



Namibia Rugby®

CONSTITUTION

VERSION 2012

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1. INTERPRETATION CLAUSE

1.1 In this Constitution, unless the context indicates otherwise the following words and/or expressions shall have the following meaning:

AGM	The Annual General Meeting of the Council
Day	A period of twenty-four consecutive hours
CAR	The Confederation of African Rugby
Club	A rugby club affiliated into membership in terms of clause 10 of this constitution
Commission	The Namibia Sports Commission
Council	The Chairpersons or Presidents of the members affiliated to the NRU
Council Meeting	An AGM or Extra-Ordinary General Meeting
Board	The Board of the Union constituted in terms of clause 19 of this Constitution
Board Member	A member of the Board
Financial year	The period prescribed under Clause 27 of this Constitution
Honourary Member	A person granted membership as such by the Board with any designation which the Board

	may deem fit
IRB	The International Rugby Board
League	The number of clubs approved by the Board and playing rugby on an amateur or non-amateur basis
Member	A member of the Namibia Rugby Union in terms of Sections 9 and 10 of this Constitution
Month	A period of thirty consecutive days
NRU	The Namibia Rugby Union
Policy Manual	The NRU policy manual applicable in terms of the provisions of this Constitution
Prescribed	Determined by or under this Constitution
Region	Includes, the regions as determined by the Board from time to time in accordance with league fixtures and with regard to the election of Board Members
Rugby	The game specifically controlled by the IRB and as regulated by the Laws of the Game
Rugby season	The period of consecutive months as prescribed by the Board during which Union rugby is played.

Rules	The Rules and Regulations of the Union
Week	A period of seven consecutive days
1.2	In this Constitution the singular includes the plural and <i>vice versa</i> .
1.3	In this Constitution words importing the masculine gender shall include the feminine gender and <i>vice versa</i> .
1.4	The Rules shall be read with this Constitution and in the event of a conflict between the Rules, Policy Manual and the Constitution, the Constitution shall overrule.

2. NAME

The name of the Union is, the Namibia Rugby Union, (referred to as the “Union” or “NRU” or ‘Namibia Rugby’)

3 AREA OF JURISDICTION

This constitution shall be subject to the Laws of the Republic of Namibia the Constitution of the International Rugby Board and the Constitution of the Confederation of African Rugby.

3.1 The Union has jurisdiction within the territorial boundaries of Namibia as defined in Article 1 of the Namibian Constitution and in respect of the following rugby associated entities:

3.1.1 All clubs;

- 3.1.2 The Namibia Rugby Referee Society;
- 3.1.3 The Namibia Schools' Rugby Association;
- 3.1.4 The Namibia Rugby Supporters Association.
- 3.1.5 The Tertiary Institutions Sports Association of Namibia (TISAN)
- 3.1.6 The Namibia National Players Association

4. HEAD QUARTERS

The headquarters of the Union shall be located in Windhoek, but may be transferred to any other Town or City in Namibia by a decision of two thirds majority of the Members present and entitled to vote at a Council Meeting.

5. CORPORATE STATUS

- 5.1 The Union shall:
 - 5.1.1 be a voluntary association of rugby clubs and other members associated and/or affiliated to the NRU as set out in clause 3 of this Constitution;
 - 5.1.2 not be carried on for purpose of gain but may elect to register any other business entity and or Trusts for the promotion of the objectives for which it is established provided that these entities shall be subject to the laws of the Republic of Namibia.;

- 5.1.3 have perpetual succession notwithstanding any change in the number or identity of its members.
- 5.2 The income and assets of the Union shall be applied towards the promotion of the objectives for which it is established.
- 5.3 The financial liability of each Member towards the Union is limited to any unpaid subscription fees that may be owing by that Member.
- 5.4 The Union may sue or be sued in its own name.
- 5.5 The Union accepts no responsibility for any injury of any nature suffered by any player, referee, linesman, coach or spectator during any practice session, competition, tournament or match under the auspices of the Union.
- 5.6 Subject to the provisions of this constitution, each affiliation has complete control over its finances and the Union accepts no responsibility for the debts, liabilities or financial obligations entered into by such an affiliation.

6. COLOURS, LOGO AND OFFICIAL LANGUAGE

6.1 Colours of the National team's match dress

- 6.1.1 **Jersey:** National blue with colour variations according to the colours of the Namibian flag. The alternative jersey shall be white with colour variations according to colours of the Namibian Flag.
- 6.1.2 **Shorts:** Navy blue, White and or any colour variation according to the colours of the Namibian Flag
- 6.1.3 **Socks:** Navy blue White and or any colour variation according to

the colours of the Namibian Flag

6.2 **Logo of the Union**

- 6.2.1 The official logo of the Union shall be a green Welwitschia plant with a rugby ball in the middle on top drawn in the colours of the Namibian Flag. The words “Namibia Rugby” shall appear at the bottom of the Welwitschia and the font used shall be consistently used on all official business of the Union including but not limited to team apparel. A word(s) specifying the office of an official may appear at the bottom of the word “Namibia Rugby”.
- 6.2.2 The logo as specified in clause 6.2.1 above may be deviated from in instances where it is practically impossible to adhere to a strict compliance of the colour scheme as set out above, subject to approval of the Board.

