



SLSNZ Incorporated

Guide to Using the Template Surf Life Saving Club Constitution (Updated April 2012)

This Guide contains:

- An explanatory note regarding the template club constitution.
- Information regarding Incorporated Societies.
- The template club constitution with commentary on the rules.

A Microsoft Word version of the template club constitution is available from SLSNZ to use and adapt to suit your own club.

Any questions regarding this Guide or the template club constitution should be directed to SLSNZ.

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Explanatory Note

Template Surf Life Saving Club Constitution

Why is a Constitution so important?

A constitution is a club's most important document as it is the foundation for its existence. It is often not until things 'go wrong' that the constitution is referred to. Taking time to adopt an aligned, comprehensive, and relevant constitution now could save debates, time, and money down the line. It is also an important document for protecting for club members and surf life saving as an organisation.

Use of the Template Club Constitution

The template constitution has been prepared for clubs that are members of SLSNZ to use as a base document for preparing their own constitutions. It is designed to act as a guide and can be tailored to suit the individual needs of SLSNZ member clubs.

Clubs are not required to use the template but SLSNZ does recommend that it is used, particularly where a club has not updated its constitution for some time, or if a club is looking to change its constitution.

SLSNZ recommends clubs tailor the template to suit their club. Clubs should obtain independent legal advice on any additions or changes to the template.

SLSNZ does not recommend selecting isolated clauses from the template and inserting them into their existing constitutions because the template rules are designed to work together to provide an overall constitution.

The explanatory notes explain each rule and note if the rules are required by law or under the SLSNZ Constitution.

Benefits of Using the Template

The template:

- has been specifically prepared for use by SLSNZ member clubs;
- aligns with the SLSNZ Constitution (as adopted on 19 September 2009);
- uses similar terminology and a similar framework to the SLSNZ Constitution;
- ensures members get the benefit of the procedures set out in the SLSNZ Constitution and Regulations (which set out processes that clubs may not otherwise have in place such as member protection and judicial regulations);
- includes the obligations which member clubs have as members of SLSNZ;
- contains the rules which are required by the Incorporated Societies Act 1908; and
- can be used by member clubs that have been, or wish to be, registered as charities with the Charities Commission (and thus maintain/obtain an exemption from income tax as a charity).

If any legislative or organisational changes are made in the future SLSNZ can provide template recommended amendments for clubs who have used the template making amendments simple for clubs to make.

Clubs need to be Incorporated Societies

Rule 6.3c of the SLSNZ Constitution requires all clubs to be incorporated societies. Therefore, the template is designed for clubs which are incorporated societies. It contains the mandatory requirements for constitutions as set out in the Incorporated Societies Act 1908.

The information sheet in this guide sets out the key principles and benefits of being an incorporated society and the process for becoming incorporated. For further information about incorporated societies please contact a lawyer and refer to www.societies.govt.nz.

The template should not be used by surf life saving groups that operate solely through a trust or other legal entity. Such organisations cannot be members of SLSNZ (refer Rule 6.3c SLSNZ Constitution).

Compliance with the SLSNZ Constitution

Member clubs of SLSNZ have a number of obligations which are set out in the SLSNZ Constitution (as adopted by the membership in September 2009). These obligations are not new, they were present in the previous SLSNZ Constitution. The template contains rules that comply with these obligations. In particular these obligations are set out in Rule 6 of the SLSNZ Constitution and include:

- being an incorporated society (Rule 6.3c);
- adopting the objects of SLSNZ (Rule 6.3e);
- having a constitution that is consistent with the SLSNZ Constitution (Rule 6.3e);
- providing SLSNZ with the club's constitution and any proposed amendments, and amending its constitution if it is inconsistent with, or in conflict with, the SLSNZ Constitution or the SLSNZ Regulations (Rule 6.5); and
- maintaining a register of members in accordance with the SLSNZ Regulations (Rules 6.6 and 12).

Legal & Tax Status of the Club

Clubs should check their own legal status as an incorporated society. This can be done online through the Incorporated Societies Office at www.societies.govt.nz.

SLSNZ recommends that all of its member clubs are registered as charities with the Charities Commission. Many clubs are already registered but SLSNZ recommends clubs check this and apply for registration if they are not already registered. If your club does not have a confirmed tax exemption your club will be liable to pay income tax.

Amending the Template

Clubs can amend the Microsoft Word version of the template constitution to suit their own needs. If clubs are making amendments legal advice should be sought. If particular rules are amended or deleted, the changes may affect other rules so this should be checked.

If amendments are made to the template the changes may mean that the benefits set out on page 2 of this Guide no longer apply. For example, changes to the objects in Rule 2 may affect a Club's ability to be a registered charity.

Practical Considerations when Using & Amending the Template

This guide contains a version of the template which includes explanatory notes to assist clubs when using the template. These notes do not appear in the Microsoft Word version (so clubs can more easily adapt and format the document provided).

Please note the Microsoft Word version contains highlighted text to indicate areas where clubs need to insert/amend dates, geographical descriptions, numbers, or other information in the template. The highlighting should be removed when finalising the document.

The table of contents, numbering, and cross-references to other rules in the template have been prepared using macros, automatic numbering, and automatic cross-referencing. When changes are made to the template these elements can be automatically updated by:

- for the table of contents – select the contents by right clicking the text, choose “update field” and “update entire table” and update the font to Arial (or other chosen font);
- for the automatic numbering – use the existing “styles” in the document or the “format painter” tool to select appropriate numbering/formatting. If the “styles” programmed into the document are not used properly when the document is amended the automatic numbering and contents page updating functions may not work; and
- for the cross-references to other rules – select the reference by left clicking it to highlight it in grey, then right click and choose “update field” to update the numerical reference. When you are editing the template in Microsoft Word the cross-references do not automatically update unless your settings provide for this, but all of the references may update as a whole on printing. If you see a message like “bookmark not defined” this means the part of the document that the cross-reference related to has been deleted. Please **check** the cross-references are correct because amendments can affect the automatic updating.

Getting the Constitution Registered

Where a club decides to use the template, the club will need to adopt the new Constitution. Unless the club is a new body (without an existing constitution), this must be done in accordance with the club’s existing Constitution. This is likely to require members to approve the new Constitution at a General Meeting by a certain majority. Once this has occurred, the Constitution needs to be registered with the Registrar of Incorporated Societies. If the club is a registered charity the constitution also needs to be registered with the Charities Commission.

If there are any questions about this please refer to www.societies.govt.nz and www.charities.govt.nz for more information and seek legal advice.

Incorporated Societies

What is an incorporated society?

An incorporated society is an organisation with at least 15 members who share a common lawful interest (other than the pursuit of profit) which is registered under the Incorporated Societies Act 1908. Many national, regional, and local sports organisations are incorporated societies.

If a society is not incorporated...

- members and office bearers (such as the Chair, Administrator, Treasurer etc) can be held personally liable for the debts or obligations of the society;
- the society cannot own property or enter into contracts (including employment, sponsorship, and supplier contracts) – the members or committees must do this personally;
- court action against the society has to be made against the members or office bearers personally; and
- there can be problems with gifting property and obtaining grants or other funding.

Advantages & key principles

- Limited liability - members are not personally liable for the debts or obligations of the society (unless they are entered into to obtain profit or are negligent).
- The society can enter into contracts, and deal with property in its own name.
- The society can sue and be sued in its own name.
- The society can continue to exist even as its membership changes.
- The society may be entitled to an income tax exemption.
- The society can raise money to achieve its objects. It cannot make money or obtain assets to distribute to its members for their own personal use.
- In some circumstances and subject to the Constitution, Members can be paid a reasonable fee for the services they provide to the Club.

Becoming an Incorporated Society



You need a group of people with a common purpose.



15

AND at least 15 members



AND proper Rules
(see attached template Constitution)



You need to have a meeting to:
1. Approve the Rules; &
2. Apply to register your society



File your application with
the Incorporated Societies Office

Once a Club is registered as an Incorporated Society...

certain documents must be filed with the Registrar of Incorporated Societies:

- certified annual financial statements, unless the Club is a registered charity in which case these must be filed with the Charities Commission (these statements do not have to be completed by an independent auditor or accountant but this is recommended);
- changes made to the Club's Constitution; and
- updates to the contact information of the Club.

As long as this is done the Club will continue to exist until its Members, or any creditors of the Club, take action to bring the Club to an end.

