



Surf Life Saving New Zealand Incorporated

Incorporated Society No. 548456

Constitution

Adopted at the Annual General Meeting on
19 September 2009

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Surf Life Saving New Zealand Incorporated

Constitution

PART I – OBJECTS AND POWERS

1. Name

- 1.1 The name of the incorporated society is Surf Life Saving New Zealand Incorporated (“SLSNZ”), commonly known as Surf Life Saving New Zealand.

2. Registered Office

- 2.1 The registered office of SLSNZ shall be at such place as determined by the Board from time to time.

3. Purposes

- 3.1 The charitable purposes of SLSNZ are primarily to:
- a. prevent drowning and injury of the general public while swimming and undertaking activities at beaches and other aquatic environments throughout New Zealand, by providing lifesaving, patrol services and other programmes and services;
- 3.2 The secondary purposes to support SLSNZ to achieve its primary purpose, are to:
- a. be the national body for the administration, promotion, education, development and delivery of Surf Life Saving in New Zealand;
 - b. assist and support the Clubs to administer, promote, develop and deliver Surf Life Saving throughout New Zealand including the provision of information, assistance and resources;
 - c. develop, train and educate lifeguards, instructors, competitors, officials, coaches, managers and other personnel involved in Surf Life Saving;
 - d. liaise and co-operate with other organisations in New Zealand to develop, encourage and promote water safety messages and programmes;
 - e. be the member representing New Zealand on any international lifesaving organisations and enforce the rules and regulations of such organisations in New Zealand;
 - f. promote the health and safety of all participants in Surf Life Saving;
 - g. promote, develop and control Surf Life Saving activities, programmes and competitions in New Zealand for the recreation and safety of all New Zealanders;
 - h. seek and obtain improved facilities and equipment for Surf Life Saving in New Zealand;

- i. establish, promote and stage international, national, and other Surf Life Saving competitions and events in New Zealand, and to determine the rules of such competitions and events;
- j. publish and enforce the rules for Surf Life Saving competitions and events in New Zealand;
- k. maintain and enhance the reputation of SLSNZ and Surf Life Saving through the development and promotion of standards and practices which fulfil these Purposes;
- l. give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Surf Life Saving or other services to the community;
- m. act in good faith and loyalty to ensure the maintenance and enhancement of SLSNZ and Surf Life Saving, its standards, quality and reputation for the collective and mutual benefit of the general public, the Members and Surf Life Saving;
- n. at all times operate with, and promote, mutual trust and confidence between SLSNZ and the Members in pursuit of these Purposes; and
- o. at all times to act on behalf of, and in the interests of, the general public, the Members and Surf Life Saving.

4. Powers

- 4.1 Subject to this Constitution, the powers of SLSNZ are to:
- a. make, alter, rescind or enforce this Constitution, and any Regulations, rules, policies or procedures for the governance, management and operation of SLSNZ, its Members and other persons under the jurisdiction of SLSNZ;
 - b. establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
 - c. enter into, manage, and terminate contracts or other arrangements with employees, sponsors, Members, and other persons and organisations;
 - d. purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell, or otherwise deal with property and other rights, privileges and licences;
 - e. control and raise money including borrow, invest, loan or advance monies and to 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;
 - f. sell, lease, mortgage, charge or otherwise dispose of any property of SLSNZ and grant such rights and privileges over such property as it considers appropriate;
 - g. 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;

- h. determine, raise and receive money by subscriptions, fees, levies, donations, entry or usage charges, sponsorship, government funding, community and/or trust funding, or otherwise;
- i. produce, develop, create, own, licence and otherwise exploit, use and protect Intellectual Property;
- j. assign or delegate functions to and/or enter into agreements with government organisations and agencies;
- k. discipline Members, athletes, athlete support personnel and other persons under the jurisdiction of SLSNZ and resolve disputes and allegations of misconduct (including appointing, or delegating authority to, hearing bodies, undertaking investigations, and imposing sanctions);
- l. develop national and other programmes for lifesaving and sport;
- m. make and enforce rules of competitions and events for Surf Life Saving in New Zealand;
- n. establish, organise and control national and international Surf Life Saving competitions, events and activities in New Zealand;
- o. award, grant or otherwise honour achievement in, and service to, Surf Life Saving and SLSNZ;
- p. select New Zealand and other representative Surf Life Saving teams and squads;
- q. undertake research of and about Surf Life Saving and related matters to fulfil the Purposes of SLSNZ;
- r. establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of SLSNZ and for that purpose, to utilise any of the assets of or held on behalf of SLSNZ;
- s. print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that SLSNZ may consider desirable for the promotion of its Purposes;
- 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 purposes are similar to those of SLSNZ, or with which SLSNZ is authorised to amalgamate or generally for any purpose designed to benefit SLSNZ;
- u. be a member and contribute to the administration and promotion of ILS and international Surf Life Saving generally;
- v. be a member of, affiliate or be associated in any other way with, any organisation which has purposes which are similar, in whole or in part, to the Purposes of SLSNZ; and
- w. do any other acts or things which further the Purposes of SLSNZ, provided that the above powers shall not limit the rights and powers of SLSNZ as an incorporated society under the Act.

PART II - MEMBERSHIP

5. Categories of Members

- 5.1 Subject to Rule 35 (Transition Period), the Members of SLSNZ shall be:
- a. **Clubs:** as described in Rule 6.
 - b. **Individual Members:** as described in Rule 7.
 - c. **Life Members:** as described in Rule 8.
 - d. **Life Members of Former Districts:** as described in Rule 9.
 - e. **Associate Members:** as described in Rule 10.

6. Clubs

- 6.1 **Existing Clubs:** All Clubs and Community Lifeguard Services which were members of SLSNZ immediately prior to the commencement of this Constitution shall be Members as Clubs from the date this Constitution comes into force.
- 6.2 **New Clubs:** Any club which is incorporated and wishes to be a Member of SLSNZ shall apply to the Board. Such application shall be made and determined by the Board as specified in the Regulations.
- 6.3 **Club Obligations:** In addition to the obligations as a Member under Rule 11, each Club shall:
- a. administer, promote and develop Surf Life Saving in accordance with the Purposes of SLSNZ, this Constitution and the Regulations;
 - b. be named as approved by the Board after consultation with the Club;
 - c. be, and maintain registration as, an incorporated society under the Act unless a transition period is agreed with the Board to allow a Club to become incorporated;
 - d. have as its members Individual Members in accordance with Rule 7;
 - e. adopt the Purposes of SLSNZ and adopt a constitution which is consistent with this Constitution and the Regulations;
 - f. apply its property and capacity in pursuit of the Purposes of SLSNZ, the purposes of the Club and Surf Life Saving;
 - g. do all that is reasonably necessary to enable the Purposes of SLSNZ and the purposes of the Club to be achieved;

- h. act 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 the Members and Surf Life Saving;
 - i. operate with, and promote, mutual trust and confidence between SLSNZ and the Members; and
 - j. at all times act in the interests of the Members and Surf Life Saving.
- 6.4 **Merger:** Any Club that wishes to merge or otherwise amalgamate with another Club shall notify and consult with the Board prior to such merger or amalgamation.
- 6.5 **Club Constitution:** Each Club shall, on request, provide to SLSNZ a copy of its constitution and all amendments to its constitution. The Board may require a Club to amend its constitution if it, or any rule within it, is inconsistent or in conflict with this Constitution or the Regulations.
- 6.6 **Register of Club Members:** Subject to Rule 12 (Register of Members), each Club shall maintain a register of its members in the format determined by the Board. Each Club shall provide its register of members, and all details contained within it to SLSNZ as requested from time to time.
- 6.7 **Good Standing:** A Club must comply with all of its obligations as a Club and as a Member as set out in this Constitution and the Regulations in order to be of Good Standing. A Club that is not of Good Standing shall not be entitled to any of its rights, entitlements or privileges as a Member. The Board shall decide if a Club is not of Good Standing and notify the Club in writing of such decision. Before any decision under this Rule is made, the Club concerned:
- a. shall be given fourteen (14) days written notice by the Board of the alleged default(s) and its proposed resolution that it is not of Good Standing, and
 - b. have the right to be present, make submissions and be heard at the Board meeting in which the proposed resolution is to be considered.

7. Individual Members

- 7.1 **Individuals:** An Individual Member is a person who satisfies the requirements in Rule 7.2, (Process for Membership) and:
- a. is a member of a Club, or
 - b. is an Officer or an Appointed Personnel of SLSNZ, or
 - c. is an officer of a Club, or
 - d. is contracted to, or provides voluntary service to a Club whether as a lifeguard or otherwise; or

- e. participates in any Surf Life Saving activity held by or under the auspices of SLSNZ or a Club including competing, judging, officiating, coaching, managing or instructing any Surf Life Saving team, or
- f. is a National Representative.

7.2 **Process for Membership:** A person described in Rule 7.1 shall become an Individual Member by:

- a. completing the prescribed SLSNZ membership form and/or process as set out in the Regulations;
- b. being accepted as a Member by a Club and by SLSNZ, each having discretion whether to accept or decline membership, but it shall not be unreasonably withheld. In the event, a Club or SLSNZ declines membership of a person, neither SLSNZ nor the Club, may accept that person as a Member of the Club or of SLSNZ; and
- c. paying any membership or other fees due to that Club.

7.3 **Multi-Club and Changing Membership:** A person may be an Individual Member of more than one Club at any one time, or change membership from one Club to another Club, if:

- a. the person applies for, and is accepted as, a Member of the other Club in accordance with Rule 7.2;
- b. the person is not suspended from membership of a Club or SLSNZ;
- c. the person has not had their membership of a Club or SLSNZ terminated; and;
- d. the person has paid any membership or other fees due to a Club/s by the due date.