6.3 **Logo on National team dress**

- 6.3.1 The official logo on the National Team dress shall be the logo of the Namibia National Sports Commission as prescribed from time to time.
- 6.3.2 The Union may elect to include the official logo of the Union on the shoulder of a jersey or on the shorts of the National Team match dress subject to approval of the Namibia National Sports Commission , IRB and CAR.

6.4 Non-Official Logo's and Slogans approved by the Board

- 6.4.1 The Board may from time to time approve logo's and or slogans for the Union which logo's and or slogans shall not be required to adhere to the strict specifications as set out in clause 6.2.1 and clause 6.2.2 ,if the Board in its discretion, deems this necessary for the purpose of creating awareness , developing and or uplifting the game of Rugby in Namibia.
- 6.4.2 The Board shall ensure that all logo's approved shall be properly documented and all records and or prints thereof are archived.
- 6.4.3 The Board shall not approve any logo or slogan where it is found to be in violation of the underlying principles contained in the Rules or the Policy Manual as applicable from time to time.

6.5 National Dress – Blazer and Tie

The national dress shall be the national dress prescribed by the Namibia National Sport Commission from time to time.

6.6 Official Language

The official language of the NRU shall be English.

7. AWARDING OF NATIONAL AND UNION COLOURS

- 7.1 National colours shall only be awarded by the Board subject to approval by the Namibia National Sports Commission.
- 7.2 Union colours shall only be awarded by the the Board.

7.3 The following persons will have the right to wear Union colours as described in clause 6:

- 7.3.1 a player who has represented the national team against another national team, provided that the Board has the discretion to decide the international status of the game; and
- 7.3.2 a player selected for a touring team outside the borders of the country, and any official accompanying the team will be considered as part of the team; and
- 7.3.3 a referee who acted as such in a test match against an international team.

7.4 The following persons will have the right to wear the blazer, tie and badge of the Union :

7.4.1 the President and Vice-President as soon as they are elected;

7.4.2 other Board Members

7.4.3 a player, coach, assistant coach and/or other official selected by the Board and accompanying a National Team to play one or more matches outside the borders of the country, excluding matches against provincial or regional teams in neighbouring countries, or a player who has represented the Union in a National team for three or more matches, provided that the Board may decide which games will be valid for such qualification.

7.4.4 any referee who has officiated as such in a test against an international team;

- 7.4.5 any referee that has officiated as such in three (3) or more matches in which a National Team was involved and where the Union has decided that such matches will be valid for qualification for colours; and
- 7.4.6 a person who, by a decision of the Board, on merit or in an honorary capacity, deserves Union Colours.

7.5 In all cases where colours are awarded to players the symbol of the team and in the case of referees the word “Referee” will appear below the badge. In any other case the Board may decide on an inscription.

7.6 The Board will have the power to withdraw the right, on reasonable grounds, to wear its colours.

7.7 Honourary Colours will be awarded by the Board as follows:

- 7.7.1 to any person who according to the Board has made a notable contribution to the promotion of rugby.
- 7.7.2 to any person, including a player or referee who, by decision of the Board on merit or in a honourary capacity, deserves Honourary Colours.

7.8 The Union has the right to place the names of the following persons on a roll of honour:

- 7.8.1 the name of any person who has been awarded honourary colours as contemplated in clause 7.7.

- 7.8.2 the names of founding members; and
- 7.8.3 the names of any person upon whom the Union wants to bestow special honours.

7.9 The awarding of Union colours and recommendation for National colours is decided upon by the Board .

8. AIMS AND OBJECTIVES AND POWERS

8.1 AIMS AND OBJECTS

The aims and objects of the Union are:

- 8.1.1 to promote the game of rugby in Namibia in any manner which in the opinion of the Union or its Board is appropriate;
- 8.1.2 to promote friendly relations amongst the Members, their affiliates, officials, players and supporters by promoting rugby matches at all levels and by supporting Members or their affiliates in a manner the Union deems appropriate;
- 8.1.3 to provide facilities and equipment for the development of rugby skills for all players in Namibia;
- 8.1.4 to develop and encourage a spirit of sportsmanship, fair-play and co-operation amongst the players;
- 8.1.5 to develop the game of rugby in all regions of the country in order for rugby to have a national character and to be representative of the Namibian society;

- 8.1.6 to ensure that the composition of the organs of the Union is a true representation of the demographics of the Namibian society.
- 8.1.7 to adhere to any additional objectives as prescribed by the NRU Board, and as contained in the NRU Policy Manual from time to time.

8.2 **POWERS**

The Union has the following powers:

- 8.2.1 to arrange and hold rugby matches, competitions, contests, displays and exhibitions;
- 8.2.2 to convene and arrange social functions and activities;
- 8.2.3 to control every type of rugby by taking any measures which the Union deems appropriate and to prevent the introduction of any improper method or practice in the game of rugby and to protect it from abuses;
- 8.2.4 to prevent and prohibit discrimination against any Member or individual on the ground of race, culture, gender, religion, politics or creed;
- 8.2.5 to provide, by means of rules and regulations, principles for the settling of any difference or disputes that may arise between or among the Union and its Members, or Members and their affiliates, clubs and their players or Members, affiliates, clubs, players and spectators;
- 8.2.6 to accept donations, grants and bequests;