**[name of Club – eg
Timbuktu Surf Life
Saving Club]
Incorporated**

Constitution

Adopted at **[Annual/Special]**
General Meeting

on **[date]**

Commencement Date

[date]

***Explanatory Note:** Update this page by inserting the relevant details in the highlighted spaces. The Commencement Date is the date the Constitution is to take effect. This may differ from the date of the General Meeting at which it is adopted. The copyright date should also be updated.*

© **[name of club]** Incorporated, 20**12**

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Explanatory Note: This table of contents has been electronically generated so that the headings and page numbers can be automatically updated. To do this click on the text (which will shade grey), right click and choose “update field” and “update entire table”. Then update the font to Arial (or other font as chosen by the Club) and format as desired. Please note if new rules are added without using the “Styles” used in this document (which have been electronically generated), the automatic updating of the contents page may not work. Please refer to the Microsoft Word help pages for more information about styles and fields.

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[name of Club] Incorporated

Constitution

Explanatory Note: Part I of the Constitution sets out basic information about the Club and its objects and powers. The explanatory notes for each Rule indicate whether the Rule is required by law or under the SLSNZ Constitution.

Part I – Objects & Powers

1. Name & Registered Office

- 1.1 The name of the incorporated society is **[name of Club]** Incorporated (the “Club”).

Explanatory Note: This Rule is **required by law** and the Club name **must** end with the word “Incorporated” - section 6(1)(a) Incorporated Societies Act 1908.

Clubs that are already incorporated societies but are adopting a new Constitution may wish to consider changing their Club name at the same time. For example, Clubs may wish to have a name which ends with “Surf Life Saving Club Incorporated” rather than using terms such as “lifeguard”, “swimming”, “bathing” or other similar terms. Being more uniformed in name strengthens your Club’s brand but it is **not** compulsory.

It is possible to have a legal name which differs from the Club’s trading name. For example, the legal name may be “Timbuktu Surf Life Saving Club Incorporated” but the Club may decide to use a trading name like “Timbuktu SLSC” on its documents and website etc. We do not recommend specifying a trading name in the Constitution unless the Club wants to be restricted to only changing this at a General Meeting.

- 1.2 The Maori name of the Club is **[insert]**.

Explanatory Note: Clubs that have, or wish to have a Maori name can use this Rule but it can be deleted if it is not applicable.

- 1.3 The registered office of the Club shall be at such place as determined by the Club Committee from time to time.

Explanatory Note: All incorporated societies **must** have a registered office to which all communications may be addressed. This is **required** by section 18(1) of the Incorporated Societies Act 1908. However it is recommended that the general wording is used in Rule 1.3 is included rather than specifying an actual physical address of the Club in the Constitution unless this address will not change. This is because if the Club’s address changes and it has been specified in Rule 1.3, the Constitution will need to be updated to reflect the change in address. The Club **must** notify the Incorporated Societies Office of its address - section 18(2) of the Incorporated Societies Act 1908 and this can be done through www.societies.govt.nz using the registry key provided by the Incorporated Societies Office.

If the Club is a registered charity the Club is also required to update certain contact details with the Charities Commission.

2. Objects

- 2.1 The primary object of the Club is to promote, develop, and deliver Surf Life Saving as a charitable service and prevent drowning and injury of those swimming and undertaking activities at beaches and other aquatic environments by providing lifesaving, patrol services, and other programmes and services at [insert name of beach/es the Club services eg Timbuktu beach] and at other locations as determined by the Club for the safety and recreation of the general public.
- 2.2 To facilitate the primary object the Club's further objects are to:
- a. seek and promote membership of the Club;
 - b. liaise and co-operate with SLSNZ and other member clubs of SLSNZ to promote, develop, and deliver Surf Life Saving;
 - c. be a member of SLSNZ and make available and enforce the rules of Surf Life Saving and SLSNZ;
 - d. promote the health and safety of all participants in Surf Life Saving;
 - e. encourage participation and achievement in Surf Life Saving;
 - f. have athletes and teams achieving success in Surf Life Saving;
 - g. establish, promote, and stage Surf Life Saving competitions and events;
 - h. enforce the applicable rules for Surf Life Saving competitions and events;
 - i. encourage and promote Surf Life Saving as a sport and activity to be undertaken in a manner which upholds the principles of fair play and is free from doping;
 - j. maintain and enhance the reputation of the Club, SLSNZ, and Surf Life Saving through the implementation of standards and practices which fulfil these Objects and the objects of SLSNZ;
 - k. give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Surf Life Saving or other services to the Club or the community;
 - l. seek and obtain improved facilities and equipment to facilitate the provision of improved Surf Life Saving services;
 - m. provide information, assistance, and resources to its Members and the public;
 - n. develop and train lifeguards, instructors, competitors, officials, coaches, managers, and other personnel involved in Surf Life Saving;
 - o. liaise and co-operate with other organisations to develop, encourage, and promote water safety messages and programmes;
 - p. represent the interests of the Members of the Club at general meetings of SLSNZ;

- q. act in good faith and loyalty to ensure the maintenance and enhancement of the Club and Surf Life Saving, its standards, quality, and reputation for the collective and mutual benefit of the Members and Surf Life Saving;
- r. at all times operate with, and promote, mutual trust and confidence with its Members, SLSNZ, and other member clubs of SLSNZ in pursuit of these Objects; and
- s. at all times act on behalf of, and in the interests of, its Members and Surf Life Saving.

Explanatory Note: Section 6(1)(b) of the Incorporated Societies Act 1908 **requires** clubs to include the objects for which they have been established in their Constitution.

The objects set out what the Club has been established to do (i.e. the purposes for its existence). The objects are expressed generally and broadly and are aligned to the objects of SLSNZ. They need to be broad enough to cover the purposes for which the Club exists. However the objects are not designed to express the mission or strategic objectives of each Club (which may vary from over time).

In Rule 2.1 each Club needs to insert the beach(es) and other main areas at which they primarily operate. This is necessary to indicate the main area the Club operates in, to ensure the distinctions between the Clubs are clear. Specifying certain beaches does not prevent the Club from providing its services elsewhere but indicates the main geographic focus of the Club.

SLSNZ recommends that Clubs use these objects as drafted (to ensure compliance with Rule 6.1e of the SLSNZ Constitution). Clubs should seek legal advice before making any amendments because the objects have been drafted to align with the SLSNZ Constitution and to enable Clubs to be registered as charities with the Charities Commission, or to maintain their registration if they have already been registered.

If a Club currently has a tax exemption as an amateur sports body (rather than as a charity) based on its existing Constitution, the Club should consider whether any amendments need to be made to this template to retain that tax exemption, or whether any proposed amendments to this template might affect the Club's tax status and seek legal advice.

Clubs may have additional or different objects which can be added to Rule 2.2 as long as these do not conflict with the Club's obligations under the SLSNZ Constitution. However, any changes may impact on the tax status of the Club so legal advice should be sought.

3. Powers & Responsibilities

3.1 **Powers:** the Club has the power, subject to this Constitution and the SLSNZ Constitution, to do the following:

- a. make, alter, rescind and enforce this Constitution, and any rules, regulations, policies and procedures for the governance, management and operation of the Club;
- b. establish and maintain the Club Committee, sub-committees, and other groups and to delegate its powers and functions to such groups;
- c. determine its membership including withdrawing, suspending or terminating Members;
- d. enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members, and other persons and organisations;
- e. purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property, equipment, and other rights, privileges and licences;
- f. control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- g. sell, lease, mortgage, charge or otherwise dispose of any property of the Club and grant such rights and privileges over such property as it considers appropriate;
- h. construct, maintain, and alter any buildings, premises, or facilities, and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises, or facilities;
- i. determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community and/or trust funding, or otherwise;
- j. produce, develop, create, own, licence, and otherwise exploit, use, and protect intellectual property;
- k. undertake research into Surf Life Saving and related matters to fulfil the objects of the Club;
- l. publish information to promote the Club by any media (such as newsletters, articles, brochures, and the internet) provided such publication is done in accordance with any applicable SLSNZ Regulations;
- m. delegate powers of the Club to the Club Committee or any sub-committee or any person;
- n. organise and control Surf Life Saving competitions, events and programmes administered by the Club, and provide trophies and prizes for the same;
- o. organise social events for Members and the promotion of the Club;
- p. enforce the rules of any Surf Life Saving competition it holds in accordance with any applicable Regulations;

- q. select Club representative squads, teams, individuals, coaches, and other officials to participate in Surf Life Saving events;
- r. resolve disputes in accordance with this Constitution, the SLSNZ Constitution, and the Regulations;
- s. award, grant, or otherwise honour achievements in, and service to, the Club;
- t. purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Club, or with which the Club is authorised to amalgamate or generally for any purpose designed to benefit the Club; and
- u. do any other acts or things that are incidental or conducive to the attainment of the objects of the Club.

***Explanatory Note:** For the most part the Incorporated Societies Act 1908 does not require Clubs to set out their powers, but Clubs need to specify powers because they cannot engage in activities which are outside the powers of the club. The Constitution **must** specify the powers (if any) of the Club to borrow money – Section 6(1)(j) Incorporated Societies Act 1908.*

The powers set out in Rule 3.1 are broadly drafted to enable the Club to do what is necessary to fulfil its objects. Powers are different to objects. They set out what the Club has the power to do. It is recommended that the broad powers included in this template be retained. Additional powers can be added if needed.