7.4 **Period of Membership:** The period of membership of an Individual Member of a Club and SLSNZ shall:

- a. commence upon SLSNZ notifying the Member that their membership of a Club and SLSNZ has been accepted; and;
- b. end on 30 June in each year, unless:
 - i. the Member resigns their membership in accordance with the constitutions of the Club and SLSNZ, in which case their membership will end on the date their resignation is notified to both the Club and SLSNZ;
 - ii. the Member has their membership of the Club or SLSNZ terminated in accordance with the constitutions of the Club and/or SLSNZ, in which case their membership will end on the date on which termination is notified by the Club or SLSNZ to the Individual Member; or
 - iii. the Member's membership is renewed in accordance with Rule 7.5.

- 7.5 **Renewal of Membership:** An Individual Member will have their membership of a Club and SLSNZ renewed for a further period of membership, without the need to reapply for membership under Rule 7.2, except where:
- a. membership or other fees due to that Club, or SLSNZ remain unpaid as at 30 June of the previous period of membership; or
 - b. the Club or SLSNZ decline that person's renewal of membership, on the same basis as set out in Rule 7.2b,
 - c. the person notifies the Club and SLSNZ of their desire not to renew their membership for a further period of membership, by 30 June of the prior period of membership.

8. Life Members of SLSNZ

- 8.1 **Process for Life Membership:** A person shall become a Life Member of SLSNZ by nomination and consideration by the Honours and Awards Committee. Such nomination and consideration shall be carried out in accordance with the Regulations. The Honours and Awards Committee will make the recommendation for Life Membership to the Board for their endorsement.
- 8.2 **Rights & Obligations:** A Life Member shall have the same rights and obligations as all other Members, except s/he shall have no right to vote at a General Meeting. A Life Member may only vote at a General Meeting if the Life Member is appointed as a Delegate in accordance with Rule 22.14 (Delegates).

9. Life Members of Former Districts

- 9.1 **Existing Life Members of Former Districts:** Any person who was a life member of a District immediately prior to the commencement of this Constitution shall be, and remain, a Member of SLSNZ from the date this Constitution comes into force, (known as a Life Member of a Former District).
- 9.2 **Rights & Obligations:** A Life Member of a Former District shall have the same rights and obligations as all other Members, except s/he shall have no right to vote at a General Meeting. A Life Member of a Former District may only vote at a General Meeting if s/he is appointed as a Delegate in accordance with Rule 22.14 (Delegates).

10. Associate Members

- 10.1 **Criteria:** Any organisation (including a society, trust or company which is incorporated), which is not a Club and supports or promotes Surf Life Saving, may upon application to the Board become an Associate Member of SLSNZ.
- 10.2 **Process for Application:** An organisation that wishes to be an Associate Member shall apply to the Board. The process for applying, and being accepted as, an Associate Member, together with the period of membership and other related matters shall be as set out in the applicable Regulations.

10.3 **Obligations:** In addition to their rights and obligations as Members as set out in Rule 11 (Member Rights & Obligations), each Associate Member shall:

- a. support and promote the Purposes of SLSNZ;
- b. be incorporated including maintaining registration as such;
- c. appoint a Delegate to represent it at General Meetings;
- d. enter into, and comply with, a written agreement with SLSNZ (including any fees payable) that sets out the rights and obligations of the Associate Member, which agreement shall not derogate from the rights and obligations of the Clubs as set out in this Constitution and the Regulations;
- e. act in good faith and loyalty with SLSNZ, the Clubs, and the Members and participants to ensure the maintenance and enhancement of Surf Life Saving for the collective and mutual benefit of the Associate Member, SLSNZ, the Clubs, and the Members;
- f. use and protect the Intellectual Property of SLSNZ in accordance with the Regulations and the agreement entered into with SLSNZ;
- g. promote mutual trust and confidence among the Associate Members, SLSNZ, the Clubs, and the Members and at all times act on behalf of, and in the interests of, its members, shareholders or beneficiaries as the case may be;
- h. use its best efforts to enable the purposes of the Associate Member, the Purposes of SLSNZ, and the purposes of the Clubs to be achieved;
- i. not do or permit to be done any act or thing that might adversely affect or derogate from the standards, quality and reputation of Surf Life Saving in New Zealand;
- j. not acquire a private advantage at the expense of SLSNZ or the Clubs, unless otherwise agreed; and
- k. operate with mutual trust and confidence among SLSNZ, the Clubs, the other Associate Members and their respective members, shareholders or beneficiaries.

10.4 **Entitlements:** Associate Members are entitled to:

- a. receive notices and papers and, through their Delegate, be able to attend and speak at General Meetings (at their cost) but have no right to vote;
- b. use the Intellectual Property of SLSNZ in accordance with the written agreement entered into with SLSNZ;
- c. receive all general communications sent to Clubs and other Members; and
- d. any other agreed rights and entitlements,

provided that no right or entitlement may derogate from the rights of Clubs as set out in this Constitution and the Regulations.

11. Member Rights & Obligations

- 11.1 Members, and others who agree to be bound by this Constitution and the Regulations, acknowledge and agree that:
- a. this Constitution constitutes a contract between each of them and SLSNZ and they are bound by this Constitution and the Regulations;
 - b. they shall comply with and observe this Constitution and the Regulations and any reasonable determination, resolution or policy, which may be made or passed by the Board;
 - c. they are subject to the jurisdiction of SLSNZ;
 - d. this Constitution and Regulations are necessary and reasonable for promoting the Purposes of SLSNZ;
 - e. this Constitution and Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of SLSNZ, its Members, the general public and Surf Life Saving; and
 - f. they are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

12. Register of Members

- 12.1 **SLSNZ:** The Chief Executive Officer shall keep and maintain a Register in which shall be entered the full name, address, class of membership, the date of entry of each Member (including each Club), and any other details about each Member as agreed, and each Board Member.
- 12.2 **Changes:** All Clubs shall inform SLSNZ of any change to its details in Rule 12.1, and the details of its Individual Members, to SLSNZ in the manner prescribed by SLSNZ within thirty (30) days of being notified of such change. All Individual Members shall inform their Club in the manner prescribed by SLSNZ, of any change to the details in Rule 12.1 within thirty (30) days of such change. All other Members shall inform SLSNZ of any change to the details in Rule 12.1 in the manner prescribed by SLSNZ.
- 12.3 **Privacy Act:** SLSNZ and the Clubs shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.
- 12.4 **Inspection:** Any Member's entry on the Register shall be available for inspection by that Member and the Board Members, upon reasonable request and in compliance with the Privacy Act 1993.

13. Resignation & Termination of Membership

- 13.1 **Resignation of Membership:** A Member that is not in default of any payments as specified in Rule 13.2 (Default in Payments), may resign its membership of SLSNZ by giving not less than one (1) month's written notice to SLSNZ in accordance with the procedure set out in the Regulations.
- 13.2 **Default in Payments:** A Member shall have its membership of SLSNZ terminated if any payments to SLSNZ are due and outstanding. Before such termination can occur SLSNZ 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 has not been received by the due date.
- 13.3 **Other Grounds:** In addition to Rule 13.2 (Default in Payment), a Member may have their membership of SLSNZ terminated by the Board if:
- a. the Judiciary Committee recommends such action under Rule 27 (Judiciary Committee); or
 - b. the Board, after reasonable enquiry, considers that the Member did not or is unable to comply with a reasonable Board decision or direction, this Constitution, the Regulations, or any policies or reasonable directions of the Board; or
 - c. in the case of a Club, the Board considers that it is not of Good Standing in accordance with Rule 6.7.
- 13.4 **Procedure:** Before any decision under Rules 13.3a or 13.3b (Other Grounds) is made, the Member concerned:
- a. shall be given fourteen (14) days written notice by the Board of the proposed resolution to terminate their membership, and
 - b. have the right to be present, make submissions and be heard at the Board meeting in which the proposed resolution is to be determined.
- 13.5 **Appeal to SGM:** Any Member whose membership is terminated under Rules 13.3a, 13.3b or 13.3c (Other Grounds) may appeal the decision to a SGM called for that purpose. The appeal shall be allowed if two-thirds majority of those present and entitled to vote at the SGM do so in favour of such appeal. Where a Member appeals a decision of the Board under this Rule, then that decision shall be final and Rule 27.7 (Appeals) shall not apply.
- 13.6 **Reinstatement:** Membership which has been terminated under this Constitution may be reinstated at the discretion of the Members in a General Meeting, by a two-thirds majority of those present and entitled to vote at such meeting.
- 13.7 **Consequences of Termination of Membership:** Where any Member, ceases to be a Member of SLSNZ, that person shall forfeit all rights in and claims upon SLSNZ and its property including Intellectual Property, and shall not use any SLSNZ property including Intellectual Property. These consequences shall survive the termination of such membership. In particular:
- a. Where a Club or Associate Member ceases to be a Member it shall:

- i. not be entitled to call, attend, be represented, speak or vote at any General Meeting; and
 - ii. not be entitled to any other rights, entitlements, or privileges to which it would otherwise have been entitled including representation and/or participation in any competition, activity, event, function or meeting of SLSNZ (including a committee of SLSNZ), and the right to use any Intellectual Property.
- b. If a Club ceases to be a Member, then its members shall cease to be Members of SLSNZ upon such cessation and the consequences set out in Rule 13.7c shall apply.
- c. Where an Individual Member ceases to be member of SLSNZ, or ceases to be a member of a Club in accordance with the Club's constitution, their Individual Membership of SLSNZ shall automatically be terminated and he or she shall:
 - i. not be entitled to continue to hold office in any positions within SLSNZ (including as an Officer, Board Member or Appointed Personnel) or within a Club or Associate Member; and
 - ii. not be entitled to any other rights, entitlements or privileges to which it would otherwise have been entitled including representation and/or participation in any competition, activity, event, function or meeting of SLSNZ (including a committee of SLSNZ), Associate Member or a Club.
- d. Where an Associate Member ceases to be Member of SLSNZ it shall not be entitled to any rights, entitlements, or privileges to which it would otherwise have been entitled as a Member.