- 8.2.7 to determine and collect fees from Members;
- 8.2.8 to purchase, hire, or acquire in any manner movable or immovable property, which may be deemed necessary or convenient for any purpose of the Union;
- 8.2.9 to sell, manage, let, hire, or otherwise deal with all or any part of the Union's property;
- 8.2.10 to borrow or raise money and secure the payment of the money raised or borrowed in such manner as the Union deems appropriate, except that where the payment of money borrowed is to be secured by immovable property this power may not be exercised without the prior approval by two third majority of the Members present and entitled to vote at an AGM or Extra-Ordinary GM;
- 8.2.11 to invest any moneys of the Union not immediately required for any particular purpose in such manner as the Union's Board may determine;
- 8.2.12 to pay remuneration for any services rendered to it or on its behalf by any person or body corporate and whether rendered on a full-time, part-time, casual or other basis;
- 8.2.13 to incorporate or form a company, close corporation or body corporate or trust for purposes of raising funds and managing the Union's assets;
- 8.2.14 to take any disciplinary action against any Member, individual, employee or affiliate who contravenes this Constitution, NRU Policy Manual, Rules and Regulations of the NRU, or the

Statutes or Rules and Regulations of IRB or such other body of which the Union is a member;.

8.2.15 to undertake any acts that may be conducive to the attainment of the objectives of the Union.

9. CLASSES OF MEMBERS AND QUALIFICATIONS FOR MEMBERSHIP

9.1 The Union has the following classes of members:

9.1.1 associated members;

9.1.2 honorary members; and

9.1.3 affiliated members.

9.2 The AGM, on the recommendation of the Board may:

9.2.1 grant honorary membership to a person who has rendered a meritorious service to the Union;

9.2.2 grant associate membership to a body or organisation.

9.3 An associate or honorary member may attend Council Meetings of the Union and may participate in the discussion at Council Meetings, but may not vote at Council Meetings.

10. ADMISSION OF MEMBERS

- 10.1 A body or organisation, which seeks admission as a member of the Union, shall apply in writing to the CEO.
- 10.2 The application for membership shall contain information as set out in form 1 in Schedule I and shall be subject to an undertaking to:
 - 10.2.1 adhere, abide and conform to the Constitution of the NRU, the NRU Policy Manual, Rules and Regulations of the NRU, the Standing Orders of the Union, the Statutes of the IRB, and such other body of which the Union is a member;
 - 10.2.2 observe the Laws of the Game in force with the Union.
- 10.3 The Constitution and Bye-Laws or Regulations and club colours of the applicant and the prescribed application fee shall accompany the application for membership.
- 10.4 The Board may grant provisional membership subject to the conditions of clause 11, which application shall be submitted to the next AGM of the Union for ratification.

11. PROCEDURES FOR CONSIDERATION OF APPLICATION AND CONSEQUENCES OF MEMBERSHIP

- 11.1 During the AGM session at which an applicant's application for membership is considered, the applicant body or organisation may through its delegates address the AGM in support of its application.
- 11.2 The delegates mentioned in clause 11.1 must, however, leave the

meeting, whilst the application is being considered and voted upon.

- 11.3 Where the application is ratified or accepted the delegates mentioned in clause 11.2 shall be re admitted to the AGM session and shall immediately be allowed to take part in the remaining work of the AGM.
- 11.4 A body or organisation, which has been granted membership, must not later than thirty days from the date of its admission as member, whether provisional as provided for in clause 10.4 or, otherwise, pay the annual subscription fees as prescribed.

12. CESSATION OF MEMBERSHIP

- 12.1 A Member ceases to be Member of the Union:

- 12.1.1 if the member is not confirmed by simple majority vote at an Annual General Meeting as contemplated in clause 11.3;
 - 12.1.2. if it resigns in writing to the CEO of the Union and the resignation is accepted by the Board; or
 - 12.1.3 if its membership is cancelled or terminated by the Union in terms of clause 12.2.
- 12.2 The Board may suspend or terminate the membership of any Member, who is found guilty of contravening this Constitution, the NRU Policy Manual, the Rules and Regulations of the NRU, the Statutes of the IRB or such body of which the Union is a member, but the suspension or termination shall be submitted to the AGM for a final decision.

- 12.3 Where a Member ceases to be a member of the Union as contemplated in clause 12.1, that Member shall remain liable for any fees or balance

thereof that may be outstanding at the date on which its membership so ceases.

13. ORGANS OF THE UNION

13.1 The Union shall consist of the following organs:

- 13.1.1 The **Council** which shall be the highest authority of the NRU with its role as defined in the NRU Policy Manual as applicable from time to time.
- 13.1.2 The **Board** which shall be responsible for the policies, and the appointment of the the Executive Body of the Union; as defined more fully in the Policy Manual as applicable from time to time.
- 13.1.3 **Sub-committees** established by the Board in terms of clause 29 which composition, duties, functions and powers shall be determined by the Board, in terms of the NRU Policy Manual and or by the Rules and Regulations.
- 13.1.4 The **Executive Body** which shall be the administrative body of the Union responsible for the management of the NRU and the implemtation of policy directives from the Board as defined more fully in the NRU Policy Manual as applicable from time to time.