The phrase “Club Committee” is used throughout this Constitution to describe the governing/managing body of the Club. At present Clubs variously use terms such as “Board”, “Executive”, or “Committee” and can change the wording in the Constitution to such terms if they wish to do so but need to make sure the changes are consistent throughout the Constitution.

*While the Constitution contains a power to award trophies and prizes Clubs that conduct competitions or offer prizes **must** bear in mind Rule 17 (Application of Income) of this Constitution, section 5 of the Incorporated Societies Act 1908 (Pecuniary Gain), and the Gambling Act 2003.*

3.2 **Responsibilities:** The Club is responsible for promoting, developing, enhancing and protecting Surf Life Saving primarily at [insert name of beach/es the Club services using the same wording as used in Rule 2.1] and at other locations as determined by the Club, and in particular for:

- a. preventing drowning and injury of those swimming and undertaking activities at beaches and other aquatic environments by providing lifesaving, patrol services, and other programmes and services;
- b. developing strategies, policies, programmes, and initiatives for the Club;
- c. delivering SLSNZ programmes, activities, initiatives and events at the Club to encourage participation in Surf Life Saving;
- d. seeking and securing revenue, funding, grants, and sponsorship for the delivery of the Club's strategies, programmes and initiatives;
- e. implementing SLSNZ's systems and standards for the consistent and efficient management and administration of Surf Life Saving;
- f. identifying and developing talent and selecting Club teams and representatives;
- g. implementing initiatives to encourage the retention and recruitment of individuals participating in Surf Life Saving;
- h. appointing delegates to attend SLSNZ General Meetings in accordance with the SLSNZ Constitution;
- i. applying its property and capacity in pursuit of the Objects of SLSNZ and Club and Surf Life Saving;
- j. doing all that is reasonably necessary to enable the Objects of SLSNZ and the Club to be achieved;
- k. acting in good faith and with loyalty to SLSNZ to ensure the maintenance and enhancement of SLSNZ and Surf Life Saving, and its reputation, and to do so for the collective and mutual benefit of SLSNZ Members and Surf Life Saving;
- l. operating with, and promoting, mutual trust and confidence between SLSNZ and SLSNZ Members;
- m. at all times, acting in the interests of SLSNZ Members and Surf Life Saving; and
- n.
- o. consulting with the SLSNZ Board prior to any merger or amalgamation with another Member Club of SLSNZ.

***Explanatory Note:** Part II of the Constitution provides details about membership of the Club including the how membership is granted and ended, and the rights and obligations of Members.*

*Rule 6.1d of the SLSNZ Constitution **requires** the Club to have Individual Members as described in Rule 7 of the SLSNZ Constitution.*

At present there is a lot of variation in the ways that Surf Life Saving Clubs throughout New Zealand categorise their Members (both in current Club Constitutions and when charging membership fees). To ensure consistency with the on-line membership process and encourage consistency throughout Member Clubs of SLSNZ, it is recommended that Clubs use the membership structure set out in Rule 4.

This does not mean that Clubs have to use this approach when setting membership fees. Clubs can offer discounts or packages for membership for family or other groups without specifying those as categories of membership in this Constitution (see Rule 8.2). It is recommended that Clubs set out their membership fees separately from the Constitution because then the fees can be amended without needing to amend the Constitution. If the amount of membership subscriptions is specified in the Constitution any amendment must be done by amending the Constitution at a General Meeting.

If a Club has a liquor licence the Club should to carefully consider the terms of its licence to determine who is entitled to consume alcohol at the Club and subject to what conditions. Clubs with a “club licence” as defined section 53 of the Sale of Liquor Act 1989) the club can provide liquor to non-members where they are guests accompanying a club member (unless the licence specifies otherwise).

If Clubs make amendments to the rules in this Part II they need to consider the impact of those changes on the definitions, voting rights, and the rights and benefits of those Members and make consequential changes throughout the Constitution.

Part II – Membership

4. Members

4.1 Club Members: The Club shall have as its Members such individuals as the Club Committee considers appropriate provided that the membership is consistent with the SLSNZ Constitution and Regulations. For the purposes of this Constitution, the types of Members of the Club are as set out below:

- a. **Active Members:** an Active Member is a person who participates or is involved in Surf Life Saving through the Club and who has been accepted as an Active Member by the Club in accordance with Rule 5. Active Members may be classified into sub-categories of membership by the Club for the purposes of calculating membership subscriptions; and

***Explanatory Note:** This definition is designed to capture all Active Members regardless of age. However, all Clubs must ensure that if a Member is under 18 years of age then their parent or guardian must sign the membership form otherwise the Constitution may not be enforceable against the under 18 year old Member as they are a minor. Clubs are able to categorise their membership in any way they wish to. In this template, all Active Members are entitled to one vote, either directly, or through a parent/guardian if they are under 18 years of age. Clubs may wish to limit voting rights to members over the age of 18 (or some other age) and if so, take that amendment into account throughout the constitution.*

- b. **Associate Members:** an Associate Member is a person who has an interest in Surf Life Saving and in being part of the Club and who has been accepted as an Associate Member by the Club in accordance with Rule 5;

***Explanatory Note:** Associate Members are people who are not Active Members but who have an interest in the Club (such as parents, social, and honorary members). This template says that Associate Members have most of the same rights and benefits of membership as Active Members but does not give them voting rights. If Clubs wish to amend this to give different voting rights to different types of Members they should seek legal advice to ensure the changes are legally enforceable and are reflected throughout the Constitution.*

- c. **Life Members:** a Life Member is a person who has been granted life membership of the Club in recognition and appreciation of long term service to the Club in accordance with Rule 6.

- 4.2 **Change in Membership Status:** The relevant category of membership for a Member may change during the year. If this occurs, the Member agrees to pay any additional fee(s) (if required) to cover such change.

***Explanatory Note:** This rule covers situations where a person's membership status changes during the year. For example where an Associate Member decides to become an Active Member.*

***Explanatory Note:** Section 6(1)(c) of the Incorporated Societies Act 1908 requires clubs to specify the modes in which people become members of the Club.*

5. **Becoming a Member**

- 5.1 **Membership Applications:** Any person wishing to apply to be a Member of the Club must:

- a. complete the application for membership as prescribed by SLSNZ; and
- b. pay any applicable membership fees of the Club.

- 5.2 **Process:** On receipt of an application for membership, the Club Committee (or such other person(s) as designated by the Club Committee) shall determine if the application is to be accepted, and if accepted shall determine the category of membership for that Member in accordance with any applicable Regulations, and any policies or guidelines of the Club.

***Explanatory Note:** It is important that the Club has the ability to decline membership if a person is not considered suitable. Therefore the Club should have a process for applying for membership and accepting membership such as that set out in Rules 5.1 and 5.2. Clubs need to consider whether the wording in this Rule is appropriate in terms of the process they use for accepting Members and should amend this Rule if necessary.*

5.3 **Duration of Membership:** Subject to Rule 8 (Membership Fees & Other Fees) and Rule 10 (Resignation, Suspension, and Termination of Membership) the duration of membership of:

- a. Active Members and Associate Members is annual commencing on the date of joining in each year and concluding on 30 June (so that membership is always twelve (12) months or less); and
- b. Life Membership is granted for the lifetime of the Life Member.

Explanatory Note: The duration of membership is very important because it is used to determine whether or not a person is a Member of the Club at any given time and thus whether the Club has jurisdiction over the person (for example to ensure they comply with this Constitution etc). The duration also has an impact on termination of membership.

SLSNZ uses a membership period which runs from 1 July to 30 June and Clubs need to use the same membership period.

If Clubs make amendments to this Rule SLSNZ recommends they obtain legal advice.

5.4 **Renewal of Membership:** Membership of the Club may be renewed annually upon payment of any applicable membership fees to the Club without the need to complete the process specified in Rule 5.1a.

5.5 **Transfers:** Transfers of membership between clubs must be done in accordance with any applicable SLSNZ Regulations or policies.

Explanatory Note: Some Clubs have expressed concerns about people leaving their Club with membership fees unpaid and then joining another SLSNZ Club. Therefore Rule 5.5 requires Clubs to undertake transfers in accordance with SLSNZ Regulations or policies. SLSNZ intends to develop processes to assist Clubs in this regard.

6. Life Members

6.1 **Nomination:** Nominations for life membership may be made by any Member, the Club Committee, or the nominee.

6.2 **Election:** Life Members shall be elected by the Members at a General Meeting by Special Resolution.

Explanatory Note: Please note that the term Special Resolution is defined in Rule 26.

