

## SLSNZ CLUB CONSTITUTION INFORMATION

12 April 2024\_v1

### 1. WHY DOES MY CLUB NEED A NEW CONSTITUTION?

The Incorporated Societies Act 2022 (Act) and Incorporated Societies Regulations 2023 (Regulations) came into force on 5 October 2023. The new Act modernises the way societies (clubs) operate and contains some major changes to what must now be included in an Incorporated Societies Constitution.

All surf lifesaving clubs will need to re-register with the Incorporated Societies Registrar by April 2026 with a constitution compliant with the Act and Regulations. Club Constitutions must meet these requirements or an application to re-register as an Incorporated Society will be rejected.

Clubs must adopt a new compliant constitution to replace their existing constitution (usually by a majority or special resolution, depending on your current constitution rules, at an Annual or Special General Meeting) before re-registering.

The Act requirements may also mean changes to how clubs are governed and operated e.g., defining who is an “Officer” and their duties, filing annual returns, an explicit process for how members consent to join a club and resolving disputes in a manner that is consistent with natural justice.

Most clubs are registered as a charity under the Charities Act 2005. A new Charities Amendment Act 2003 also came into force on 5 October 2023. The Amendment contains new requirements for registered charities which are included in the template.

### 2. HOW WAS THE CONSTITUTION TEMPLATE DEVELOPED?

The 2024 Constitution Template has been prepared for clubs to use as a base document for drafting their new club constitution, reducing the duplication of effort and costs for clubs. The template has been developed with advice from SLSNZ’s legal firm in conjunction with information from the Incorporated Societies Register.

The 2022 Act requires considerably different rules to the previous 1908 Act, and therefore we recommend that clubs adopt this entire template, with any required adaptations, as a new constitution rather than selecting isolated clauses from the template and inserting them into their existing constitutions.

If rules are amended or deleted, the changes may affect other rules so these should be checked. Clubs should obtain advice from SLSNZ, or independent legal advice on any additions or changes to the template as, for example, changes to the Purposes may affect a club’s ability to be a registered charity.

### 3. HOW TO DRAFT YOUR CLUB’S CONSTITUTION

Follow the **SLSNZ Club Constitution Template Guide**, which contains a version of the SLSNZ Club Constitution Template with explanatory notes and colour coding to assist clubs in drafting their constitution.

The **SLSNZ Club Constitution Template\_Clean** (<https://www.surflifesaving.org.nz/club-management/administration/club-governance-resources>) is a clean version without any explanatory notes or colour-coding.

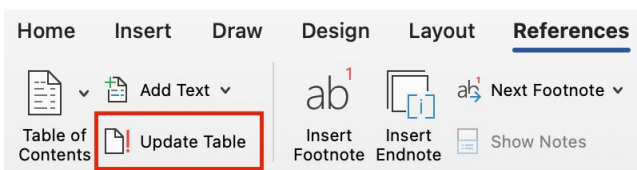
To draft your club's new constitution:

1. Read through the Guide to understand what rules are mandatory, what rules need to be altered for your club, or optional rules you can add.
2. Review and confirm what club specific details and optional rules to add for your club (use the Checklist in Appendix 5).
3. Consult with members for major changes.
4. Alter the clean Word version to insert club specific details (click on the shaded text to change to your specific text) and optional rules.
5. Contact Marilyn at [governance@surflifesaving.org](mailto:governance@surflifesaving.org) for any queries or to check your draft.

### INSTRUCTIONS TO ALTER CLEAN WORD VERSION:

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

- **For the table of contents** – select the contents by right clicking the text, choose “update field” and “update entire table”. You can also go to the References tab, and click on Update Table, and select “update entire table”, see below:



- **For the automatic numbering** – use the existing “styles” in the document. You can find these in the Style Gallery. See below:

**HEADING 1**

**1 Legal 1**

**1.1 Legal 2**

Normal

**1.1.1 Legal 3**



If the “styles” programmed into the document are not used properly when the document is amended the automatic numbering and contents page updating functions may not work;

- **for the cross-references to other rules** – select the reference by right clicking it to highlight it in grey, then right click again and choose “update field” to update the numerical reference. Otherwise, select all text except the table of contents, right click on it and click “update field” to update all the cross-references at once. When you are editing the template in Microsoft Word the cross-references do not automatically update unless your settings provide for this, but all of the references may update as a whole on printing. If you see a message like “bookmark not defined” this means the part of the document that the cross-reference related to has been deleted. Please **check** the cross-references are correct because amendments can affect the automatic updating.

## 4. GUIDE TO COLOUR CODING

The template guide is colour-coded to show which rules must be included, where you need to insert your club's specific details and to provide additional optional rules your club can consider including if appropriate.