14. COUNCIL MEETINGS

14.1 All Council meetings shall be held in Windhoek or any such place as may be determined by the Board .

- 14.2 All affiliated members, who are fully paid up, shall be entitled to attend and vote at any Council Meeting and shall have one vote.
- 14.3 All fully paid up and affiliated members shall have the right to appoint proxies to attend and vote on their behalf at any Council Meeting. The appointment of a proxy shall be made on a form provided by the Union with the Notice of an Extra-Ordinary Meeting, or second notice of an Annual General Meeting. The proxy form must be duly completed by such member and endorsed by the Chairman and Secretary of such member.
- 14.4 With the Notice of every Council Meeting, each member shall be sent an admission card and a voting instruction paper. These documents, which shall be produced both to gain admission to a Meeting and when a vote is taken, shall be in possession of every person attending a Council Meeting, duly completed as follows:-
 - 14.4.1 In the case of an individual Member who is not a nominee, his admission card and voting instruction paper;
 - 14.4.2 In the case of a proxy, the admission card, the proxy form and the voting instruction paper.
 - 14.4.3 All questions as to the validity of admission cards, proxy forms and voting instructions papers shall be determined by the Chairman of the Meeting.
- 14.5 Failure to complete any document or to produce same at a Council Meeting shall invalidate the right of the person concerned to cast a vote.

- 14.6 The procedure for the casting of a vote, either by show of hands or by ballot, shall be determined by the Chairman of the Meeting.
- 14.7 The quorum at any Council Meeting shall be fifty percent plus one of the Members affiliated and eligible to vote in person or by proxy. If no quorum is present at the Meeting within fifteen minutes after the time scheduled for the Meeting the Meeting shall be adjourned to a future date not later than fourteen days from the date of the adjourned Meeting and the Members then present shall constitute a quorum.
- 14.8 A special resolution shall require a majority of at least two-thirds of the votes recorded.
- 14.10 A Council Meeting of the Union may review, approve or amend any decision of the Executive Body, but no such decision of the Council Meeting shall invalidate any decision or action taken by the Executive Body in accordance with this Constitution.

15. ANNUAL GENERAL MEETINGS

- 15.1 Annual General Meetings shall be held not later than three months after financial year end of the Union, for the transaction of the following business:-
 - 15.1.1 To consider and approve (with or without amendments) the minutes of the previous AGM and/or previous Extra-Ordinary General Meeting.
 - 15.1.2 To receive and consider a report from the Board.
 - 15.1.3 To receive and approve a Financial Statement for the

preceding financial year ended on the 31stDecember .

- 15.1.4 To appoint the Auditors for the ensuing year.
- 15.1.5 To consider any other business of the Union, including any questions of which due notice shall have been given as contemplated in clause 15.4.
- 15.1.6 To consider and pass with or without modification, any amendments to the Constitution, the Policy Manual and the Rules and Regulations of which due notice shall have been given as contemplated in clause 15.4 and/or 32.3.
- 15.1.7 To hear any other relevant matter for the consideration of the Board-for the ensuing year.
- 15.1.8 To appoint the President, Vice-President and Members of the Board.

15.2 Notice of every Annual General Meeting stating the date, time and venue of such Meeting shall be given to all the Members as follows:-

- 15.2.1 A First Notice calling an Annual General Meeting shall be sent not later than 45 (forty five) days prior to the date of such meeting and shall contain an agenda of all such matters specified in clause 15.1, together with a list of the Members of the Union of the ensuing year. None of the documents specified in 15.1 need accompany a first notice.
- 15.2.2 A Second Notice calling an Annual General Meeting shall be sent not later than 21 (twenty one) days prior to the date of

the Meeting containing the final agenda together with a copy of the Union's Financial Statement for the year ended on the preceding 31st December and the documents specified in clause 15.1 including the nominations for President, Vice – President and other Board Members in the event of an elective AGM, and the proposal specified in clauses 15.4.1 and 15.4.2.

15.3 The election of the President, Vice-President and other Members of the Board shall be subject to the following provisions:-

- 15.3.1 Any member shall have the right to make nominations with the written consent of the candidate. Such nominations shall be accompanied by a curriculum vitae and proof of citizenship of the candidate and must reach the Chief Executive Officer in writing by not later than 7 (seven) days before the second notice has to be issued as directed in clause 15.2.2 .
- 15.3.2 The election of the President and Vice-President shall be decided by a majority of votes recorded.
- 15.3.3 The other Board Members shall be elected and appointed as defined in terms of the NRU Policy Manual as applicable from time to time.
- 15.3.4 If after the issue of the Second Notice calling for an Annual General Meeting and before the date thereof an individual nominated under clause 15.3.1 to hold office becomes unable to serve and if there is no other nomination the Members present shall have the power to submit another nomination for consideration at the Meeting.

15.4 Proposals for amendments to the Rules and Regulations or for any other motion to be submitted to the Annual General Meeting shall be subject to the following provisions:-

15.4.1 Any proposal made by a Member shall be submitted in writing to the Chief Executive Officer not later than 7 (seven) days before the Second Notice preceding an Annual General Meeting duly proposed by one Member and seconded by another and signed by both.

15.4.2 Copies of such proposals together with any amendments thereof (if any) shall be sent to all the Members together with the Second Notice calling for an Annual General Meeting.