PART III – GOVERNANCE

14. Officers

- 14.1 **Officers:** The Officers of SLSNZ shall be:
- a. the Patron, and
 - b. the President.
- 14.2 **Patron:** The Patron shall be invited by the Board to be Patron. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.
- 14.3 **President:** The President:
- a. shall be elected by the Delegates at a General Meeting. Nominations for the President shall be made in accordance with the timeframes set out in Rule 22.5 (Items of AGM Business);
 - b. shall hold office for two (2) years until the conclusion of the relevant Annual General Meeting. The President may be re-elected for further subsequent and consecutive terms of office;

- c. may attend Board meetings, if requested by the Board, 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 Board, or another member of the Board (as decided by the Board), shall preside .

14.4 **President Vacancy:** If there is a casual vacancy in the position of President, the Board must decide (in its discretion) to fill the casual vacancy by either:

- a. appointing a person of their choice to fill the vacancy until the next AGM, at which a new President will be elected for a two (2) year term in accordance with Rule 14.3; or
- b. calling an SGM at which the President shall be elected by the Delegates, for the remainder of the term of the vacating President, in the same manner as the Elected Board Members under Rule 19(Appointment and Election of Board Members), with any modifications as to timing as determined by the Board provided that the nominations for President shall not be assessed by the Board Appointments Panel.

For the purposes of this Rule 14.4, a casual vacancy in the position of President will arise if any of the circumstances specified in Rule 15.11 (Casual Vacancy) occur, as if every reference to a Board Member in that Rule is the President.

15. Board Composition & Membership

15.1 **Role of the Board:** The Board is responsible for governing SLSNZ and, subject to this Constitution, may exercise all the powers of SLSNZ and do all things that are not expressly required to be undertaken at a General Meeting.

15.2 **Membership of the Board:** Subject to Rule 35.1 (Transitional Board), from the 2013 AGM the Board shall comprise of:

- a. two (2) Appointed Board Members appointed by the Board Appointments Panel in accordance with Rule 19 (Appointment and Election of Board Members);
- b. two (2) Independent Appointed Board Members appointed by the Board Appointments Panel in accordance with Rule 19 (Appointment and Election of Board Members); and
- c. four (4) Elected Board Members elected at the AGM, under Rule 19 (Appointment and Election of Board Members) or in the case of Rule 15.11 (Casual Vacancy) at an SGM; and

may comprise:

- d. one (1) additional Co-opted Board Member appointed at any time in accordance with Rule 15.3 (Co-Opted Board Members).

15.3 **Co-opted Board Members:** If the Board wishes to co-opt an additional person to the Board under Rule 15.2d the Board may advertise publicly or invite applications for the position.

Applications must be received in writing at the registered office of SLSNZ by the date specified in any advertisement calling for applications or by the date specified in the invitation. Following receipt of applications the Chief Executive shall forward them to the Board to consider. The Board shall have regard to the factors specified in Rule 18.7 (Relevant Factors) in appointing a person to fill the Co-opted Board Member position. The term of office for a Co-opted Board Member shall be one (1) year, or the balance of a year from the date of their appointment, expiring at the AGM following their appointment.

15.4 **Chairperson and Deputy Chairperson:**

- a. At its first meeting following each AGM, the Board shall appoint a Chairperson from amongst the Board Members who shall hold the position of Chairperson until the conclusion of the first Board meeting after the next AGM. The role of the Chairperson is to chair meetings of the Board and to represent the Board.
- b. At its first meeting following each AGM, the Board (at its discretion) may also appoint a Deputy Chairperson, who shall hold the position of Deputy Chairperson until the conclusion of the next AGM. The role of the Deputy Chairperson is to perform the role of the Chairperson in the Chairperson's absence.
- c. The Chairperson, (or Deputy Chairperson) or his or her nominee, shall have the right to attend any meeting of any Board subcommittee. If the Chairperson is unavailable for any reason, the Deputy Chairperson, or in the absence of both, another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- d. If the Chairperson and/or Deputy Chairperson is removed from the Board in accordance with Rule 15.11 (Casual Vacancy) or Rule 15.12 (Removal of Board Member), a new Chairperson shall be appointed and (if the Board desires) a Deputy Chairperson from amongst the Board Members at the first Board meeting after the date the Chairperson and/or Deputy Chairperson is removed from the Board.

15.5 **Ineligibility:** A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of a Club or SLSNZ, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:

- a. **Other Position:** a person who holds one of the positions specified in Rule 19.7.
- b. **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, or any equivalent provisions under any previous or replacement legislation.
- c. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
- 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 a company under the Companies Act 1993 or 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.
- 15.6 **Ineligibility of Independent Appointed Board Members:** In addition to Rule 15.5 (Ineligibility),
- a. a person shall **not** be eligible to be appointed as an Independent Appointed Board Member if that person currently has, or has in the preceding five (5) years had, any material interest or material involvement in Surf Life Saving, as determined by the Board Appointments Panel in accordance with Rule 18.6f (Responsibilities);
 - b. an Independent Appointed Board Member shall **not** be eligible to remain in office as an Independent Appointed Board Member if, during their term of office, the Board Appointments Panel (in accordance with Rule 18.6f (Responsibilities)) determines, that they have a material interest in Surf Life Saving. The fact a person has been an Independent Appointed Board member shall not of itself be regarded as a material interest under this Rule; and
 - c. any decision of the Board Appointments Panel under Rule 15.6a and Rule 15.6b, regarding the eligibility of Independent Appointed Board Members will be final.
- 15.7 **Cessation of Office:** If any of the circumstances listed in Rules 15.5b to 15.5e (inclusive) occur to an existing Board Member, that Board Member shall be deemed to have vacated his or her office upon the relevant authority making an order or finding against that Board Member of any of those circumstances. This Rule does not limit the right to suspend a Board member under Rule 15.13 (Suspension of Board Member).
- 15.8 **Term of Office:** Subject to Rule 15.9, the term of office for all Board Members shall be three (3) years, commencing at the conclusion of the General Meeting at which their appointment or election is made or effective, and expiring at the conclusion of the third AGM after their appointment or election. This Rule is subject to) Rule 15.3 (Co-Opted Board Member), Rule 15.11 (Casual Vacancy), Rule 15.12 (Removal of Board Member) and Rule 15.9 (Schedule of Rotation).
- 15.9 **Schedule of Rotation:** Board Members (excluding co-opted Board Members) will rotate on a staggered three year cycle so that at each AGM no more than one (1) Appointed Board Member, one Independent Appointed Board Member and two (2) Elected Board Members will vacate their office due to the expiry of their term, except that:
- a. Those Board Members who were in office at the commencement of this rule shall remain in office for the term of which they were appointed or elected and they shall vacate their office at the expiry of that term; and
 - b. In the event that the rotation of Board Members in this rule cannot be applied due to the application of (a) of this rule, or due to casual vacancies not being filled, the Board shall, by agreement, or failing that, by lot, extend or reduce the term of office of any Board Member by such period as is necessary (but not greater than 12 months) to return to a schedule of rotation in accordance with this rule.

15.10 **Board Vacancies:** If there is a casual vacancy on the Board under Rule 15.11 (Casual Vacancy) (excluding vacancies of any Co-opted Board Members in accordance with Rule 15.3 (Co-opted Board Members)), the casual vacancy shall be filled in accordance with this Rule:

- a. If a vacancy arises for any Board Member position **less than six (6) months** before the end of the term of office of the vacating Board Member, the remaining Board Members may either appoint a person of their choice to fill the vacancy from the date the vacancy arose until the end of the term of office of the vacating Board Member, or leave the vacancy unfilled until a new Board Member is elected in at the end of the term of the vacating Board Member at the AGM for that year. If the Board decide to fill the vacancy of an Appointed Board Member or Independent Appointed Board Member, the Board must take into account the relevant criteria in Rule 18.7 (Relevant Factors for Appointed Board Members) and Rule 18.8 (Relevant Factors for Independent Appointed Board Members) as applicable and shall seek the approval of the Board Appointments Panel in relation to the matters contained in Rule 15.6 (Ineligibility of Independent Appointed Board Members).
- b. If a vacancy arises for an Elected Board Member position **six (6) months or more** from the end of the term of office of the vacating Elected Board Member, the vacancy shall be filled for the balance of the term of office of the vacating Elected Board Member in accordance with the procedure in Rule 19 (Appointment and Election of Board Members), with any modifications necessary as to timing as the Board considers appropriate provided that the Board shall notify the Members of any such modification.
- c. If a vacancy arises for an Appointed Board Member or Independent Appointed Board Member position **six (6) months or more** before the end of the term of office of the vacating Appointed Board Member or Independent Appointed Board Member, the vacancy shall be filled for the balance of the term of office of the vacating Appointed Board Member or Independent Appointed Board Member in accordance with the following process:
 - i. the Board Appointments Panel shall call for applications to fill the vacancy as soon as practicable and no later than thirty (30) days of the vacancy arising;
 - ii. applications to fill the vacancy shall be made by applicants in the approved form and must be received by the Chief Executive at the registered office of SLSNZ by the date specified by the Board Appointments Panel in the call for applications;
 - iii. upon receipt of any applications for the vacancy, the Chief Executive shall refer all applications received to the Board Appointments Panel;
 - iv. within thirty (30) days of receiving the applications from the Chief Executive, the Board Appointments Panel shall undertake its responsibilities as set out in Rule 15.5 (Ineligibility), Rule 15.6 (Ineligibility of Independent Appointed Board Members) and Rule 18.6 (Responsibilities) and take into account the relevant criteria in Rule 18.7 (Relevant Factors for Appointed Board Members) and Rule 18.8 (Relevant Factors for Independent Appointed Board Members) and notify the Chief Executive of the Appointed Board Member and/or Independent Appointed Board Member who will fill the vacancy; and

- v. If, following the procedure in Rule 15.10ci - iv, the Board Appointments Panel receives no applications or advises the Chief Executive that there are no suitable candidates to fill the vacancy, the Board may appoint a person to fill the vacancy taking into account the relevant criteria in Rule 18.7 (Relevant Factors for Appointed Board Members) and Rule 18.8 (Relevant Factors for Independent Appointed Board Members) as applicable **provided that** for a vacancy of an Independent Appointed Board Member position, the Board shall seek the approval of the Board Appointments Panel in relation to the matters contained in Rule 15.6 (Ineligibility of Independent Appointed Board Members).