### Guidance Notes

Words in red are guidance notes to explain the rules or provide instructions on where rules can be changed.

### Mandatory rules

These rules are either required to be in your constitution by the Act or contain wording from the Act to assist clubs with following the Act in their procedures. They provide a ready reference to specific requirements (e.g. Officer Eligibility) so you do not need to refer to the Act to check an Officer's eligibility.

Do not remove these rules from the constitution template.

In some rules, clubs can insert their specific information as part of the mandatory rules.

### Charity – [include if your Club is a registered charity]

These rules must be included if your club is a registered charity under the Charities Act 2005 (check if your club is registered here: <https://register.charities.govt.nz/CharitiesRegister/Search>).

The charitable status you choose controls which rule variations must be included elsewhere in the constitution e.g. Purposes.

### Club specific [insert your Club's specific details]

Insert names, numbers, %, dates, etc that your club uses by clicking on the shaded text in the clean template. Check if the details in your previous constitution are still appropriate.

### Optional rules or wording

These rules or wording are optional to include e.g. Māori name. Delete the optional rules if they are not relevant or appropriate for your club.

## 5. REVIEW OF CLUB SPECIFIC AND OPTIONAL RULES

Drafting a new constitution is an opportunity to review and consider if the rules in your previous constitution are still relevant to how your governance, membership structure and meetings work now.

For example, do you want to:

- change your membership categories to suit your membership structure
- change your committee positions or size
- introduce a rotation policy for committee member terms
- introduce a Māori name, or
- include best practices from other clubs or organisations?

If you are considering major changes e.g. to the audit requirements, consult with your members to ensure that when the new constitution is presented for approval members are not surprised and feel they have had an opportunity to provide input.

The checklist in Appendix 5 lists all the club specific and optional rules to consider.



## 6. APPENDICES

Each club has specific ways they govern and operate their club. These Appendices further explain how some rules can be adjusted to suit your club:

1. **President & Chair Roles** -in some clubs the President is also the Chair of the club, rather than having 2 separate elected officers.
2. **Membership Categories** – how to list your club’s membership categories, including how to adjust the rules if you have Social members who do not become SLSNZ members.
3. **Audit/Review Requirements** -information about if you are required to have the club financial accounts audited or reviewed, and how to change the rules to suit.
4. **Postal or Electronic and Proxy Voting** – you must state if these are allowed, and if so, how members can vote.
5. **Checklist Club Specific and Optional Rules** -lists all the rules that require your club’s specific details or are optional to assist with the club making decisions, and to check that all have been altered. Also provides a summary of the General Meeting timelines suggested in the template.

## 7. GENERAL NOTES

### Committee or Board

The Act refers to ‘committee’ as the governing body. Clubs that have a Board can substitute “Board” for “Committee” throughout the constitution.

Each club needs to list its committee/board officers.

The template assumes the President’s role is separate from the Chair’s role and is not a voting member of the Committee. This is important when defining who is an “Officer’ of the club with statutory duties.

If the President is the Chair of your committee refer to Appendix 1 for rule changes required.

### Deleted Rules

The following rules from the previous constitution template have been deleted as they are no longer required under the Act.

- Membership Duration  
There is no need to specify a membership duration e.g. until 30 June each year, instead the constitution must set out when a member ceases to be a member. (e.g. resigns or doesn’t pay fees). Members are assumed to continue their membership until one of the ceasing to be a member conditions are met.
- Common Seal  
A common seal is no longer required under the Act.

### Northern Region Clubs

Currently, Northern Region clubs need to be affiliated with both SLSNZ and SLSNR.

It is expected that by 2025/2026 SLSNZ will be the only entity that clubs can be affiliated to.

In the meantime, Northern Region clubs need to add the following 2 rules to their constitution:

#### 1. Additional Definition:

*“SLSNR means Surf Life Saving Northern Region Incorporated”*

#### 2. Additional Purpose:

*6.2.5 “be a member of SLSNR and adhere to the SLSNR Constitution and any regulations of SLSNR”*



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## 8. FURTHER RESOURCES

Incorporated Societies Register Information: [www.societies.govt.nz](http://www.societies.govt.nz)

Charities Society Information: [www.charities.govt.nz](http://www.charities.govt.nz)

## 9. CONTACT

If you have any questions, would like advice on drafting your club constitution, or to check your final constitution is correct before reregistering, contact

**Marilyn Moffatt**  
**Club Constitution Project Coordinator**  
[governance@surflifesaving.org.nz](mailto:governance@surflifesaving.org.nz)

## 10. ONLINE FAQ WEBINAR

Marilyn will hold online FAQ webinars in April to outline the constitution template and answer any queries you have about the constitution rules, your club's specific details, how to adopt the new constitution or how to reregister as an Incorporated Society.