6.3 **List of Life Members:** The Club shall maintain a list of all Life Members of the Club and ensure that their details are included in the Register in accordance with Rule 12 (Register of Members).

Explanatory Note: Clubs may wish to elaborate on this Rule by adding certain criteria for nomination or the process for nomination.

SLSNZ recommends that Clubs adopt a parallel structure for honours and awards including having the “Service” and “Distinguished Service” award categories.

7. Rights & Privileges of Membership

7.1 **Active Members:** Subject to Rule 10 (Resignation, Suspension, and Termination of Membership) and for the period of their membership, all Active Members who have paid their membership fees shall be entitled to:

- a. compete for the Club in Surf Life Saving competitions and events if chosen as a Club representative;
- b. use the Club’s facilities and equipment as permitted by the Club;
- c. participate in programmes and activities offered by the Club;
- d. at their own cost attend, speak, and vote at all General Meetings of the Club (either directly, or if under 18 years of age, through their parent or other legal guardian);
- e. if over 18 years of age, be elected as a member of the Club Committee in accordance with Rule 14 (Club Committee); and
- f. if over 18 years of age, be elected or appointed as a Delegate to represent the Club at general meetings of SLSNZ.

7.2 **Associate Members:** Subject to Rule 10 (Resignation, Suspension, and Termination of Membership) and for the period of their membership, all Associate Members who have paid their membership fees shall be entitled to:

- a. use the Club’s facilities and equipment as permitted by the Club;
- b. participate in programmes and activities offered by the Club;
- c. at their own cost attend and speak at all General Meetings of the Club (either directly, or if under 18 years of age, through their parent or other legal guardian) but shall have **no** right to vote;
- d. if over 18 years of age, be elected as a member of the Club Committee in accordance with Rule 14 (Club Committee); and
- e. if over 18 years of age, be elected or appointed as a Delegate to represent the Club at general meetings of SLSNZ.

Explanatory Note: *Clubs should carefully consider whether Members under 18 are allowed to vote, be Delegates or be Members of the Club Committee. It is important because Members under 18 should not be put in a position where they can be influenced or made to feel vulnerable to pressure from other Members.*

7.3 **Life Members:** Subject to Rule 10 (Resignation, Suspension, and Termination of Membership), all Life Members shall be entitled to:

- a. use the Club's facilities and equipment as permitted by the Club;
- b. participate in programmes and activities offered by the Club;
- c. at their own cost attend, speak, and vote at all General Meetings of the Club;
- d. be elected as a member of the Club Committee in accordance with Rule 14 (Club Committee); and
- e. be elected or appointed as a Delegate to represent the Club at general meetings of SLSNZ.

***Explanatory Note:** The above Rules set out some suggested rights and benefits for the different types of Member. Clubs may wish to amend these rules by changing the particular rights and privileges of membership. The current wording means all Active Members and Life Members have a right to vote, and Associate Members do not have voting rights. If Clubs want to amend this they will need to make changes throughout the Constitution. For example see also Rule 15.14 (Voting).*

8. Membership Fees & Other Fees

8.1 **Membership Fee:** The Club Committee shall determine:

- a. the membership fee(s) and any other fees payable by each Member;
- b. the due date for the fee(s); and
- c. the manner of payment for the fee(s).

8.2 **Differing Fees:** The Club Committee may differentiate between different categories of Members, or within the same category of Members, as to the annual fees or subscriptions that each category of Member shall pay to the Club. The Club Committee may offer Members discounts for prompt payment, and may impose reasonable penalties for late payment.

8.3 **Failure to pay Membership Fee:** Each Member shall pay the membership fee(s) by the due date specified by the Club Committee. Failure to pay the membership fee(s) by the due date (or by any subsequent date agreed to in writing by the Club Committee) shall mean the individual concerned is no longer a Member of the Club, and all rights and privileges s/he had as a Member shall cease to apply, but that shall not excuse the individual from being bound by this Constitution.

8.4 **Other Fees:** The Club Committee may determine any other fees in addition to those specified in Rule 8.18.1a that are payable by Members and other participants at competitions, events, and activities held by or under the auspices of the Club, including at any facilities owned by, or under the control of, the Club.

9. Member Obligations

- 9.1 Members acknowledge and agree that:
- a. this Constitution constitutes a contract between each of them, the Club, and SLSNZ, and that they are bound by this Constitution, the SLSNZ Constitution, the Regulations, and any policies and procedures of the Club and SLSNZ;
 - b. they shall comply with and observe this Constitution, the SLSNZ Constitution, the Regulations, and any policies and procedures of the Club, and SLSNZ, and any determination, resolution or decision which may be made or passed by the Club Committee;
 - c. they are subject to the jurisdiction of the Club and SLSNZ;
 - d. this Constitution, the SLSNZ Constitution, the Regulations, and any policies and procedures of the Club and SLSNZ, are necessary and reasonable for promoting the objects of the Club and SLSNZ;
 - e. this Constitution, the SLSNZ Constitution, the Regulations, and any policies and procedures of the Club and SLSNZ, are made in the pursuit of a common object, namely the mutual and collective benefit of the Club, SLSNZ, and Surf Life Saving.
- 9.2 In order to receive or continue to receive entitlements Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Club Committee.

Explanatory Note: This Rule should be included in the Constitution to ensure Members are bound by the constitutions and other rules of the Club and SLSNZ.

This Rule may need to be amended or added to if the Club also provides access to sports other than Surf Life Saving to address any obligations the Club has to the governing bodies of such sports. Legal advice should be sought on any such changes.

10. Resignation, Suspension & Termination of Membership

- 10.1 A Member may have their membership ended by:
- a. resignation under Rule 10.2
 - b. termination for default in fees under Rule 10.3; or
 - c. termination under Rule 10.4;
- Explanatory Note: Section 6(1)(d) of the Incorporated Societies Act 1908 requires clubs to specify the modes in which persons cease to become members of the Club in the Constitution.*
- 10.2 **Resignation of Membership:** A Member may resign from their membership of the Club by giving notice in writing to the Club Committee (or such person(s) as designated by the Club Committee). Upon the expiration of the notice period, and provided that the Member has paid all arrears of membership fees and any other fees due and payable by the Member, the Member shall cease to be a Member. In the absence of any written notice of resignation, the Member's membership shall be

deemed to have been resigned once the ninety (90) Day period referred to in Rule 10.3 has passed.

10.3 **Termination for Default in Fees:** A Member shall have his or her membership of the Club terminated if any fees are due and outstanding to the Club. Before such termination can occur the Club Committee must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) Days from the date of the demand. If payment is not made by the due date, membership shall be suspended pending payment. If such suspension continues for more than ninety (90) Days, the Member shall have their membership automatically terminated on the expiry of such period.

10.4 **Termination:** At a General Meeting of the Club the Members may terminate membership of any Member if the Club Committee or the Club Judicial Committee makes a recommendation to do so **provided that** a motion to that effect is notified in accordance with this Constitution. The motion for termination of membership must be adopted by a Special Resolution and shall not be voted on until the Member concerned has been given an opportunity to be heard at the General Meeting.

Explanatory Note: Please note that the term Special Resolution is defined in Rule 26.

10.5 **Consequences of Termination:** A Member who ceases to be a Member of the Club (whether by resignation or termination of membership) shall forfeit all rights in and claims upon the Club and SLSNZ and the property (including Intellectual Property) of the Club and SLSNZ, and shall not use any property (including intellectual property) of the Club or SLSNZ.

10.6 **Relationship with SLSNZ:** A Member who resigns from the Club or has their membership terminated by the Club shall be deemed to have also withdrawn or terminated their membership of SLSNZ.

10.7 **Reinstatement:** Where a person has had his or her membership of the Club suspended or terminated, his or her membership may only be reinstated at the discretion of the Club Committee.

10.8 **Appeals:** A Member may only appeal a decision made under this Rule to SLSNZ in accordance with the SLSNZ Constitution and Regulations.

Explanatory Note: Clubs can amend this Rule but must ensure any changes they make comply with the SLSNZ Constitution and Regulations and the principles of natural justice. SLSNZ recommends Clubs seek legal advice on any amendments to this Rule.

11. Discipline

- 11.1 **Discipline:** If the Club Committee considers that any Member has or may have:
- a. breached, failed, refused, or neglected to comply with a provision of this Constitution, the SLSNZ Constitution, the Regulations, or any other resolution

- or determination of the Club Committee, or under any rules of (or in connection with) an Event; or
- b. acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of the Club, SLSNZ and/or Surf Life Saving; or
- c. brought the Club, SLSNZ, or any other Member or Surf Life Saving into disrepute;

the Club Committee may:

- i. refer the matter to a Club Judicial Committee (consisting of three (3) persons with experience in disciplinary matters, at least one (1) of whom shall be a member of the Club Committee) for investigation or determination in accordance with the principles of natural justice and any applicable rules relating to the Club Judicial Committee's procedure (unless a Regulation specifies otherwise). The Club Judicial Committee may impose any sanction on the Member as it sees fit other than termination of membership which must be done in accordance with Rule 10.4 (Termination); or
- ii. make its own enquiries (including appointing a person independent of the Club Committee to undertake such enquiries and provide a recommendation to the Club Committee), and impose any sanction that it has authority to impose on the Member under this Constitution, other than termination of membership which must be done in accordance with Rule 10.4 (Termination), provided it has complied with the principles of natural justice.