15.11 **Casual Vacancy:** A casual vacancy arises if:

- a. a Board Member resigns from office prior to the expiry of their term of office;
- b. a Board Member dies;
- c. a Board Member is removed under Rule 15.12 (Removal of Board Member);
- d. a Board Member is absent from more than two (2) successive meetings unless leave of absence is granted by the Chairperson;
- e. a position on the Board is not filled by the Board Appointments Panel (in the case of an Appointed Board Member or Independent Appointed Board Member position) or by the Members at a General Meeting (in the case of an Elected Board Member position); or
- f. any of the circumstances in Rule 15.5 (Ineligibility) or Rule 15.6 (Ineligibility of Independent Appointed Board Members) apply.

15.12 **Removal of Board Member:** The Members at an SGM called for this purpose may by Special Resolution, remove any Board Member or the Board as a whole, before the expiration of their term of office. The following procedure shall apply:

- a. upon the Chief Executive receiving a request for a SGM to remove a Board Member, or the Board as a whole, the Chief Executive shall send the notice of the SGM to the Board Member concerned or the Board (as the case may be), and the persons specified in Rule 22.9 (Notice of SGM); and
- b. following notification under Rule 15.12a and before voting on the resolution to remove a Board Member, or the Board as a whole, the Board Member or the Board (as the case may be) affected by the proposed resolution to remove them from the Board shall be given the opportunity prior to the SGM to make submissions in writing to the persons entitled to be present at the General Meeting about the proposed resolution.

15.13 **Suspension of Board Member:** If any Board Member is alleged to have, or is charged with, or is given notice by the relevant authority of a proposal to make an order or finding against that Board Member of any of the circumstances described in Rule 15.5 (Ineligibility), the remaining Board Members may, after reasonable enquiry and giving the Board Member concerned the right to be heard, suspend the Board Member from the Board pending the determination of such allegation notice or charge.

16. Duties & Powers of Board Members

16.1 Duties of Board Members: The duties of each Board Member are to:

- a. at all times act in good faith and in the best interests of SLSNZ;
- b. exercise the powers of the Board for proper purposes;
- c. act, and ensure SLSNZ acts, in accordance with this Constitution and its Regulations;
- d. not agree to, nor cause or allow, the activities of SLSNZ to be carried on in a manner likely to create a substantial risk of serious loss to SLSNZ's creditors;
- e. not agree to SLSNZ incurring any obligations unless the Board Member believes at that time on reasonable grounds that SLSNZ will be able to perform the obligations when it is required to do so;
- f. exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances;
- g. disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest. For the purposes of this Rule, an interest in a transaction or proposed transaction shall have the same meaning as defined in section 139(1) of the Companies Act 1993, or any equivalent provision under any replacement legislation), Such interest shall also be recorded on the Board's interests register;
- h. take such other steps as determined by the Board in respect of any interest specified in Rule 16.1g, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- i. not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
 - i. as agreed by the Board for the purposes of SLSNZ;
 - ii. as required by law; or
 - iii. to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- j. make reasonable efforts to attend all Board Meetings and General Meetings of SLSNZ;
- k. use their best efforts to consult widely with Members and others in the Surf Life Saving community to keep abreast of the issues facing them provided that this Rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 16.1i; and
- l. participate in an annual review of the Board's performance.

16.2 **Powers of the Board:** The Board shall have the power to:

- a. develop and implement strategies, policies and procedures for the administration, promotion and development of Surf Life Saving in New Zealand;
- b. appoint a Chief Executive and enter into a contract on such terms and conditions as the Board thinks fit, and, if necessary, terminate such appointment;
- c. delegate such powers as it considers appropriate from the Board to the Chief Executive;
- d. establish such other commissions, subcommittees and groups as it considers appropriate to assist it to carry out its responsibilities;
- e. subject to this Constitution, fill vacancies of the Board, any commissions, committees and other groups which are established by it;
- f. develop and implement prudent policies to protect and enhance SLSNZ's finances and property;
- g. control expenditure and raise funds to fulfil the Purposes of SLSNZ;
- h. open and operate in the name of SLSNZ such bank accounts as deemed necessary;
- i. make, repeal or amend any Regulations in accordance with Rule 31 (Regulations), and any policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- j. appoint such persons as it considers appropriate to committees, positions and roles within SLSNZ and determine the terms and conditions of such appointment, (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
- k. delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- l. engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- m. establish such corporate and other entities to carry on and conduct all or any part of the affairs of SLSNZ;
- n. develop national programmes for Surf Life Saving;
- o. determine the yearly calendar for Competition and events in New Zealand;
- p. publish and enforce Competition Rules for Surf Life Saving in New Zealand, including the establishment and procedures for the Competition Appeals Committee;
- q. determine the conditions and rules of Competition and events, held by or under its auspices;
- r. select New Zealand representative Surf Life Saving teams and squads;

- s. employ, engage or otherwise appoint officials, managers, judges and other support personnel for national representative Surf Life Saving teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- t. appoint and administer the Judiciary Committee;
- u. discipline Members as specified under Rules 13 (Resignation & Termination of Membership) and 27 (Judiciary Committee);
- v. resolve and determine any disputes or matters not provided for in this Constitution; and
- w. do all other acts and things which are within the powers and Purposes of SLSNZ and which the Board considers are appropriate.

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

17. Board Meetings & Procedures

- 17.1 **Board Meetings:** Board meetings may be called at any time by the Chairperson or two (2) Board Members but generally the Board shall meet at regular intervals as agreed by the Board. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 17.2 **Meetings using Technology:** Any one (1) or more Board Members may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may occur by telephone, through video conference facilities or by other means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 17.3 **Quorum:** Subject to this Rule, the quorum for a Board meeting shall be five (5) Board Members.
- 17.4 **Voting:** Each Board Member shall have one (1) vote at Board meetings. In the event of an equality of votes the Chairperson shall have both a deliberative and a casting vote. Except for resolutions passed outside of a Board meeting under Rule 17.5 (Resolutions), voting at Board meetings shall be by voice, or upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting is not allowed at Board meetings.
- 17.5 **Resolutions:** A resolution in writing signed or consented to by email, facsimile or other forms of visible or other electronic communication by five (5) or more Board Members shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one (1) or more of the Board Members.
- 17.6 **Expenses:** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of SLSNZ's business. Prior to doing so the

Board must establish a policy to be applied to the reimbursement of any such expenses which must comply with Rule 26 (Application of Income).

18. Board Appointments Panel

18.1 **Establishment:** If the Board Appointments Panel needs to be convened for the purposes set out in this Constitution, the Chairperson of the Board (or the person described in Rule 18.2b) shall notify the Board, the Club Chairs Committees and a professional organisation determined by the Board (as described in Rule 18.2c), of this fact, and require them to submit the name(s) of their appointee(s) as specified in Rule 18.2 (Composition). Upon receipt of these names the Chairperson of the Board (or the person described in Rule 18.2b) shall convene the Board Appointments Panel.

18.2 **Composition:** The Board Appointments Panel shall comprise of the following six (6) people:

- a. four (4) people, being one (1) person from each Region appointed by the Club Chairs Committee in that Region. This person must not be a Board Member or an employee of SLSNZ;
- b. one (1) person being the Chairperson of the Board, or if s/he is seeking reappointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election to the Board as determined by the Board, unless the circumstances in Rule 18.3 arise, in which case Rule 18.3 shall apply; and
- c. one (1) nominee who is an independent professional experienced in governance, and the functions and appointment processes of directors in New Zealand, as determined by the Board, unless the circumstances in Rule 18.3 arise, in which case Rule 18.3 shall apply.

No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in Rule 15.5b to 15.5e (inclusive) have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to a person seeking to be a member of the Board Appointments Panel.

18.3 **Board Unable to Appoint:** If the Board as a whole has been removed, resigns en masse or does not have a quorum and is therefore unable appoint the persons described in Rules 18.2b and 18.2c, those persons shall be replaced with persons who are independent of Surf Life Saving and are appointed by the four (4) people appointed in accordance with Rule 19.2a.

18.4 **Convenor:** The convenor of the Board Appointments Panel shall be the person specified in Rule 18.2b.

18.5 **Term of Office:** The members of the Board Appointments Panel shall hold office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limit to the number of occasions a person can be appointed to the Board Appointments Panel.

18.6 **Responsibilities:** The Board Appointments Panel shall be independent of the Board and, shall be responsible for:

- a. in respect of an Independent Appointed Board Member who is vacating office under Rule 15.9 for the first time (i.e. they have only served one term on the Board):
 - i. seeking from the Board its recommendation as to whether that Independent Appointed Board Member should, based on their performance, be re-appointed for a subsequent term without being required to go through the competitive application process set out in Rules 18.6b to 18.6d;
 - ii. deciding whether to accept the Board's recommendation in respect of the re-appointment of that Independent Appointed Board Member for a further term; and
 - iii. if the Board Appointments Panel does decide to re-appoint the Independent Appointed Board Member, Rules 18.6b to 18.6d will not apply in respect of that Independent Appointed Board Member;
- b. identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member or Independent Appointed Board Member;
- c. advertising and inviting members of the public to apply for appointment as an Appointed Board Member or Independent Appointed Board Member;
- d. assessing candidates who have made an application for appointment as an Appointed Board Member or Independent Appointed Board Member, (including undertaking such enquiries and holding interviews and meetings as it sees fit);
- e. deciding the candidates to be appointed as Appointed Board Members or Independent Appointed Board Members;
- f. deciding if a candidate who has made an application for appointment as an Independent Appointed Board Member is eligible under Rule 15.6a, and if requested by the Chairperson, decide whether any Independent Appointed Board Member is eligible to continue in office under Rule 15.6b;
- g. receiving and assessing the applications from candidates for election as Elected Board Members at a General Meeting, (including undertaking such enquiries and holding interviews and meetings as it sees fit);
- h. recommending to the General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the applicants(s) whom the Board Appointments Panel considers would best suit the position(s), for consideration by those present and entitled to vote at a General Meeting; and
- i. such other related matters as set out in any applicable Regulations.