16. **EXTRA-ORDINARY GENERAL MEETINGS**

16.1 The Board may, at any time, convene an Extra-Ordinary General Meeting by giving to all affiliated Members at least 30 (thirty) days' written notice thereof stating the date, time and venue thereof and the resolution or resolutions to be moved or any other business to be transacted thereat.

16.1.1 Amendments to any rule, regulation or resolution proposed by the Board shall be received in writing by the Chief Executive Officer duly proposed and seconded and signed within 14 (fourteen) days from the date of the notice but excluding the date of the notice.

16.1.2 On the expiry of the 14 (fourteen) days provided for the submission of amendments the Chief Executive Officer shall send to all Members not later than 1 (one) week prior to the

date of the Meeting a second notice of the Meeting stating the amendments submitted by Members. If there are no amendments the Chief Executive Officer shall not be required to send a Second Notice.

- 16.2 The Executive Body shall convene an Extra-Ordinary General Meeting on receipt by the Chief Executive Officer of a written requisition to do so, duly signed by not less than two-thirds of the Members in the same manner as is prescribed in clause 16.1. Each requisition shall clearly state the specific resolution to be moved.
 - 16.2.1 A First Notice of such a Meeting stating the date, time and venue thereof and the specific resolution to be moved thereat shall be sent to all members by the Chief Executive Officer within 7 (seven) days of receipt of the requisition.
 - 16.2.2 Amendments to such resolutions shall be submitted in writing to the Chief Executive Officer duly proposed and seconded by members in the same manner as is prescribed in clause 16.1.1 within 7 (seven) days from the date of the First Notice.
 - 16.2.3 On the expiry of the 7 (seven) days provided for the submission of amendments the Chief executive Officer shall forthwith send to all Members a Second Notice of the Meeting stating the amendments submitted by Members and the Executive Body. If there are no amendments the Chief Executive Officer shall not be required to send a Second Notice.

17. VOTING RIGHTS

Only affiliated members whose membership fees are fully paid up shall have voting rights.

18. RULES AND REGULATIONS

Rules and/or Regulation shall only be made, amended or rescinded by a special resolution passed at an Annual General Meeting in accordance with clause 15.4 or at a an Extra-ordinary General Meeting convened by the Board in accordance with clause 16.1.

19. THE BOARD

19.1 Subject to the powers of the AGM, the management and control of the affairs of the Union shall vest in the Board which shall have full power and authority on behalf of the AGM to do any act, matter or thing which would or might be done by the Union, except such matters as are in this Constitution specially reserved to be dealt with at a Council Meeting of the Union.

19.2 The NRU Board shall consist of:

19.2.1 The President;

19.2.2 A Vice-President; and

19.2.3 Three Board Members from the Central Region and One Board Member, each from the Northern, Western, and Southern Regions from affiliated clubs of the NRU.

- 19.2.4 The Chairperson of the Namibia Rugby Referee Society (NRRS)
- 19.2.5 Namibia National Players Representatives (NNPR)
- 19.2.6 Namibia Secondary School Rugby Representatives (NSSR)
- 19.2.7 Tertiary Institutions Sports Associations of Namibia (TISAN)
- 19.2.8 at least two additional appointed Members, which members will be appointed by the Board of the NRU to fulfill specialists requirements to improve the functioning of the NRU and its Board.

19.3 The term of office of the NRU Board shall be a period of two years, and further subject to the following conditions:

- 19.3.1 The Board Member is not found guilty of contravening the NRU Constitution, its applicable Rules and Regulations as well as the NRU Policy Manual as applicable from time to time.
- 19.3.2 The Board Member is not found guilty of contravening any provision of the IRB Statutes, Rules and Regulations.
- 19.3.3 The Board Member is not found guilty of contravening any Statutes and/or Rules and Regulations of any Sports Body to which the NRU is a member.
- 19.3.4 The Board Member is not found guilty of contravening any Statute, Rule and Regulation made applicable under the

Sports Act, 2003 of Namibia.

- 19.4 Upon the expiry of the period referred to in clause 19.3 the elected members of the Board shall automatically retire from office but shall be eligible for re-election to the Board, but no person shall hold the same office for more than three (3) consecutive two (2) year terms.
- 19.5 A person may not hold office as a member of the NRU Board if such a person:
 - 19.5.1 is not a Namibian citizen
 - 19.5.2 is a member of the National Assembly, Regional Council or a Local Authority Council; or
 - 19.5.3 is a unrehabilitated insolvent.
- 19.6 Any person who is elected as President, Vice-President, or member of the Board shall not serve on the Executive Body of any club or Member of the Union or other sporting code.

20. POWERS OF THE NRU BOARD

- 20.1 In addition to the powers conferred on the NRU Board by clause 19.1 and without limiting such powers the Board :
 - 20.1.1 shall consider applications for affiliation to the Union and provisionally approve, reject or refer such application back to the applicant with recommendations for further consideration:
 - 20.1.2 may establish such sub-committees, as it deems appropriate and determine functions and activities of such sub-

committees and may delegate its powers to such sub-committees however, shall ensure that the sub-committees so established shall be established in accordance with the provisions of the NRU Policy Manual as applicable from time to time;

20.1.3 shall appoint the CEO of the NRU who in turn , shall have the authority to appoint any other employee of the NRU for permanent, temporary or special services as he/she deems necessary and to determine the conditions of service of such employee(s) of the Union subject to the approval of the Board.