11.2 **Procedure:** Before any decision under Rule 11.1ii is made the Member concerned:

- a. shall be given fourteen (14) Days written notice by the Club Committee of the proposed resolution to terminate their membership, and
- b. have the right to be present, make submissions, and be heard at the Club Committee meeting in which the proposed resolution is to be determined.

11.3 **Suspension:** If the Club Committee considers a Member has or may have engaged in one or more of the circumstances in Rules 11.1a to 11.1c, and it believes it is in the best interests of the Club to do so, it may suspend the Member pending determination of the disciplinary matter in accordance with this Rule 11. Before invoking any such suspension, the Member shall be given notice of the proposed suspension and the right to be heard.

***Explanatory Note:** The reason for having a separate right of suspension here is to enable the Club Committee to impose a suspension **pending** the determination of a disciplinary matter. This is useful in situations where an urgent response is required but where it will take some time to hear and decide the overall questions.*

11.4 **Consequences of Suspension:** If a Member is suspended from membership of the Club, then until such time as the suspension is revoked, the Member concerned shall:

- a. not be entitled to attend, speak, or vote at a General Meeting;
- b. not be entitled to continue to hold office in any position within the Club or SLSNZ;
- c. not be entitled to any other privileges or benefits to which he or she would otherwise be entitled including participation in any competition, activity, event, function, or meeting of the Club or SLSNZ; and
- d. have their membership of SLSNZ suspended.

***Explanatory Note:** Clubs can amend this Rule but must ensure any changes they make comply with the SLSNZ Constitution and Regulations and the principles of natural justice. SLSNZ recommends Clubs seek legal advice on any amendments to this Rule.*

12. Register of Members

12.1 **Register:** The Club shall keep and maintain a Register of Members in accordance with the Act and the Regulations.

***Explanatory Note:** Section 22 of the Incorporated Societies Act **requires** all incorporated societies to maintain a Register of Members. The minimum information which **must** be held by the Club is the name, address, and date of joining of each Member. In addition, SLSNZ Clubs collect additional information about each member, such as their date of birth, gender, phone numbers, emergency contact numbers, and other identifying information. For this reason, the Rule does not specifically refer only to collection of each Member's name, address, and date of joining.*

Clubs can satisfy their obligations to maintain a Register by ensuring their Members' details (particularly their name and address) are included on the Surf Life Saving Patrols & Memberships Database. Inclusion on the Surf Life Saving Patrols & Memberships Database enables SLSNZ to provide Members with Surf Rescue, e-newsletters, and information about upcoming courses.

12.2 **Privacy:** The collection of any personal information for the Register of Members shall comply with the Privacy Act 1993. Any entry on the Register of Members shall be available for inspection by Members upon reasonable request and in compliance with the Privacy Act 1993.

***Explanatory Note:** The Privacy Act sets out the law which applies where an organisation, like the Club, collects, stores and uses personal information about its Members. Personal information includes names, addresses, phone numbers, and any other information which is about an individual person. The Privacy Act specifies ten Privacy Principles which Clubs should adhere to. These can be found through the Privacy Commission website at www.privacy.org.nz. When people sign up as Members of the Club it is important to explain why their personal information is being collected and how it will be stored and used. The SLSNZ membership*

declaration which forms part of the on-line registration process used by SLSNZ and the Clubs contains some wording about privacy (amongst other things). Clubs should ensure this wording covers all of the ways the Club will use the personal information they collect, store, and use about their Members which may be in addition what has been outlined by SLSNZ in the membership declaration.

- 12.3 **Changes:** All Members shall provide written notice of any change to their name, address and other contact details to the Club within fourteen (14) Days of such change.

***Explanatory Note:** Part III of the Constitution sets out the officers of the Club, the composition of the Club Committee (or Board/Executive if an alternative term is preferred and amended throughout the template), and the powers and duties of the Committee Members.*

Part III – Governance

13. Officers

13.1 Officers: The Officers of the Club shall be:

- a. the Patron; and
- b. the President.

- 13.2 **Patron:** There shall be a Patron as determined by the Club Committee. The Patron shall be invited by the Club Committee to hold such position. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

13.3 President: The President:

- a. shall be elected by the Members of the Club. Nominations for the President shall be made in the same manner and at the same time as nominations for Committee Members under Rule 14.6 (Nominations);
- b. shall hold office for two (2) years until the conclusion of the relevant AGM;
- c. may attend Committee Meetings, if requested by the Club Committee, and shall be entitled to speak at such meetings, but shall have no right to vote; and
- d. shall be the chairperson and preside at General Meetings, unless the President is unavailable or unwilling to chair the meeting or any part of it, in which case the Chairperson of the Club Committee, or another member of the Club Committee shall preside.

- 13.4 **Vacancy:** If there is a casual vacancy in the position of President, the Club Committee may appoint a person of their choice to fill the vacancy, or leave the vacancy unfilled until the AGM for that year.

Explanatory Note: Clubs do not have to have Patron and if they do not wish to have a Patron this Rule can be deleted and the other numbering should update throughout the template. Clubs also do not need to have a President. If they want to remove this clause then they will also need to amend Rule 15 as there will be no President to preside at General Meetings. The updating of the main numbering should occur automatically but each cross-reference should be checked and updated unless your version of Word is set up to update all the cross-references (or field codes) automatically on printing.

Explanatory Note: Section 6(1)(g) of the Incorporated Societies Act requires the Club to have in its Constitution rules that set out how the officers of the Club are appointed.

14. Club Committee

14.1 **Role of the Club Committee:** The Club Committee shall be responsible for determining strategies, policies, and financial arrangements of and for the Club and managing the Club. Subject to this Constitution, the Club Committee may exercise all the powers of the Club and do all things that are not expressly required to be undertaken by the Club at a General Meeting.

14.2 **Composition of the Club Committee:** the Club Committee shall comprise the following elected Committee Members:

- a. Chair;
- b. Administrator;
- c. Treasurer;
- d. Club Captain; and
- e. three (3) other people elected at the AGM.

Explanatory Note: Clubs may wish to amend this Rule to reflect their own structure. It is recommended that the Club Committee have an odd number of Committee Members to reduce the prospect of tied results during decision-making. If changes are made to the composition of the Club Committee, these should be reflected throughout the Constitution.

SLSNZ can provide generic position descriptions for various Club roles.

If any changes are made so that some people are appointed rather than elected the wording in this rule should be updated accordingly.

14.3 No person may hold more than one position on the Club Committee at any time.

14.4 **Chair:** The Chair shall be elected annually at the AGM and shall hold office until the conclusion of the next AGM. The Chair may be re-elected for subsequent and consecutive terms of office. The Chair shall attend and chair Club Committee meetings and General Meetings of the Club and shall be entitled to a casting vote. The Chair shall carry out the functions and duties as prescribed by the Club Committee. If the Chair is unavailable for any reason, then the Club Committee may appoint another person to chair meetings during the period of unavailability.

Explanatory Note: If they wished to do so Clubs could elect a Chair (and/or other officers) every two years rather than annually so that there is assured consistency

of at least one Committee Member. If Clubs wish to do this they should amend this Rule and the Term of Office in Rule 14.8. If Clubs do not want the Chair to have a casting vote this can be changed but consideration should be given to how any tied vote would be resolved.

If Clubs wish to appoint officers by means other than election at a General Meeting (or co-option in accordance with Rule 14.9) they should seek legal advice.

- 14.5 **Election of Club Committee:** The Committee Members shall be elected by the Members present and entitled to vote at a General Meeting. Notice of the date on which nominations for Committee Members close shall be included in, or accompany, the notice of General Meeting. **Those nominees for the vacant positions which have the highest number of votes in favour will be declared elected.** If the number of nominees for the Club Committee:

- a. is equal to the number of vacancies, the person chairing the General Meeting shall declare the nominees elected;
- b. is less than the number of vacancies, further nominations may be received from the floor at the General Meeting and if no further nominations are received positions may be left vacant on the Club Committee; and
- c. is greater than the number of vacancies, an election shall be conducted by secret ballot.