18.7 **Relevant Factors for Appointed Board Members:** Before deciding to appoint an Appointed Board Member, the Board Appointments Panel shall take into account the following factors about the applicants and the Board as a whole:

- a. their prior experience as a director, trustee or experience in any other governance role;
- b. their knowledge of, and experience in, Surf Life Saving;

- c. their occupational skills, abilities and experience;
- d. their knowledge of community based programmes and work with central and local government agencies and commercial sponsors;
- e. their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
- f. the need for conflicts of interest to be minimised;
- g. the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally;
- h. the desire for gender balance; and
- i. the need for the Board as a whole to have knowledge of or experience in Surf Life Saving.

18.8 **Relevant Factors for Independent Appointed Board Members:** Before deciding to appoint an Independent Appointed Board Member, the Board Appointments Panel shall take into account the following factors about the applicants and the Board as a whole:

- a. their prior experience as a director, trustee or experience in any other governance role;
- b. if they are vacating office as an Independent Appointed Board Member after serving their first term on the Board and seeking re-appointment, the recommendation of the other Board Members as to whether they should be re-appointed without needing to go through the application process in Rules 18.6b to 18.6d;
- c. their occupational skills, abilities and experience;
- d. their knowledge of community based programmes and work with central and local government agencies and commercial sponsors;
- e. their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
- f. the need for conflicts of interest to be minimised;
- g. the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally;
- h. the desire for gender balance; and
- i. the need for some members of the Board to be independent of Surf Life Saving.

18.9 **Restrictions on Activity:** No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.

18.10 **Meetings:** The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit.

- 18.11 **Quorum:** The quorum for a meeting of the Board Appointments Panel shall be six (6) members.
- 18.12 **Decisions:** Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be agreed by at least five (5) of the six (6) members.
- 18.13 **Conflicts and Confidentiality:** All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, s/he may require that member to vacate their position on the Board Appointments Panel. If the convenor considers s/he may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.
- 18.14 **Vacancies:** Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed by the person or organisation that appointed the Board Appointments Panel member for which the vacancy arises (as specified in Rule 18.2 - Composition).
- 18.15 **Removal:** The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- a. the member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the convenor, or
 - b. there are circumstances which may give rise to a question of bias in the Board Appointment Panel's process, or
 - c. the member has been found by the Judiciary Committee to have brought Surf Life Saving or SLSNZ (including any employee, official or Member) into disrepute; or
 - d. any of the circumstances listed in Rule 15.5b to 15.5e (inclusive) have occurred to the member.
- 18.16 **Procedure:** Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

19. Appointment and Election of Board Members

- 19.1 **Call for applications:** The Board Appointments Panel shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an AGM, or that have arisen as a result of a casual vacancy arising under Rule 15.11 (Casual Vacancy), at least ninety (90) days prior to the AGM or, in the case of a vacancy of an Elected Board Member position arising under Rule 15.10b (Vacancies), at least thirty (30) days prior to the SGM. The Board Appointments Panel is not required to call for applications for an

Independent Appointed Board Member where such vacating Board Member is being re-appointed under Rule 18.6a.

- 19.2 **Chief Executive to receive applications:** Applications for Board Member positions shall be made by applicants in the approved form (indicating whether they seek to be an Appointed Board Member, Independent Appointed Board Member or Elected Board Member or either) and received by the Chief Executive at the registered office of SLSNZ not less than sixty (60) days before the date set for the AGM or not less than twenty-one (21) days before the date set for the SGM.
- 19.3 **Chief Executive to refer applications to Board Appointments Panel:** Upon receipt of any applications for vacancies for Board Member(s) positions, the Chief Executive shall refer all applications received to the Board Appointments Panel;
- 19.4 **Board Appointments Panel to notify Chief Executive:** The Board Appointments Panel shall undertake its responsibilities as set out in Rule 18.6 (Responsibilities) and notify the Chief Executive of the Appointed Board Member(s) and Independent Appointed Board Member(s) who are to assume office and any recommended applicant or applicants whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the General Meeting;
- a. by no later than thirty (30) days prior to an AGM (in the case of a vacancy arising due to the expiry of term of office at the AGM); or
- b. as soon as practicable (in the case of a casual vacancy arising under Rule 15.10b).
- 19.5 **Chief Executive to notify Members:** Upon receipt of the notification from the Board Appointments Panel in Rule 19.4 the Chief Executive shall, as soon as practicable, notify the Members of the decision of the Board Appointments Panel's regarding any Appointed Board Member(s) and Independent Appointed Board Member(s) it has appointed together with any recommendations of applicants it considers would best suit the vacant positions of Elected Board Members, at the General Meeting.
- 19.6 **Election of Elected Board Members:** Having considered the Board Appointments Panel's recommendations, if any, the Elected Board Members shall be determined by the Delegates from amongst all the valid applications for Elected Board Member positions received by SLSNZ (including any applications recommended by the Board Appointments Panel), in accordance with the process outlined in Rule 23.11 (Process for Election of Board Members).
- 19.7 **Other Positions:** Applicants for positions as Board Members may not hold or continue to hold, a position as an employee of, or contractor to, a Club or SLSNZ if they are appointed or elected as a Board Member.

20. Chief Executive

- 20.1 **Role:** There shall be a Chief Executive of SLSNZ who shall be employed for such term and on such conditions as the Board may determine. The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of SLSNZ in accordance with the Regulations, policies, and procedures of SLSNZ and within such limitations as may be imposed by the Board.

20.2 **Attendance at Board Meetings:** The Chief Executive shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

21. Regions

21.1 **Regions:** For operational purposes, SLSNZ shall be divided into four (4) geographical areas, known as Regions. The name and geographical boundaries of the Regions (and any changes to them) shall be determined by the Board in accordance with the Regulations.

21.2 **Club Chairs Committees:** There shall be a Club Chairs Committee in each Region.

21.3 **Role and Responsibilities of the Club Chairs Committees:** The role and responsibilities of the Club Chairs Committee in each Region are to:

- a. provide the Board and the Clubs in its Region with advice on strategy including providing input into the national strategies for Surf Life Saving;
- b. provide the Board with information and advice about the needs and priorities of the Clubs in its Region;
- c. monitor the performance of SLSNZ;
- d. provide input into the development of Regulations;
- e. as required, appoint a member of the Club Chairs Committee to be a member of the Board Appointments Panel; and
- f. undertake such other responsibilities as agreed with the Board.

21.4 **Composition of Club Chair Committees:** The Club Chairs Committee in each Region shall comprise of:

- a. a member of the Board (appointed by the Board); and
- b. the chairpersons (or other nominee appointed or elected by each Club), of each of the Clubs in the Region. No Board Member may be a chairperson or nominee of a Club on a Club Chairs Committee.

21.5 **Term of Office:** The term of office for members of the Club Chairs Committees shall be two (2) years. A member of a Club Chairs Committee may be re-appointed or re-elected for further subsequent and consecutive terms of office.

21.6 **Chair of Club Chairs Committee:** The chairperson of each Club Chairs Committee shall be determined by all the members of the Club Chairs Committee from amongst those on the Committee who are chairpersons of their Club, either by agreement, or failing agreement, by lot.

21.7 **Powers of Club Chairs Committees:** The Club Chairs Committees are committees of SLSNZ and shall have the powers and authority to carry out their role and responsibilities set out in Rule 21.3, but shall have no power to bind SLSNZ.

- 21.8 **Procedures of Club Chairs Committees:** The procedures of the Club Chairs Committees shall be specified in the Regulations.

Part IV – GENERAL MEETINGS

22. Meetings of Members

- 22.1 **AGM:** SLSNZ must hold an AGM once every year not later than three (3) months after the end of the financial year.
- 22.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings.
- 22.3 **Methods of General Meetings:** A General Meeting may be held either:
- a. by a number of Delegates who constitute a quorum as set out in Rule 22.13 (Quorum) being present in person at the place, date and time appointed for the meeting; or
 - b. subject to this Constitution, by means of audio, or audio and visual, communication by which all persons participating and constituting a quorum can simultaneously hear each other throughout the meeting. Participation by a Delegate entitled to vote at a General Meeting held in this manner shall constitute the presence of that person at that meeting.
- 22.4 **Notice of AGM:** The Chief Executive must give at least 120 days written notice of an AGM to all Board Members and Clubs. The notice shall set out:
- a. the date, time and venue and/or the manner in which the AGM is to be held;
 - b. the date and time by which notification of the Delegate(s), any Individual Members attending, proxy forms, and Postal and Electronic Votes for the AGM must be received by the Chief Executive;
 - c. the number of vacancies, if any, in any Board Member positions for which applications are sought;
 - d. any vacancy in the position of President for which nominations are sought;
 - e. the closing date(s) for nominations for President (if applicable) and/or any applications for Appointed Board Members and Elected Board Members, proposed motions (including alterations to the Constitution) and other items of business to be submitted to the Chief Executive; and
 - f. the name of the Returning Officer for that meeting.
- 22.5 **Items of AGM Business:** Not less than thirty (30) days before the date set for the AGM, any nominations for any election of the President, proposed motions (including alterations to the Constitution) and other items of business, must be received in writing by the Chief Executive from the Clubs and/or the Board. Applications for Appointed Board Members and Elected Board Members must be received not less than sixty (60) days before the date set for the AGM as specified in Rule 19.2.