20.1.4 may execute in the name of the Union any contract or agreement, but a contract or agreement for the purchase or alienation of any immovable property must first be approved or ratified at an AGM or Extra-Ordinary GM of the Union;

20.1.5 may organise fundraising activities, solicit sponsorship for any competition, tournament organised by the Union or league;

20.1.6 may refer any claim or demand by or against the Union to arbitration and to perform or refuse to perform the award;

20.1.7 shall discipline any member or individual in accordance with the procedure of this Constitution or laid down by or under it;

20.1.8 may subject to this Constitution make, vary, amend or repeal the Rules for the regulation and orderly conduct of Union Rugby in Namibia;

- 20.1.9 shall appoint referees;
- 20.1.10 shall appoint a national coach and may appoint other coaches;
- 20.1.11 shall appoint the team manager;
- 20.1.12 shall execute the policies and guidelines of the AGM;
- 20.1.13 shall comply with the laws of the Republic of Namibia.
- 20.1.14 may with the concurrence of the Audit Sub-Committee approve such allowances to office bearers as it deems appropriate.

21. MEETINGS, QUORUM, DECISIONS OF THE BOARD

- 21.1 The Board may:
 - 21.1.1 meet, adjourn and otherwise regulate its meetings as it deems appropriate, but the Board shall meet at least once a month;
 - 21.1.2 determine what notice is to be given of their meetings and the means of giving that notice;
 - 21.1.3 make any other regulations to regulate the conduct and proceedings at its meeting.

- 21.2 If at any Board meeting the President is not present then the Vice-President shall preside at that meeting and if both the President and the Vice-President are absent at a meeting of the Board then the members present may elect one of the board members to be chairperson of the meeting.
- 21.3 The quorum at a meeting of the Board shall be seven members of the Board and the decision of the majority members present shall be the decision of the Board
- 21.4 Each member of the Board shall have one vote and the President /Chairperson shall, in addition to his or her deliberative vote, have a casting vote.
- 21.5 The Board shall keep or cause a record to be kept of all the resolutions passed at meetings of the Board, and shall ensure that all such resolutions are entered in one or more minute book provided for that purpose.
- 21.6 Any record or an extract from the record kept in terms of clause 21.5 shall be prima facie evidence of the matter stated therein if it is signed by the chairperson of that meeting and the CEO or any other person who acted as secretary for that meeting.

22. VACATION OF OFFICE

- 22.1 Any member of the Board who absents himself or herself without leave of the Board from three consecutive meetings held over a period of three consecutive months of which due notice was given shall cease to be a member of the Board.

22.2 Any member of the Board:

- 22.2.1 who resigns his or her office by notice in writing to the CEO,
- 22.2.2 who is found guilty of having violated any material provision of this Constitution as read with the Rules and Regulations and or the Policy Manual as applicable from time to time,
- 22.2.3 who ceases to meet the necessary criteria as contemplated in clause 19.5,
- 22.2.4 who by majority decision of the members of the NRU Council at a Council Meeting is removed from the Board,

shall cease to be a member of the Board.

22.3 Any vacancy of the Board shall be filled by an Extra-Ordinary Meeting, called by the Board within 14 (fourteen) days after such vacancy arise.

23. POWERS, DUTIES AND FUNCTIONS OF PRESIDENT AND VICE-PRESIDENT

23.1 The President and Vice-President of the Union shall have the following functions, powers and duties:

- 23.1.1 to preside at the AGM, Extra-Ordinary GM of the Union and the meetings of the Board;
- 23.1.2 to, jointly with the CEO sign all documents binding or purporting to bind the Union;

- 23.1.3 to represent the Union at any forum, meeting or other gathering;
- 23.1.4 in the absence of the CEO, counter-sign the cheques of the Union;
- 23.1.5 in the absence of the CEO, be responsible for the general running, management and wellbeing of the Union.

23.2 When the President is absent or unavailable the Vice-President shall act in his stead.

23.3 The President and Vice-President may delegate the authority given to him/her in terms of this Constitution , Rules and Regulations and the Policy Manual, but remains accountable for its use despite having delegated same.

24. INDEMNITY

Every officer, employee or officials of the Union shall be indemnified by the Union against all costs, losses and expenses which the officer, employee or official may incur or become liable for by reason of any act or omission by the officer, employee or official as such in the discharge of his or her duties except where the loss in question is caused by the officer's, employee's or official's gross negligence, default, breach of duty or breach of trust.

25. THE EXECUTIVE BODY

25.1 The Executive Body of the Union shall be responsible for the management of the NRU and the implementation of policy directives from the Board. It is also the administrative organ of the Union, and its duties are mainly

administrative and operational.

- 25.2 The Executive Body shall be headed by the CEO who shall be the Chief Executive Officer of the Union and shall be accountable to the Board.
- 25.3 The CEO shall be an employee of the Union appointed, on the basis of a fixed term contract of service, by the Board in accordance with this Constitution, the Rules and Regulations and the Policy Manual as applicable from time to time.