***Explanatory Note:** Clubs may wish to amend the process for nomination to the Club Committee but **must** make sure the Constitution does provide for how the officers are appointed – section 6(1)(g) Incorporated Societies Act 1908.*

- 14.6 **Nominations:** Nominations for Committee Members must be made by two (2) Members, or by the Club Committee. Nominations must be received by the Club at least fourteen (14) Days before the date set for the Annual General Meeting.

***Explanatory Note:** The time periods specified in Rule 14.6 and the subsequent rules are suggested only and can be amended by Clubs as they see fit. However reasonable notice periods should be provided so that Members are able to attend and vote at General Meetings if they wish to do so. If any changes are made to Rule 14.6 it is important to ensure the timing still aligns with the timing in Rule 15 (for example see Rules 15.3, 15.4, 15.6 and 15.8). Also see the definition of “Days” in Rule 26.*

- 14.7 **Eligibility:** Individuals may not serve on the Club Committee if any of the following apply:

- a. **Bankrupt:** a person who is an undischarged bankrupt, or is subject to a condition not yet fulfilled, or any order under the Insolvency Act 1967;
- b. **Under 16 Years:** a person who is under the age of 16 years;
- c. **Dishonesty Offences:** a person who has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years;
- d. **Disqualified Director:** a person who is prohibited from being a director or promoter of, or being concerned or taking part in, the management of, an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act

1993, or from being an officer of a charitable entity under the Charities Act 2005;

- e. **Property Order:** a person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of the Protection of Personal and Property Rights Act 1988;
- f. and if any of the above circumstances occur to an existing Committee Member, they shall be deemed to have vacated their office upon such circumstance.

14.8 **Term of Office:** Subject to Rule 14.10 (Removal), the term of office for all Committee Members shall be one (1) year, expiring at the conclusion of the relevant Annual General Meeting. All Committee Members may be re-elected (under Rule 14.5) to the Club Committee for a maximum of ten (10) subsequent and total terms of office.

Explanatory Note: The maximum terms of office specified in this Rule and the limitations to these terms can be adjusted by Clubs as they see fit. Changes may need to be made to other parts of Rule 14 if the term of office Rule is changed.

14.9 **Co-Option:** The Committee Members may co-opt up to two (2) further people to attend Club Committee meetings and/or assist the Club Committee in the performance of its functions, as and when the Club Committee considers it necessary or desirable.

Explanatory Note: This rule is optional. If it is retained the Club should consider whether the quorum or any other rules need to be amended to factor in the possibility of the Club Committee having two additional officers.

14.10 **Removal:** The Members in an SGM called for this purpose may, by Special Resolution remove any Committee Member before the expiration of their term of office in accordance with the following process:

- a. upon the Club receiving a request for a SGM for the purpose of removing a Committee Member, or the Club Committee as a whole, the Chief Executive shall send the notice of the SGM to the Committee Member concerned, or the Club Committee (as the case may be), in addition to the Members of the Club; and
- b. following notification under Rule 15.8 (Notice of SGM) and before voting on the resolution to remove a Committee Member or the Club Committee as a whole, the Committee Member, or the Club Committee as a whole (as the case may be) affected by the proposed resolution shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or verbally to the persons entitled to be present at the General Meeting about the proposed resolution.

Explanatory Note: Please note that the term Special Resolution is defined in Rule 26.

- 14.11 **Conclusion of Office:** A Committee Member shall cease to be a member of the Club Committee as and from the date when the Committee Member:
- a. dies, or, in the opinion of the majority of the Club Committee, becomes so incapacitated that she or she is effectively incapable of performing the duties required of a Committee Member;
 - b. resigns by notice in writing to the Chairperson;
 - c. is absent from three (3) consecutive Club Committee meetings without explanation in writing, duly accepted by the Club Committee as satisfactory; or
 - d. is removed from office.
- 14.12 **Vacancies:** Where there is a vacancy on the Club Committee, the remaining Committee Members may appoint a person of their choice to fill the vacancy or the Club Committee may leave the vacancy unfilled until the next AGM. The term of office for a person appointed as a Committee Member to fill a vacancy under this Rule shall expire at the conclusion of the AGM following their appointment, or of any SGM called to fill the vacancy.
- 14.13 **Duties of Committee Members:** The specific duties pertaining to each role on the Club Committee are as determined by the Club Committee, and the general duties of each Committee Member are to:
- a. act in good faith and in the best interests of the Club at all times;
 - b. exercise the powers of the Club Committee for proper purposes;
 - c. act, and ensure the Club acts, in accordance with this Constitution;
 - d. not agree to, nor cause or allow, the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
 - e. not agree to the Club incurring any obligations unless the Committee Member believes at that time on reasonable grounds that the Club will be able to perform the obligations when it is required to do so; and
 - f. exercise the care, diligence, and skill that a reasonable Committee Member would exercise in the same circumstances taking into account, but without limitation, the nature of the Club, the nature of the decision and the position of the Committee Member and the nature of the responsibilities undertaken by the Committee Member.

***Explanatory Note:** Some constitutions specify the main duties of the various Officers, particularly the Chair, Administrator and Treasurer. While this information is important it is recommended that it is not included in the Constitution so that the duties can be updated/amended more frequently without the need to change the constitution.*

SLSNZ can provide generic position descriptions for the various Club roles.

14.14 **Powers of the Club Committee:** Without limiting the generality of the Club Committee's powers to carry out the objects of the Club as it considers necessary, the Club Committee shall have the following specific powers, to:

- a. develop and implement strategies, policies and procedures for the administration, promotion, and development of Surf Life Saving in the Club;
- b. develop and implement prudent policies to protect and enhance the Club's finances and property;
- c. set the fees payable by the Members and enforce payment of such fees in accordance with this Constitution;
- d. designate areas of responsibility to each of the Committee Members;
- e. establish, appoint, and determine the composition of any sub-committees or other groups as it considers appropriate to assist it to carry out its responsibilities and to delegate such powers as it considers appropriate to those sub-committees or other groups;
- f. engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Club Committee;
- g. appoint delegates to represent the Club at General Meetings of SLSNZ;
- h. make, repeal, and amend rules for the regulation and control of any competitions or events at the Club including conditions of entry;
- i. appoint and administer the Club Judicial Committee;
- j. discipline Members as specified in this Constitution;
- k. control expenditure and raise any money to fulfil the objects of the Club;
- l. determine the criteria and procedures to apply in respect of the appointment of coaches, selectors, judges, and managers of Club squads and teams;
- m. open and operate in the name of the Club such banking accounts as deemed necessary;
- n. determine the dates on which competitions are held at the Club, having due regard to the yearly calendar of SLSNZ;
- o. to fill any vacancy on the Club Committee, or to co-opt further people to the Club Committee, as specified in this Constitution;
- p. to call SGMs;
- q. to resolve and determine any disputes or matters not provided for in this Constitution; and
- r. to review its own processes and effectiveness.

***Explanatory Note:** Several existing club constitutions include specific sub-committees (such as a Finance or an Awards sub-committee) in their Constitutions. However the broader wording found in Rule 14.14e is recommended instead as it gives the Club Committee the power to establish sub-committees without entrenching the specific details of those sub-committees in the Constitution.*

14.15 **Club Committee Meetings:** Club Committee meetings may be called at any time by the Chair or two (2) Committee Members but generally the Club Committee shall

meet at regular intervals agreed by the Club Committee. Except to the extent specified in this Constitution, the Club Committee shall regulate its own procedure.

- 14.16 **Quorum:** The quorum necessary for the transaction of the business of the Club Committee shall be five (5) Committee Members.

Explanatory Note: The quorum is the number of people who need to be present in order for a meeting to proceed. The quorum should be altered depending on the size of the Club Committee and if the rule allowing cooption is retained then it should be considered when working out the quorum. Clubs are encouraged to use odd numbers for quorum so that tied votes are less likely (although still possible if a person abstains from voting).

- 14.17 **Voting:** Each Committee Member shall have one (1) vote at Club Committee meetings except the Chair who shall have a casting vote in the event of a deadlock. Voting shall be by voices, or upon request of any Committee Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted.

Explanatory Note: Proxy and postal voting is not recommended for Club Committee meetings. If the Club wishes to allow this then further rules need to be added to specify the process for allowing such votes and legal advice should be sought.

- 14.18 **Resolutions:** The Club Committee may make a decision by resolution in lieu of a meeting or telephone conference, provided that:

- a. a copy of the proposed resolution is sent to every Committee Member; and
- b. a majority of the Committee Members sign or consent to the resolution and return their copies of the resolution to the Chairperson (or such other person as agreed by the Club Committee) by mail, email, facsimile, or other forms of visible or other electronic communication. Any such resolution shall be valid as if it had been passed at a meeting of the Club Committee.

