act as a Tribunal of first instance such that the Appeal is in effect a new hearing.

2 Determination:

If the Appeals Tribunal reaches a determination under clause 1(a) (ii), (iii) or (iv) against the Board, the Appeals Tribunal may refer the matter back to the Board for further consideration, with such observations as the Appeals Tribunal may wish to make. In all other cases the determination of the Appeals Tribunal shall be final subject only to the matter being determined by the General Meeting of the SRU or in a Court of law where applicable.

3 Membership of Appeals Tribunal:

- (a) The Appeals Tribunal is comprised of three members, each of whom must be Independent;
- (b) the members must be persons who have demonstrated outstanding qualities as legal practitioners, business people or sports administrators, who are capable of operating as objective arbitrators and who have a high standing in rugby circles.

4 Disqualified persons:

The following persons are disqualified from being appointed or elected as a member of the Appeals Tribunal:

- (a) a person who is under 18 years of age;
- (b) an undischarged bankrupt;
- (c) a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three months or more unless that person has obtained a pardon;
- (d) a person who is prohibited from being a director, or promoter of, or being concerned or taking part in the management of a company;
- (e) a person who is mentally incapable as defined in the relevant Act; or
- (f) a person who is not Independent.

5 Member Ceasing to Hold Office:

The office of a member of the Appeals Tribunal will be vacated if the person holding that office:

- (a) resigns;
- (b) is removed from office by a Special Resolution;
- (c) becomes disqualified from being a member pursuant to clause 4 above;
- (d) dies; or
- (e) ceases to be Independent.

6 Term:

Subject to the terms of this Constitution, members of the Appeals Tribunal are elected:

- (a) for a term commencing on the date of the member's election and ending on the conclusion of the Annual General Meeting determined in accordance with clause 7; and
- (b) for a maximum of three consecutive terms.

7 Rotation:

At each Annual General Meeting, subject to clause 8:

- (a) the member of the Appeals Tribunal who has been in office for his or her current term the longest will retire; and,
- (b) in each case, subject to clause 6(b), any such member will be eligible for re-election.

8 Rotation order:

The order for retirement as between members of the Appeals Tribunal who have been in office for the same period will be determined by lots, unless otherwise resolved by the Appeals Tribunal.

9 Disqualification:

No person who is an employee or contractor of the SRU, a Board Member, an Officer or a member or officer of the management committee or board of any Affiliated Body or of an Associate Member of the SRU, may be a member of the Appeals Tribunal.

10 Election of Appeals Tribunal:

Members of the Appeals Tribunal will be elected at the Annual General Meeting from nominees who have been nominated by members of the SRU in writing and who have consented in writing to their nomination. The written nomination of any person to become a member of the Appeals Tribunal must be received by the Chief Executive Officer not less than twenty-one(21) days before the date of the Annual General Meeting and must be circulated to Members not less than fourteen (14) days before the date of that meeting. If the number of candidates is equal to, or less than, the number of vacancies, no election will be required and the candidate(s) will be deemed to have been elected.

11 Election Requirements:

Subject to clause 10, for any election to the Appeals Tribunal:

- (a) the election will be by secret ballot;
- (b) each Member entitled to vote must vote preferentially for the full number of candidates required to fill the positions available;
- (c) to be successful, a candidate must receive a majority of the votes cast; and
- (d) a preferential voting process shall be used to achieve the required majority, whereby the name of the candidate who received the least number of votes in the secret ballot will be removed from the list and such further counting will be conducted on this basis as is necessary to derive a valid outcome.

12 Chair and Deputy Chair:

The Appeals Tribunal will appoint its own Chair and Deputy Chair who will be responsible for the administration of matters referred to the Appeals Tribunal. For that purpose, the Chair or, if the Chair is absent, the Deputy Chair, may appoint from within its members a Chair to chair any particular hearing.

13 Casting Vote:

If there is an equality of votes on any matter, the Chair of the meeting or hearing (as the case may be) at which the matter arises has a casting vote.

14 Costs:

The Appeals Tribunal has no power to award costs against any party or parties to the appeal.

15 Procedures:

Except as otherwise provided in this Constitution, the Appeals Tribunal will regulate its own procedure.

16 Casual Vacancy:

In the event of a Casual Vacancy on the Appeals Tribunal, the Vetting, Appointments and Remuneration Committee shall appoint a replacement until the next Annual General Meeting. The Vetting, Appointments and Remuneration Committee shall use such process as it deems appropriate to select the replacement.