26. QUALIFICATIONS, DUTIES, FUNCTIONS AND POWERS OF CEO

- 26.1 No person shall be appointed to the position of CEO unless he or she:
 - 26.1.1 possesses an appropriate qualification and three years' experience in the field of administration or management.
 - 26.1.2 is not under any disqualification contemplated in clause 19.5 of this Constitution.
 - 26.1.3 within the period of 10 years before the date of the proposed appointment, has been convicted of an offence of which dishonesty is an element and sentenced to a period of imprisonment without the option of a fine.
- 26.2 Without derogating from the generality of the functions of the CEO, the CEO shall:
 - 26.2.1 be the accounting officer of the Union and shall be charged with the responsibility of accounting for all the moneys received and for all the payments made by the Union;

- 26.2.2 be responsible for all the correspondence of the Union;
- 26.2.3 be responsible for the keeping and production of the minutes of any Council Meeting, meeting of the Board and meetings of any standing sub-committee established by the Board;
- 26.2.4 be responsible for the execution of the decisions taken at any Council Meeting or meetings of the Board;
- 26.2.5 be responsible for the structuring and shall recommend to the Board the staffing of the Executive Body;
- 26.2.6 together with the President or any other member of the Board nominated by it, sign all documents authorising expenditure, and instruments of payment;
- 26.2.7 perform all other functions as may be designated to him or her by the Board;
- 26.2.8 be an ex officio member of the Board and any sub-committee established under this Constitution.
- 26.2.9 be responsible for and keep all financial records of the Union;
- 26.2.10 keep a list of and check on all assets of the Union;
- 26.2.11 keep detailed records of the financial position of the Union, including books of accounts, ledgers, vouchers, receipts books and all records relating to or connected with finances

of the Union;

26.2.12 report at least monthly to the Board the financial position of the Union;

26.2.13 present financial statements to the Board for audit;

26.2.14 prepare and submit draft estimates for the ensuing year to the Board for approval;

26.2.15 not spend or authorise the expenditure of any amount not authorised by the estimated budget, which may be amended from time to time;

26.2.16 make written recommendations to the Board and NRU Council at an AGM regarding assets of the Union;

26.2.17 ensure that all gate-takings accruing from competitions organised by the Union and played at the National Stadium or any stadium determined by the Board shall be received by the Union subject to agreements reached between the Board and any other legal entity in charge of such a stadium;

26.2.18 do all such acts as will be conducive to the safe-keeping of monies and preservation of the assets of the Union.

26.2.19 Ensure that all records of transactions are annually audited and presented to the AGM.

26.3 The CEO may with the approval in writing of the Board assign any of the functions conferred on him or her by this Constitution, the Rules and

Regulations and the Policy Manual as applicable from time to time, to any other employee of the Union.

27. FINANCES

- 27.1 The financial year of the Union shall commence on the 1st of January and end on the 31st December for the year under review.
- 27.2 Every Member shall pay a standard annual subscription as may be prescribed by the Board from time to time;
- 27.3 A Member who has not paid its subscription by the date prescribed by the Board shall lose all its rights and privileges under this Constitution, the Rules and Regulations and the Policy Manual .
- 27.4 The Board shall make a determination of whether a member shall regain rights and privileges after it pays the subscription fees provided also that the Board will take into consideration whether the member has adhered to fixtures for the year preceding and, the members conduct in general during the year. The decision of the Board in this regard shall be final and binding.

28 COMPETITIONS

- 28.1 The Union shall be responsible and has the sole right to organize National Tournaments, the venue of which shall be selected by the Board so that these contests shall be staged successively in different regions on condition that the region selected is in a position to ensure that it will organize the tournament according to the rules and financial regulations of

the tournament.

- 28.2 Competitions or tournaments between or amongst clubs, which are affiliated to the Union, must be approved by the Board or any such body approved by the Union before such competitions or tournaments take place.
- 28.3 The Union shall inform the IRB of any international match or tournament, which is to take place within the Union's area of jurisdiction.
- 28.4 Any club which wishes to organise a tournament or competition under this Constitution shall first apply for consent to the Board which the Board shall not unreasonably withhold.

29 STANDING SUB- COMMITTEES

- 29.1 The Union, through the Board, shall establish the following sub-committees, as contained in the Policy Manual including but not limited to the following:
 - 29.1.1 Governance Sub-Committee;
 - 29.1.2 Audit Sub-Committee;
 - 29.1.3 Protocol Sub-Committee;
 - 29.1.4 Rugby Sub-Committee;
- 29.2 The term of office of the members of any sub-committee, shall be one year, and each member is eligible for re-appointment.

29.3 The functions, duties and powers of any sub-committee established by the Board shall be determined by the Board in terms of the Rules and Regulations and the Policy Manual as applicable from time to time.

30. DISPUTES

30.1 The procedures for setting up the Arbitration Tribunal shall be prescribed by the Board in terms of the Rules and Regulations and the Policy Manual, but where a member or more are in disagreement with regard to the appointment of an arbitrator or arbitrators, or if the arbitration involves the Union or the Board, the Board shall refer the question of appointing an arbitrator or arbitrators to the National Sports Commission whose decision shall be final.

30.2 Members shall adhere strictly to the decisions of the Union or the arbitrators selected and appointed under this clause and where the decision concerns an affiliate, the club or organisation to which the affiliate belongs shall take the necessary steps to ensure that the decisions are observed and complied with.