- 14.19 **Meetings using Technology:** Any one or more Committee Members may participate in any meeting of the Club Committee and vote on any proposed resolution at a meeting of the Club Committee without being physically present. This may occur at meetings by telephone, through video conferencing facilities, or by other means of electronic communication provided that prior notice of the meeting is given to all Committee Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Committee Member in this manner at a meeting shall constitute the presence of that Committee Member at that meeting.

- 14.20 **Expenses:** The Committee may, by majority vote, pay an honoraria and/or reimburse its Committee Members for their actual and reasonable expenses incurred in the conduct of the business of the Club. Prior to doing so the Committee must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.

Explanatory Note: This Rule does not entitle the club to pay fees to Committee Members but would enable payment of an honorarium. Some existing clubs refer to the provision of an honorarium in the form of free membership for the year following

their services and such a benefit can be expressly included in the Constitution if Club wishes to do so.

*Where a Club is a registered charity, the payment of an honorarium to Committee Members should not affect the Club's status as a charitable entity **as long as** the payment is made for services that advance the charitable purposes of the Club (including administration), and the payment is reasonable and relative to payments that would be made between unrelated parties (for example a payment which is not more than market rates for the same service). If Clubs are unsure whether an honorarium would meet this criteria they should seek legal advice and/or contact the Charities Commission.*

- 14.21 **Matters Not Provided For:** If any situation arises that, in the opinion of the Club Committee, is not provided for in the Regulations, policies or procedures of the Club or SLSNZ, the matter will be determined by the Club Committee.

***Explanatory Note:** Part IV contains the rules for General Meetings of the Club. The template includes suggested time periods calling and meeting notice requirements for General Meetings which are recommended but which may not suit every Club. It is recommended that Clubs consider their own membership numbers and requirements when adopting or varying the template in this regard. If any specified time periods are changed this may require consequential changes to the other deadlines leading up to the AGM or SGM. For example if the notice period for calling an AGM is changed then the date by which motions are due and the date the AGM Agenda has to be sent may need to be altered as well. Care should be taken to ensure any changes in timing can be complied with in practice. The definition of "Days" in Rule 26 (Interpretation) should also be taken into account.*

Part IV – General Meetings

***Explanatory Note:** The Constitution **must** specify how general meetings of the Club are summoned and held, and rules about voting at such meetings – Section 6(1)(f) Incorporated Societies Act 1908.*

15. Meetings of Members

- 15.1 **AGM:** The Club must hold an Annual General Meeting ("AGM") once every year at such time, date and place as the Club Committee determines but not more than fifteen (15) months after the last AGM.
- 15.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings ("SGMs").
- 15.3 **Notice of AGM:** The Club must give at least thirty (30) Days notice in writing to all Committee Members, and Members of the AGM. The notice shall set out:
- a. the date, time and venue for the AGM; and
 - b. the closing date(s) for nominations for any elections, proposed motions and other items of business to be submitted to the Club.

Explanatory Note: When calculating notice periods, it is good practice to use clear days – ie if the rule requires thirty (30) Days between meetings and the notice is sent on 1 January, the meeting date should be 30 Days later not including the notice day or the meeting day so should be held on 1 February. Please note that “Days” has been defined in Rule 26 to include all days including public holidays so this should be taken into account. If the definition is changed, the changes will need to be taken into account when calculating the applicable notice periods.

15.4 **Notice of AGM Business:** Not less than fourteen (14) Days before the date set for the AGM, any nominations for any elections, proposed motions, and other items of business must be received in writing by the Club from Members.

15.5 **Business of AGM:** The following business shall be discussed at each AGM:

- a. the receipt from the Club Committee of a report and statement of financial position and statement of financial performance for the preceding year;
- b. the election of Officers of the Club;
- c. any motion or motions proposing to alter this Constitution; and
- d. any other motions or matters, including general business, that have been properly submitted for consideration at the AGM.

15.6 **Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 15.5) shall be sent to all Members no later than seven (7) Days before the date of the General Meeting. Any additional items of general business may be raised from the floor.

15.7 **SGM:** The Club must call a SGM upon a written request from:

- a. the Club Committee; or
- b. [twenty-five percent (25%)] or more of the Members.
- c. The written request for an SGM must state the purpose for which the SGM is requested including any proposed motion or motions. No business shall be transacted at any SGM other than that specified in the notice convening the meeting.

Explanatory Note: Clubs can and should consider the figure specified in Rule 15.7b and amend it if they would like to do so. It is useful to use a percentage rather than a specific number of members so that if the membership numbers at the Club change significantly the percentage is still proportionate to the overall membership.

15.8 **Notice of SGM:** Not less than twenty-one (21) Days written notice must be given by the Club to all Members, which notice shall include the:

- a. date, time and venue and/or the manner in which the meeting is to be held; and
- b. proposed motion or motions that have been properly submitted for consideration.

Explanatory Note: SGMs can only be used to address issues which have been notified in accordance with the Constitution (ie cannot address general business).

Clubs holding SGMs should seek advice about notices and procedure to ensure their processes and the decisions made at SGMs are valid.

- 15.9 **Notices:** A notice may be given to any Member by, or on behalf of the Club or the Club Committee, by:
- a. letter sent to the Member's home address;
 - b. fax to the Member's fax number;
 - c. email to the Member's email address;
 - d. personal telephone call to the Member; or
 - e. any other method approved in writing by the Member; and
 - f. any notice sent to a Member may also be posted on the club notice board if the Club Committee considers it appropriate to do so.
- 15.10 **Minutes:** Minutes shall be kept of all General Meetings and made available upon request to any Member.
- 15.11 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in these Rules and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that full minutes shall be kept of all General Meetings and made available upon request by any Member:
- a. the Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - b. a motion to proceed is put to the meeting and carried by Special Resolution.

***Explanatory Note:** Please note that the term Special Resolution is defined in Rule 26.*

- 15.12 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be **[to be inserted e.g. twenty percent (20%) of the Members]**. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Club Committee and if no quorum is obtained at the stage of such further General Meeting, then the persons present at that further General Meeting are deemed to constitute a valid quorum.

***Explanatory Note:** The quorum is the minimum number of people who must attend a General Meeting of the Club. Clubs should take into account the number of Members who are likely to attend the General Meetings of the Club, and the need for the support of the Members for decisions of the Club when filling in the spaces in this Rule. Clubs can choose to either insert a specific number (e.g. ten (10) Members) or a percentage into this Rule. If the membership base of the Club significantly increases or decreases the specific number may need to be amended accordingly.*

15.13 **Chair:** The President shall chair the General Meeting in accordance with Rule 13.3d.

15.14 **Voting:** Unless otherwise required by this Constitution:

- a. an Ordinary Resolution shall be sufficient to pass a resolution;
- b. every Active Member and every Life Member is entitled to one (1) vote. If an Active Member is under 18 years of age their parent or other legal guardian may exercise their vote on their behalf;
- c. Associate Members are not entitled to vote;
- d. voting shall generally be conducted by voices or by show of hands as determined by the chair unless a secret ballot is requested by the chair or a majority of the Members present at the meeting;
- e. on a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the chair nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against the motion;
- f. in the event of equality of votes at a General Meeting, the chair shall have an additional or casting vote;
- g. in the event that a secret ballot is called, up to two (2) scrutineers may be appointed at the General Meeting to count the votes; and
- h. proxy voting is not permitted.

***Explanatory Note:** At present these rules mean all Active Members and all Life Members have one vote and the President has a casting vote in the event of a tie. Associate Members do not have voting rights. If changes are made to the voting rights of Members, the Club needs to consider what impact those changes have on all other rules in the Constitution and amend them accordingly.*

Please note that the term Ordinary Resolution is defined in Rule 26.

*If a Club would like to allow proxy voting they can change Rule 15.14h by deleting the word "not". They also need to add a further rule which explains how the proxy voting will work. For example: "**Proxy Voting:** Members with voting rights are entitled to appoint another Member or a Committee Member as their proxy by giving notice of this fact. The notice must be given at least twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed using the form set out in Appendix 1 (or as otherwise determined by the Club Committee). Only proxies which indicate whether the Member is voting in favour of, or against, a proposed motion as set out in their proxy shall be valid. General proxies are not valid."*

*Appendix 1 to this Constitution is an example of a proxy voting form but this **must** be deleted from this Constitution if the Club does not want to allow proxy voting.*

Explanatory Note: Part V contains additional rules regarding finances and other administrative matters. For example if a Club has particular colours or awards and wishes to record these in its Constitution those rules can be added to this section but Clubs may prefer to set these out elsewhere so they can be more easily updated or amended.