- 22.6 **Business of AGM:** The following business shall be discussed at each AGM:
- a. the receipt from the Board of an audited annual financial report for the preceding financial year in accordance with Rule 25 (Annual Report);
 - b. the election of any vacancies arising in the positions of Elected Board Members;
 - c. the election of any vacancy arising in the position of President;
 - d. the appointment of scrutineers for the meeting;
 - e. the approval of any Honoraria for the Board;
 - f. the appointment of the auditor for the current financial year;
 - g. any motion(s) proposing to alter this Constitution; and
 - h. any other items of business, that have been properly submitted for consideration at the AGM.
- 22.7 **AGM Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 22.6 – Business of AGM) together with the Postal and Electronic Voting form and proxy form shall be sent by the Chief Executive to the Board and the Clubs by no later than twenty-one (21) days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.
- 22.8 **SGM:** The Chief Executive must call a SGM upon a written request (which must state the purpose for which the SGM is requested including any proposed motion(s)) from:
- a. the Board; or
 - b. twenty percent (20%) or more Clubs which are of Good Standing.
- 22.9 **Notice of SGM:** Not less than forty-two (42) days written notice must be given by the Chief Executive to the Board and the Clubs for a SGM, which notice must only deal with the business for which the SGM is requested and shall include:
- a. the date, time and venue and/or the manner in which the meeting is to be held;
 - b. the date and time by which notification of the Delegate(s), any Individual Members attending, proxy forms, and Postal and Electronic Voting forms for the SGM must be received by the Chief Executive;
 - c. the proposed motion or motions that have been properly submitted for consideration;
 - d. the name of the Returning Officer for that meeting; and
 - e. the proposed motions to appoint scrutineers.
- 22.10 **Minutes:** Full minutes shall be kept of all General Meetings and made available upon request by any Member.

- 22.11 **Notices:** Any notices or other communication given pursuant to this Constitution must be in writing and may be served personally or sent by post, facsimile or e-mail or other technological means of communication in writing.
- 22.12 **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 Rules 22.4 (Notice of AGM), 22.6 (Business of AGM), 22.7 (AGM Agenda) and 22.9 (Notice of SGM) 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:
- 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.
- 22.13 **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 no less than thirty three percent (33%) of the Clubs which are of Good Standing. Proxies do not count towards the quorum. 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, (being not less than seven (7) days following the adjournment), time and place as determined by the Board. If no quorum is obtained at this second General Meeting then the persons present at such second General Meeting are deemed to constitute a valid quorum.
- 22.14 **Delegates:** Each Club that is of Good Standing and any Associate Member may elect or appoint a Delegate to represent it at General Meetings at its cost. No Board Member may act as a Delegate. The names of the Delegates shall be forwarded in writing to the Chief Executive by a date and time determined by the Board prior to the commencement of each General Meeting. If an appointed Delegate is not available to attend a General Meeting, the Club or Associate Member may appoint an alternate Delegate, provided that the name of such alternate Delegate is notified in writing to the Chief Executive at least 24 hours prior to the time scheduled for the commencement of the General Meeting. A Club may cast its vote by means other than through its Delegate or alternate Delegate as specified in Rule 23.3 (Method of Voting).
- 22.15 **Attendees:** In addition to Board Members and Delegates, any Member is entitled to, and may at their cost, attend a General Meeting. In addition, other persons including employees, contractors and advisors to SLSNZ, and a representative from any Club that is not of Good Standing may, upon invitation by the chairperson of a General Meeting, attend and speak at the meeting with the permission of the Delegates.

23. Voting at General Meetings

- 23.1 **Voting Entitlement:** Each Club that is of Good Standing and is present at a General Meeting is entitled to one (1) vote. Individual Members, Associate Members, Life Members and Life Members of Former Districts have no entitlement to vote at General Meetings.

- 23.2 **Casting Vote:** In the event of equality of votes at a General Meeting the chairperson of the meeting shall have a casting vote (unless the resolution directly involves the chairperson in which case the Board shall unanimously agree on a Board Member to have a casting vote).
- 23.3 **Method of Voting:** Voting at General Meetings may be conducted by voices, show of hands, ballot, or secret ballot if requested by two (2) Delegates representing two (2) different Clubs present at the meeting. Each Club may exercise its vote, and shall be regarded as being present at the meeting, in one of the following ways:
- a. through its Delegate or alternate Delegate (Rule 22.14); or
 - b. through a Proxy (Rule 23.4) provided that a Proxy shall not be regarded as present for the purposes of the quorum; or
 - c. by Postal or Electronic Voting (Rule 23.5).
- 23.4 **Proxy Voting:** Where a Club chooses to exercise its vote by appointing a Proxy to attend a General Meeting, the following general principles shall apply together with any specific requirements set out in Regulations:
- a. the Proxy must be appointed by notice in writing on the prescribed proxy form signed by the Club's chairperson;
 - b. the Proxy form must reach the chairperson of the meeting not less than one (1) hour before the time scheduled for the commencement of the General Meeting;
 - c. subject to Rule 22.14 (Delegate), any person who is entitled to be present and vote at a General Meeting may hold a Proxy; and
 - d. a person may hold more than one (1) Proxy but no person may be a Proxy for more than four (4) Clubs.
- 23.5 **Postal or Electronic Voting:** Where a Club chooses to exercise its vote by casting a Postal or Electronic Vote the following general principles shall apply together with any specific requirements set out in Regulations:
- a. a Club may cast a Postal or Electronic Vote on all or any of the motions to be voted on at the General Meeting by returning the prescribed voting form to the Returning Officer (Rule 23.6) for that meeting. The voting form must reach the Returning Officer not less than forty-eight (48) hours before the time scheduled to commence the General Meeting; and
 - b. the Postal or Electronic Votes shall be counted in accordance with Rule 23.6 (Returning Officer) prior to or at the General Meeting.
- 23.6 **Returning Officer:** For each General Meeting:
- a. The Chief Executive shall appoint a Returning Officer. No Board Member or Delegate may be the Returning Officer.
 - b. The Returning Officer shall undertake the following duties and may be assisted by any scrutineers appointed at the meeting:

- i. collect together any Postal and Electronic Votes and proxy forms received by him or her or by SLSNZ;
 - ii. in relation to each motion to be voted on at the meeting, count the total number of Postal and Electronic Votes cast (which may be done prior to or at the General Meeting);
 - iii. in relation to each motion voted on at the meeting, count the valid votes cast; and
 - iv. determine whether the motion is carried, lost or there is an equality of votes (in accordance with the requisite majority under this Constitution) and inform the chairperson accordingly.
- 23.7 **Scrutineers:** Two scrutineers may be appointed by the Members present at each General Meeting to assist the Returning Officer to count the votes.
- 23.8 **Resolutions:** An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified otherwise in this Constitution.
- 23.9 **Chairperson's Declaration:** Where a vote for a motion is cast by a show of hands (whether or not additional votes are cast by other means), a declaration by the chairperson of the meeting of the number of votes cast by show of hands is conclusive evidence of that number, unless a secret ballot is requested.
- 23.10 **Tally of Votes:** The chairperson of the meeting may in his or her discretion state the number or proportion of the votes recorded in favour and against a motion.
- 23.11 **Process for Election of Board Members:** Elections for Elected Board Members at an AGM or a SGM (where a vacancy is being filled under Rule 15.10b) must be undertaken by secret ballot by those Delegates present and entitled to vote at the General Meeting and by Postal and Electronic Voting. Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected. If the number of votes for one or more of the applicants is equal to another applicant, the chairperson of the meeting shall have a casting vote. If there are insufficient nominations for positions available then the vacancy shall be filled by the Board in accordance with Rule 15.10a as if the vacancy were one arising under that Rule. Where the number of applicants for Elected Board Members at an AGM or SGM (where a vacancy is being filled under Rule 15.10(b) are equal or less than the number of vacancies available, then no secret ballot will be required (as provided under rule 23.11) and those applicants, provided that all other criteria regarding the applicants eligibility as an Elected Board Member have been satisfied, will be declared elected.

PART V – FINANCIAL MATTERS

24. Financial Year

- 24.1 The financial year of SLSNZ shall commence on 1 July and end on 30 June in the next year, and may be altered from time to time by the Board.

25. Annual Report

- 25.1 The Board shall prepare an annual report for presentation to the AGM which contains:
- a. the audited annual financial statements as required under the Act; and
 - b. an annual report of the year's activities, (collectively known as the "Annual Report").
- 25.2 The annual financial statement in Rule 25.1 shall be audited by an auditor appointed at each AGM following a recommendation of the Board. The auditor shall be a practising chartered accountant.

26. Application of Income

- 26.1 The income and property of SLSNZ shall be applied solely towards the promotion of the Purposes.
- 26.2 Except as provided in this Constitution:
- a. no portion of the income or property of SLSNZ shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Board Member or Officer; and
 - b. no remuneration or other benefit in money or money's worth shall be paid or given by SLSNZ to any Member, Board Member or Officer.
- 26.3 Nothing in Rule 26.2 shall prevent payment in good faith of, or to any, Member, Board Member or Officer 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 SLSNZ whether as an employee or otherwise; or
 - b. goods supplied to SLSNZ in the ordinary and usual course of operation; or
 - c. interest on money borrowed from any Member, Board Member or Officer; or
 - d. rent for premises demised or let by any Member, Board Member or Officer to SLSNZ; or
 - e. any out-of-pocket expenses incurred by the Member, Board Member, or Officer on behalf of SLSNZ for any other reason.
- 26.4 Nothing in Rule 26.2 shall prevent a Board Member from receiving such reasonable Honoraria as may be determined by ordinary resolution of a General Meeting following the recommendation of the Board.