31. MOTION OF NO-CONFIDENCE

31.1 If a Council Meeting, by a vote supported by two-thirds of the Members entitled to vote, passes a motion of no-confidence in the Board or specific Board Members , excluding the President, the President must convene an Extra-Ordinary General meeting in terms of clause 16.1 for the reconstitution of the Board.

31.2 If the Council Meeting, by a vote supported by two-thirds of the Members entitled to vote, passes a motion of no-confidence in the President, then

the President, Vice-President and the whole Board shall cease to hold office in which instance the Council shall convene a Extra-Ordinary General Meeting for the re-constitution and or election of the Board.

32. AMENDMENT TO THE CONSTITUTION

- 32.1 This Constitution shall only be amended at a Council Meeting of the Union.
- 32.2 An amendment to this Constitution shall only be effected by at least a two third majority of the Members who are present and entitled to vote provided that a quorum is reached as per clause 14.7 .
- 32.3 A proposal to amend this Constitution must be in writing and send to the CEO, at least 28- (twenty-eight-) days before the date fixed for the AGM or Extra-Ordinary Meeting at which the proposal is to be considered, duly signed and seconded by at least one Member.
- 32.4 The CEO shall, upon receipt of a proposed amendment to this Constitution, circulate such a proposal in accordance with clause 15 or clause 16.
- 32.5 An amendment to this Constitution shall come into effect immediately after the adoption of the amendment by the AGM or Extra-Ordinary GM.

33. DISSOLUTION

- 33.1 The Union may be dissolved by a resolution passed at a Council Meeting called for that purpose but that resolution must be passed by three fourths majority of the Members present and entitled to vote, and further, the

resolution must be confirmed by a two thirds majority of the members present and entitled to vote at an Extra-Ordinary GM held not less than four months after the AGM or Extra Ordinary GM at which the resolution was first adopted.

- 33.2 Where the Union is dissolved in accordance with clause 33.1, the assets of the Union shall not be distributed amongst the Members, but shall be transferred to the National Sports Commission, which shall invest such assets as it deems appropriate until the re-establishment of the Union or its successor.

34. UNFORSEEN CIRCUMSTANCES

A matter not provided for under this Constitution or a *force majeure* shall be decided in accordance with the Statutes, Rules and Regulations of the IRB, and where both are not applicable, by the Board, whose decision shall be final, but a decision on a matter of legislation shall not become operative until it is approved at a properly constituted Council Meeting of the Union.

35. REPEAL

This Constitution repeals all previous NRU Constitutions of the Union.

36. ADOPTION

This Constitution was adopted on [INSERT DATE], at [INSERT PLACE].

SCHEDULE 1 (FORM 1)**CLAUSE 10.2****A. APPLICATION FOR MEMBERSHIP TO THE NAMIBIA RUGBY UNION****1. NAME OF CLUB:****2. NAME OF REGION:**

3. (a) Postal Address	
(b) Telephone Number	
(c) Facsimile	
(d) Email Address	

4. COMMITTEE MEMBERS OF CLUB OR REGION**PRESIDENT**

Name: _____

Tel. Home: _____

Tel. Office: _____

Facsimile: _____

Email: _____

DEPUTY-PRESIDENT

Name: _____

Tel. Home: _____

Tel. Office: _____

Facsimile: _____

Email: _____

SECRETARY

Name: _____

Tel. Home: _____

Tel. Office: _____

Facsimile: _____

Email: _____

TREASURER

Name: _____

Tel. Home: _____

Tel. Office: _____

Facsimile: _____

Email: _____

COACH

Name: _____
Tel. Home: _____
Tel. Office: _____
Facsimile: _____
Email: _____

COACH

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Facsimile: _____
Email: _____

COACH

Name: _____
Tel. Home: _____
Tel. Office: _____
Facsimile: _____
Email: _____

5. DATE OF LAST ANNUAL GENERAL MEETING: _____

(a) Already represented _____
(b) Attached hereto _____

6. APPLICATION FEES

6.1 Herewith cheque in the amount of N\$ _____

6.2 Bank deposit copy attached and dated: _____

7. NUMBER OF REGISTERED PLAYERS: _____

8. OFFICIALS: _____

B UNDERTAKING:

The (name of league or organisation) and its officials, clubs, players and supporters herewith undertake:

- (a) To accept and respect the Namibia Rugby Union as the supreme controlling body of Rugby in Namibia.
- (b) To adhere, abide and conform to the Constitution of the NRU, NRU Policy Manual, Rules and Regulations of the NRU and Standing Orders of the Namibia Rugby Union.
- (c) To observe the Laws of the Game in force with the Union.
- (d) To accept and respect the IRB and CAR as the controlling bodies of Rugby on the continent of Africa and the World respectively to which the Union is affiliated and to abide to its Constitution, Rules and Regulations as applicable from time to time.

DATED AND SIGNED AT **ON THIS** **DAY OF** , **IN THE YEAR 20**____.

For and on behalf of the Club:

1. Name: in his capacity as Chairperson.

Signature:

Witness :

2. Name: in his capacity as Secretary.

Signature:

Witness :

Acknowledged for the **NAMIBIA RUGBY UNION** by:

1. Name: , in his capacity as Chairperson/General Secretary.

Signature:

Witness :

DATED AND SIGNED AT **ON THIS** **DAY OF** , **IN THE YEAR 20** ____.