Part V – Miscellaneous

16. Finances

- 16.1 **Financial Year:** The financial year of the Club shall end on the date determined by the Club Committee.
- 16.2 **Club Funds:** The Club Committee is responsible for the receipt and banking of all monies received by the Club. All funds of the Club shall be paid to bank account(s) in the name of the Club and the bank account(s) must be operated in accordance with the policy determined by the Club Committee.
- 16.3 **Accounting Records:** The Club Committee must ensure correct accounting records are kept. The accounting records of the Club must be kept at the office of the Club or at such place as the Club Committee may determine and must be open to inspection by Members at such reasonable times agreed by the Club Committee.
- 16.4 **Auditor:** The Club Committee shall appoint an independent auditor to examine and audit the books and accounts of the Club and report on these at the Annual General Meeting and as otherwise required by the Club Committee.

Explanatory Note: Some Clubs do not currently get their accounts audited. While this is not compulsory SLSNZ strongly recommends Clubs obtain annual audits to protect themselves and demonstrate to funders they have independent checks and balances. Many funders require copies of audited accounts before accepting applications. Club Committees should physically sight all bank statements as a measure of best practise and financial responsibility.

17. Application of Income

- 17.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club.
- 17.2 Except as provided in this Constitution:
- a. no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Committee Member; and
 - b. no remuneration or other benefit in money or money's worth shall be paid, or given, by the Club to any Member or Committee Member.
- 17.3 Nothing in Rule 17.2 shall prevent payment in good faith of, or to, any Member or Committee Member for any of the following provided that any such payment shall

not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction:

- a. any services actually rendered to the Club, whether as an employee or otherwise;
- b. goods supplied to the Club in the ordinary and usual course of operation;
- c. interest on money borrowed from any Member or Committee Member;
- d. rent for premises demised or let by any Member or Committee Member to the Club; or
- e. any out-of-pocket expenses incurred by a Member or Committee Member on behalf of the Club for any other reason.

***Explanatory Note:** The Constitution **must** specify the control and investment of any funds of the Club – Section 6(1)(i) Incorporated Societies Act 1908. Clubs cannot engage in operations involving pecuniary gain – Section 20 Incorporated Societies Act 1908. Any amendment to this Rule may affect the legal status of the Club as an incorporated society and as a charity (if the Club is a registered charity with the Charities Commission) so legal advice should be sought.*

18. Annual Report

- 18.1 The Club Committee shall prepare an Annual Report for presentation to the Annual General Meeting setting out a summary of the activities and major decisions of the Club Committee each year.

19. Rules of Surf Life Saving

- 19.1 The rules of Surf Life Saving shall be as set down and interpreted from time to time by the International Life Saving Federation and SLSNZ and must be observed by the Club and all Members. All competitions held by the Club shall be carried out in accordance with the SLSNZ Regulations.

20. Common Seal

- 20.1 The common seal (a stamp featuring the Club's name) of the Club shall be kept in the control of the Club Committee and may be affixed to any document only by resolution of the Club Committee and in the presence of and with the accompanying signature of the Chair or any other Committee Member.

***Explanatory Note:** The Constitution **must** include this Rule – Section 6(1)(h) Incorporated Societies Act 1908. However the content can be amended as the Club considers appropriate.*

21. Club Colours, Costumes & Uniforms

- 21.1 **Colours:** The Club's colours shall be **insert**.
- 21.2 **Costumes & Uniforms:** The cut and style of swimming costumes and uniforms to be worn when undertaking Surf Life Saving for the Club shall be as directed by SLSNZ and the Club.

22. Alterations to Constitution

- 22.1 Subject to Rule 22.2, this Constitution may only be altered, added to, or repealed by a Special Resolution at a General Meeting in accordance with this Constitution. Notice of an intention to alter this Constitution must be given by the Club Committee or any Member no later than fourteen (14) Days prior to a General Meeting.

Explanatory Note: Please note that the term Special Resolution is defined in Rule 26.

- 22.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition, or the winding up rules of the Club. This Rule must not be removed from this Constitution and must be included in any alteration, addition to, or revision of this Constitution.

Explanatory Note: Clubs should not amend the above Rule without obtaining legal advice.

23. Previous Rules

- 23.1 Any by-laws, standing orders, regulations, or other rules of the Club that were in force prior to the commencement of this Constitution shall, upon the commencement of this Constitution, be deemed to be revoked and superseded by this Constitution.

Explanatory Note: Clubs can delete or amend this Rule if they wish to preserve existing by-laws, policies etc following the introduction of this Constitution. If so, the Club needs to consider whether those documents are consistent and may need to update them.

24. Winding Up

- 24.1 The Club may be voluntarily liquidated, wound up, or dissolved if a Special Resolution is passed at a General Meeting of the Club to do so and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than thirty (30) Days after the date on which the resolution was passed.
- 24.2 The Club may also be put into liquidation in accordance with the Incorporated Societies Act.
- 24.3 If upon the liquidation, winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other charitable organisation, or charitable body having objects similar to the objects of the Club or SLSNZ.

***Explanatory Note:** The Constitution **must** specify how any property of the Club is to be disposed if the society is put into liquidation – Section 6(1)(k) Incorporated Societies Act 1908. In order to be a registered charity Rule 24 must provide for disposition of assets to a charitable organisation. Legal advice should be sought before any amendment is made to this Rule.*

25. Indemnity

- 25.1 The Club shall indemnify its Committee Members and employees against all damages, costs (including legal costs) for which any such person may be or becomes liable as a result of their acts and omissions in performing their functions connected with the Club, except occurring as a result of their negligence or wilful misconduct.

26. Interpretation

- 26.1 **Definitions:** The words and phrases used in this Constitution shall mean as follows:

***Explanatory Note:** Many definitions are the same as those in the SLSNZ Constitution.*

Changes to the definitions will impact on the meaning of the Rules so Clubs should take care when making any amendments to the definitions.

If any Rule numbering has been changed in the Constitution Clubs should check to make sure that the cross-references are still correct.

Act means the Incorporated Societies Act 1908, including any amendments to it.

Active Member has the meaning specified in Rule 4.14.1a.

AGM means the Annual General Meeting of the Club.

Associate Member has the meaning specified in Rule 4.14.1b.

Club Committee means the committee of the Club as elected under Rule 14.

Club Judicial Committee means the committee described in Rule 11.1i.

Committee Member means a member of the Club Committee.

Day means any day of the week (including Saturday, Sunday, and public holidays). Where an action is required to be done within a specified time (such as thirty (30) Days) this means clear days', so it should be calculated by excluding the date of notice (or other relevant action) and the date of the meeting (or other relevant activity).

Event means any competition held by (or under the auspices of) the Club, and any other event, meeting, function, or activity held by (or under the auspices of) the Club.

GAAP means generally accepted accounting practices.

General Meeting means an AGM or a SGM.

Life Member has the meaning specified in Rule 4.1c.

Member means a person that is a Member of the Club as specified in Rule 4.

Ordinary Resolution means a resolution passed by a majority of votes properly cast.

President means the individual elected under Rule 13.3.

Register of Members means the register in which details of the Members and other participants are held by the Club and SLSNZ as specified in Rule 12.

Regulations means the regulations of SLSNZ established in accordance with the SLSNZ Constitution, and as amended from time to time by the SLSNZ Board.

SGM means a Special General Meeting.

SLSNZ means Surf Life Saving New Zealand Incorporated.

Special Resolution means a resolution passed by two thirds of the votes properly cast.

Surf Life Saving means the practice by surf lifeguards of preventing drowning and injury of those swimming and undertaking activities at beaches and other aquatic environments and includes lifeguard patrol services, education and sport activities such as swimming, craft, and beach events.

26.2 **Construction:** In this Constitution:

- a. a gender includes all other genders;
- b. the singular includes the plural and vice-versa;
- c. any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- d. any agreement includes that agreement as modified, supplemented, innovated, or substituted from time to time;
- e. a reference to persons includes bodies corporate;
- f. a reference to a person includes the legal personal representatives, successors, and permitted assigns of that person; and
- g. headings and the contents page are for reference only and are to be ignored in construing this Constitution.

Explanatory Note: Appendix 1 to this Constitution is an example of a proxy voting form and it this **must** be deleted if the Club does not allow proxy voting at General Meetings. Clubs should note that the template does not allow proxy voting so this Appendix should only be retained if the Club decides to allow proxy voting at General Meetings.

This form is designed to align with the suggested proxy voting wording which has been included in the explanatory note to Rule 15.14 and should be edited if different wording is used.

Appendix 1

Appointment of Proxy

[Name of Club]

I, _____ (full name)

of _____ (address)

being a _____ (category of membership) of the Club

hereby appoint _____ (full name)

of _____ (address)

who is a Member/Committee Member (**select one**) of the Club, as my proxy to exercise my votes on my behalf

at the General Meeting of the Club to be held on _____ (date)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (**delete as appropriate**) the following motions (**insert details**):

(signed)

(date)

Please note general proxies are not acceptable - the proxy must be specific for/against each motion. If the instructions for a particular motion are not clear, no vote will be accepted for that motion.

DRAFT