PART VI – DISCIPLINE OF MEMBERS

27. Judiciary Committee

- 27.1 **Judiciary Committee:** The Board shall appoint as and when required an independent Judiciary Committee or Committees to carry out judicial and disciplinary functions of SLSNZ.
- 27.2 **Composition of the Judiciary Committee:** Each Judiciary Committee shall consist of not less than three (3) persons. The Board shall appoint a chairperson from one of the members appointed to a Judiciary Committee. No Board Member is eligible to sit on a Judiciary Committee.
- 27.3 **Matters which may be Referred to Judiciary Committee:** Without limiting the Board's powers under Rule 16 (Duties and Powers of Board Members), the following matters may be referred for investigation and determination by a Judiciary Committee in the sole discretion of the Board:
- a. An allegation by an individual or organisation that a Club, National Representative, Officer, Individual Member, Life Member, Life Member of a Former District or Appointed Personnel has:
 - i. breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations (other than the SLSNZ Anti-Doping Regulation or the SLSNZ Anti-Match Fixing Regulation), any other policy, resolution or determination of the General Meeting, Board or any committee, or under any rules of, or in connection with, a Competition; or
 - ii. acted in a manner unbecoming of a Member or prejudicial to the Purposes and interests of SLSNZ and/or Surf Life Saving; or
 - iii. brought SLSNZ or Surf Life Saving into disrepute; or
 - iv. been investigated by the Competition Appeals Committee under any Competition Rules and the Competition Appeals Committee has referred the matter to a Judiciary Committee for determination,
- provided that** this Rule 27.3a shall not apply to an allegation against an Individual Member arising out of circumstances in which they were representing their Club, in which case the allegation shall be referred for investigation and/or determination by that Individual Member's Club in accordance with its constitution and/or any applicable rules or any matter within the jurisdiction of the Competition Appeals Committee as set out in the Competition Rules.
- b. An appeal by an Individual Member from a decision of a Club who has received a penalty or an adverse finding in disciplinary proceedings conducted by the Club, provided that the Individual Member has first exhausted all avenues of appeal available under the constitution of the Club.
- 27.4 **Jurisdiction:** Any Member referred to in Rule 27.3 ("Defendant") will be subject to the jurisdiction, procedures, penalties and appeal mechanisms of SLSNZ set out in the Regulations.

- 27.5 **Board Referral:** The Board may commence investigatory or disciplinary proceedings (“Proceedings”) against a Defendant by referring any matter described in Rule 27.3 to a Judiciary Committee in the manner set out in the Regulations.
- 27.6 **Procedure:** Any referral to a Judiciary Committee shall be made and determined in accordance with the Regulations.
- 27.7 **Appeals:** Any party to any decision of a Judiciary Committee under Rule 27.3a may appeal (“Appellant”) such decision to the Sports Tribunal in accordance with the rules of the Tribunal. There may be a further right of appeal from a decision of the Sports Tribunal to the Court of Arbitration for Sport if such right is expressly stated in a Regulation. There is no right of appeal from decisions of a Judiciary Committee made under Rule 27.3b .
- 27.8 **Grounds:** An appeal may only be made on one or more of the following grounds:
- a. that natural justice was denied;
 - b. that the Judiciary Committee acted outside of its powers and/or jurisdiction (i.e. acted ultra vires);
 - c. that substantially new evidence has become available after the decision, which is being appealed, was made; or
 - d. in respect of a decision relating to misconduct involving the Appellant, that the penalty was either excessive or inappropriate.
- 27.9 **Procedure:** Appeals shall be filed within ten (10) days from the date the Appellant was notified of the decision of a Judiciary Committee and in all other respects shall be in accordance with the rules of the Sports Tribunal. The decision of the Sports Tribunal shall be final and there shall be no further right of appeal.

28. Integrity – Doping and Match Fixing

- 28.1 The Board shall determine a regulation governing anti-doping matters in accordance with any applicable legislation and in compliance with any requirements of ILS and the World Anti-Doping Agency.
- 28.2 Any alleged anti-doping violation shall be dealt with in accordance with the Regulation referred to in Rule 28.1, which shall include the determination of any alleged anti-doping violation by the Sports Tribunal and if any appeal, by the Court of Arbitration of Sport or the ILS as specified in the Regulation.
- 28.3 The Board shall determine a regulation governing anti-match fixing matters in accordance with any applicable legislation and in compliance with any requirements of ILS.
- 28.4 Any alleged offence under the Regulation referred to in Rule 28.3 shall be dealt with in accordance with that Regulation, and shall not be subject to the jurisdiction of the Judiciary Committee under Rule 27, unless the hearing body referred to in the Regulation, decides that it does not have jurisdiction to hear and determine the alleged offence.

PART VII – ADMINISTRATIVE

29. Common Seal

- 29.1 SLSNZ shall have a common seal.
- 29.2 The Board shall determine when and by whom the common seal is to be used and make provision for its safe custody, subject to the Act.

30. Alteration to the Rules

- 30.1 Subject to Rule 30.2, this Constitution may only be amended, added to or repealed by Special Resolution at a General Meeting.
- 30.2 Notice of an intention to alter this Constitution must be given by a Club or the Board to the Chief Executive Officer no later than thirty (30) days prior to an AGM. If a Club or the Board wishes to alter the Constitution at a SGM the proposed alteration must be included in the request to call the SGM (which must be made in accordance with Rule 22.8).

31. Regulations

- 31.1 The Board may determine and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the Purposes of SLSNZ and any directives given by General Meeting.
- 31.2 All Regulations shall be binding on SLSNZ and the Members.
- 31.3 All Regulations and any amendments to the Regulations shall be advised to all Members in writing or electronically as approved by the Board.
- 31.4 The SLSNZ Regulations which were in force prior to the commencement of this Constitution shall (unless otherwise revoked) continue in force until revoked or otherwise altered by the Board.
- 31.5 To the extent of any inconsistency between the SLSNZ Regulations and this Constitution, this Constitution shall prevail.

32. Dissolution and Liquidation

- 32.1 SLSNZ may be either dissolved by the Registrar of Incorporated Societies in accordance with the Act or voluntarily put into liquidation if:
- a. a two-thirds majority vote of those present and entitled to vote at a General Meeting passes a resolution to request its dissolution or to appoint a liquidator; and

- b. such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held not earlier than thirty (30) days, after the date on which the resolution was passed.
- 32.2 If a liquidator is appointed under Rule 32.1, the relevant provisions of the Act shall apply to the liquidation of SLSNZ.
- 32.3 If upon dissolution or liquidation there are surplus assets of SLSNZ, then after payment of all costs, debts, and liabilities, they shall, subject to any trust effecting the same, be disposed of by distributing, giving or transferring them to some charitable body or bodies or to some other body or bodies having charitable purposes similar to SLSNZ.
- 32.4 The body or bodies in Rule 32.3 shall be determined by the Members in a General Meeting at or before the time of dissolution or liquidation. If the Members are unable to decide the body or bodies shall be determined by the liquidator, if SLSNZ is to be liquidated or by the High Court, if SLSNZ is to be dissolved..

33. Indemnity and Insurance

- 33.1 SLSNZ shall indemnify its Board Members, Officers, and its employees for any costs incurred by any of them in any proceeding:
- a. that relates to the liability for any act or omission in his or her capacity as a Board Member, Officer or employee; and
 - b. in which judgment is given in its favour, or in which it is acquitted, or which is discontinued.
- 33.2 SLSNZ shall indemnify each Board Member, Officer or its employees in respect of:
- a. liability to any person other than SLSNZ for any act or omission in their capacity as a Board Member, Officer or employee; or
 - b. costs incurred by that Board Member, Officer or employee in defending or settling any claim or proceeding relating to any such liability,

not being criminal liability or liability in respect of a breach, in the case of a Board Member, of the duty (as specified in Rule 16.1) or, in the case of an Officer or employee, of any fiduciary duty owed to SLSNZ.
- 33.3 SLSNZ shall, with the prior approval of the Board, effect insurance for each Board Member, Officer and its employees in respect of:
- a. Liability not being criminal liability for any act or omission in his or her capacity as a Board Member, Officer or employee.
 - b. Costs incurred by that Board Member, Officer or employee in defending or settling any claim or proceeding relating to any such liability.

- c. Costs incurred by that Board Member, Officer or employee in defending any criminal proceedings:
 - i. that have been brought against the Board Member, Officer or employee in relation to any act or omission in its capacity as a Board member, officer or employee; and
 - ii. in which it is acquitted.

34. Disputes and Matters Not Provided For

- 34.1 Subject to Rule 34.2, if any dispute arises out of the interpretation of this Constitution or the Regulations (other than the SLSNZ Anti-Doping Regulation), or any matter arises which is not provided for in this Constitution or the Regulations, then such dispute or matter shall be referred in writing to the Board, whose decision shall be final and binding.
- 34.2 If the dispute or matter in Rule 34.1 is between the Board and a Member, or between any one (1) or more Board Members, ("the parties") the dispute or matter shall be resolved by the following process:
 - a. by the parties acting in good faith to seek an agreement; or
 - b. failing agreement in Rule 34.2a, by a party or the parties appointing an independent third person to mediate between them; or,
 - c. failing agreement to mediate or agreement at mediation, by arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) the Board. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the New Zealand Law Society. The procedure for the arbitration shall be determined by the arbitrator. The decision of the arbitrator shall be final and binding.

35. Transitional Arrangements

- a.
- 35.2 **Status of Districts During Transition:** During the Transition Period, each District shall continue to be a Member of SLSNZ subject to this Constitution and the Regulations, and have the rights and obligations of a Member set out in Rule 11 and as otherwise provided for in Rule 35. In addition, each District shall:
 - a. administer, promote and develop Surf Life Saving in its District in accordance with the Purposes of SLSNZ and for the purposes of transitioning its operations to SLSNZ, as agreed with SLSNZ;
 - b. have as its members, Clubs and Individual Members and any other members it considers appropriate;

- c. apply its property and capacity in pursuit of the Purposes of SLSNZ, the purposes of the District and Surf Life Saving;
 - d. do all that is reasonably necessary to enable the Purposes of SLSNZ to be achieved;
 - e. act 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 the Members and Surf Life Saving;
 - f. operate with, and promote mutual trust and confidence between SLSNZ and the Members, and
 - g. at all times act in the interests of the Members and Surf Life Saving.
- 35.3 **Districts to Wind Up:** The Districts shall, as soon as reasonably practicable and by no later than 30 June 2010, unless otherwise agreed in writing with the Board or any other date agreed in writing with the Board, wind up and transfer any surplus assets to SLSNZ in accordance with its constitution and the applicable Regulations. Upon the winding up of each District, the Clubs which are members of the District shall continue to be Members of SLSNZ, provided they comply with this Constitution and the Regulations.
- 35.4 **Failure to Wind Up and/or Transfer Surplus Assets:** If any District fails to wind up and/or transfer any surplus assets to SLSNZ in accordance with Rule 35.3 (Districts to Wind Up) by 30 June 2010, or any other date agreed in writing with the Board, its membership of SLSNZ shall terminate with effect from 1 July 2010 (or the date previously agreed under Rule 35.3, whichever is the latter) and the consequences of termination of membership set out in Rule 13.7 shall apply as if the District were a Club. The Clubs which are members of any District which has its membership terminated under this Rule shall continue to be Members of SLSNZ provided they comply with this Constitution and the Regulations.
- 35.5 **Districts Transitional Rights & Obligations:** For the Transition Period for each District, the District shall:
- a. have such rights and entitlements sets out in this Constitution and the Regulations;
 - b. not be entitled to vote at any General Meeting but may have a representative to speak on its behalf with the prior approval of the Chairperson;
 - c. be subject to Part VI of this Constitution (Discipline of Members) as if every reference to a Club, is to a District, and for the purposes of this Part, an Officer includes officers of the District, and Appointed Personnel includes individuals appointed by the District Board to positions of responsibility within the District which are unpaid .
- 35.6 **Clubs Transitional Rights & Obligations:** Each Club shall, as soon as reasonably practicable, and by no later than 30 June 2011 or any other date agreed in writing with the Board, adopt a constitution that is consistent with this Constitution and in accordance with Rule 6.3 (Club Obligations). If any Club fails to comply with this Rule by 30 June 2011, or any other date agreed in writing with the Board, its membership of SLSNZ shall terminate with effect from 1 July 2011 and the consequences of termination in Rule 13.7 shall apply. During the period from the commencement of this Constitution to the date on which each Club adopts a constitution in accordance with this Rule or 30 June 2011 (whichever is the latter), each Club shall appoint a Delegate to attend General Meetings in accordance with Rule 22.14

(Delegates) and in this regard to the extent of any inconsistency between the constitution of the Club and this Constitution, this Constitution shall prevail.

36. Definitions

36.1 The words and phrases used in this Constitution shall mean as follows:

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

“AGM” means the Annual General Meeting of SLSNZ described in Rule 22.1.

“Annual Report” means the report described under Rule 25.

“Appointed Personnel” means individuals who are appointed by the Board to positions of responsibility within SLSNZ and which are unpaid, and includes the national selectors. In addition all members of Club Chairs Committees shall be Appointed Personnel.

“Appointed Board Member” means a person who is appointed as an Appointed Board Member under Rule 19 (Appointment and Election of Board Members).

“Associate Member” means a member that is not a Club as described in Rule 10.

“Board” means the Board as defined in Rule 15.

“Board Appointments Panel” means the panel described in Rule 19.

“Board Members” means the people elected and appointed under Rule 15

“Chairperson” means the person appointed as a Chairperson of the Board under Rule 15.4.

“Chief Executive” means the Chief Executive of SLSNZ appointed under Rule 16.2b.

“Club” means a group of individuals formed as a club or organisation to participate in, administer, promote or develop Surf Life Saving (and includes any of the organisations that were known as “community lifeguard services” prior to the commencement of this Constitution).

“Club Chairs Committee” means a committee as described in Rule 21.2.

“Co-opted Board Members” means any person appointed as a Board Member under Rule 15.3.

“Community Lifeguard Services” means those services that administered, promoted and developed surf lifesaving but were unable to be Clubs under the former SLSNZ constitution.

“Competition” means:

- a. any national, provincial, inter-Club or other Surf Life Saving competition, event and/or activity held by, or under the auspices of SLSNZ as set out in SLSNZ yearly calendar; and
- b. any international competition, event or activity at which SLSNZ is represented;

but does not include a competition, event or activity held by or on behalf of any Club unless it is notified in the yearly calendar as set by SLSNZ. A Competition shall be deemed to start at the commencement of the official opening, manager’s meeting or pre-event briefing

immediately preceding the proceedings of the Competition (whichever is the earlier) and shall end at the conclusion of the official closing, prize giving or official SLSNZ function for the Competition (whichever is the latter).

“Competition Appeals Committee” means the committee established by the Board to hear appeals relating to a Competition.

“Competition Rules” means the rules for Competition determined by SLSNZ and may include the SLSNZ sports competition manual.

“Constitution” means this constitution.

“Court of Arbitration for Sport” means the Court of Arbitration of Sport (CAS) which is the court established by the International Olympic Committee to resolve sports related disputes and which operates under the Code of Sports Related Arbitration.

“Defendant” means the Member against whom an allegation is made or an appeal is brought under Rule 27.4.

“Delegate” means a person elected to represent a Club or an Associate Member at a General Meeting under Rule 22.14.

“Deputy Chairperson” means any person appointed as a Deputy Chairperson of the Board under Rule 15.4.

“Districts” means Surf Life Saving Bay of Plenty Incorporated, Surf Life Saving Canterbury Incorporated, Surf Life Saving Gisborne Incorporated, Surf Life Saving Hawke’s Bay Incorporated, Surf Life Saving Northern Region Incorporated, Surf Life Saving Otago Incorporated, Surf Life Saving Taranaki Incorporated, Surf Life Saving Wellington Incorporated, and Surf Life Saving Western Districts Incorporated, and **“District”** and **“Former District”** means one of the Districts.

“Elected Board Member” means a person elected as a Board Member under Rule 19.

“General Meeting” means an AGM or a SGM of SLSNZ.

“Good Standing” has the meaning described in Rule 6.7.

“Honoraria” means any payments received by a Board Member for services provided by the Board Member to the Board that:

- a. are paid at a rate that is less than the market rate for providing the services; and
- b. are amounts for which, in the normal course, no payment is fixed for the services provided.

“Honours and Awards Committee” means the committee appointed by the Board which makes recommendations to the Board for Life Members under Rule 8.1. The composition, powers, responsibilities and procedures of the Honours and Awards Committee shall be as set out in the Regulations.

“ILS” means the International Life Saving Federation which is the international organisation governing lifesaving in an aquatic context.

“Independent Appointed Board Member” means a Board Member who is appointed as a Independent Appointed Board Member under Rule 19 (Appointment and Election of Board Members).

“Individual Member” means an individual described in Rule 7.

“Intellectual Property” means all rights or goodwill in copyright, names, trade marks (or signs), service marks, devices, logos, designs, patents, processes and confidential information relating to SLSNZ or any event, or any competition or Surf Life Saving activity or programme of or conducted, promoted or administered by SLSNZ.

“Judiciary Committee” means a committee of the Board as set out in Rule 27.

“Life Members” means those individuals described in Rule 8.

“Life Member of a Former District” means a person described in Rule 9.

“Members” means the members of SLSNZ as described in Rule 5.

“National Representative” means a competitor or other member of a Surf Life Saving team or Surf Life Saving squad who has been selected to compete in Surf Life Saving in an event or competition as a representative of New Zealand, and includes any Appointed Personnel selected to represent New Zealand.

“Purposes” means the purposes of SLSNZ described under Rule **Error! Reference source not found.**

“Officer” means an individual appointed under Rule 14.

“Ordinary Resolution” means a resolution passed by a majority of the votes properly cast by those present and entitled to vote.

“Patron” means the individual appointed under Rule 14.2.

“Postal and Electronic Votes” means the methods of voting for General Meetings as described in Rule 23.5.

“President” means the individual elected under Rule 14.3.

“Proxy” means a person who is a Delegate and who has been appointed to act as an agent for another Club at a General Meeting and to exercise that Club’s vote(s) on their behalf, and **“Proxies”** means a person who holds more than one Proxy.

“Region” has the meaning specified in Rule 21.1.

“Register” means the register of Members specified in Rule 12 and includes the registers of Members held by SLSNZ and each Club.

“Regulations” means the regulations determined under Rule 31.

“Returning Officer” means the person described in Rule 23.6.

“Rule” means a rule of this Constitution.

“SGM” means a Special General Meeting of SLSNZ described in Rule 22.8.

“SLSNZ” means Surf Life Saving New Zealand Incorporated and includes its officers, employees, Board Members and agents.

“Special Resolution” means a resolution passed by two-thirds of the votes properly cast by those present and entitled to vote.

“Sponsor” means any person or organisation which sponsors (whether by money or otherwise) or otherwise provides funding to SLSNZ or any of its products and services including competitions and events.

“Sports Tribunal” means the Sports Tribunal of New Zealand established under the Sport and Recreation New Zealand Act 2002 and continued under the Sports Anti-Doping Act 2006.

“Surf Life Saving” means the practice by surf lifeguards of preventing drowning and injury of the general public while 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.

“Transition Period” means the period applicable to each District commencing on the date this Constitution comes into force and ending on the winding up of each District or 30 June 2010 (whichever occurs first), or such other date or dates agreed in writing with the Board, in relation to a District.

“World Anti-Doping Agency” means the foundation constituted under the Swiss Civil Code in Lausanne on 10 November 1999.

36.2 **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 “day” means any day of the week and is not limited to working days, unless specified otherwise;
- g. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- h. headings and the contents page are for reference only and are to be ignored in construing this Constitution; and
- i. if there is any inconsistency between any Rule in this Constitution and any rule of the ILS then, to the extent of that inconsistency, the ILS rule shall apply unless otherwise required by law including the Charities Act 2005.