The links to join one of the FAQ webinars (both have the same content) are below. If you can't attend either session, contact us for a recording of the FAQ.

### Club Constitution Online FAQ Webinars

1. Thursday 18<sup>th</sup> April 2024: 7 pm – 8 pm  
Link to join on Teams:

[Join Club Constitution FAQ Webinar 1](#)  
Meeting ID: 412 235 479 339  
Passcode: qe4DT6

2. Tuesday 23<sup>rd</sup> April 2024: 7 pm - 8 pm  
Link to join on Teams:

[Join Club Constitution FAQ Webinar 2](#)  
Meeting ID: 435 892 493 132  
Passcode : 2ZVKC2



## **APPENDIX 1 - PRESIDENT & CHAIR ROLES**

### **1. Where the President acts as Chair**

If the role of your President is to chair the committee, i.e. you do not elect a separate person as Chair of the committee, alter the following rules so the President is deemed a Committee Member, and that their role is to Chair meetings:

#### Definitions – President

Change the wording to:

*“President means the person elected under Rule 12 and who acts as the Club’s Chair”*

#### Rule 10.2 & 10.3 - President

Remove 10.2 and 10.3 as these assume that your President is elected in an honorary role and is not a Committee Officer.

#### Rule 11.1.1 - Committee Composition

Replace ‘Chair’ with ‘President’ from the list of elected Committee Members.

#### Rules 13.4 -Limit of term as chair

If you retain this rule, replace ‘Chair’ with ‘President’

All other rules that include the term ‘Chair’ can remain as they refer to the person responsible for chairing the meetings as defined in the Definitions (which can be the President):

*“Chair means the Officer responsible for chairing the Committee meetings and who provides leadership for the Club”*

### **2. Where the Chair is appointed from among the elected Committee Members**

#### Definition – Chair

Change the wording to:

*“Chair means the Committee Member appointed as Chair under Rule 12 who is responsible for chairing Committee meetings and who provides leadership for the Club.”*

#### Rule 11.1.1

Remove ‘Chair’ from the list of elected committee members

#### Add new Rule 12.4: Appointment of Chair

*“At its first meeting following each AGM, the Committee must appoint a Chair from amongst the Committee Members who will hold the position of Chair until the conclusion of the first Committee meeting after the next AGM”.*

OR



*“At its first meeting following each AGM, the Committee must appoint a Chair from amongst the Committee Members. The President will temporarily act as the Chair until the new Chair is appointed by the Committee”*

All other rules that include the term ‘*Chair*’ can remain as they refer to the person responsible for chairing the meetings as defined in the Definitions:

*“Chair means.....who is responsible for chairing the Committee meetings and who provides leadership for the Club”*

## APPENDIX 2 – RULE 27 MEMBERSHIP CATEGORIES

Listing different membership categories under Rule 27 allows a club to assign different rights, such as the use of equipment and voting to different categories of members e.g. active vs social.

As there is a wide variety in types of member categories that clubs use, Rule 27.2 lists 3 broad categories of members: Active, Associate and Life Members as a guide.

Consider if there is a need to list all the types of members you may have, or if you can keep broader categories in the constitution. Rule 27.3 allows the Committee to further classify sub-categories e.g. Lifeguard, Competitor, Patrol Support, Masters, Junior Surf, and to set their membership fees, privileges and rights which allows more flexibility.

### Other rule changes

Rule 32 Members' Rights and Privileges also allows a club to differentiate, for example, voting rights by age for Active members. If you change the list of membership categories in Rule 27.2, ensure you also align the rights and privileges for each category in Rule 32.

Add, alter, or remove membership category definitions to align with your membership categories.

### Social Members

Some clubs have a membership category that allows the public to join the club and make use of their social (or gym facilities), especially where they have licensed facilities.

Social members are distinct from Associate members who may be parents, ex-lifeguards or competitors, coaches, officials, or supporters and have a greater involvement in the club.

Although Social members may help around the club (e.g. with fundraising) you may have greater restrictions on when they can access the club and what facilities they can use.

Social members join the club by completing a club application form but generally do not complete an SLSNZ membership form and so are not regarded as SLSNZ members.

The constitution assumes that all other members are also SLSNZ members.

To allow for Social type membership (by whatever name) in your constitution:

1. Add the membership type under 27 Membership Categories e.g. see example rule 27.2.4
2. Add the wording "with the exception of Social Members" to rule 31.3
3. List the rights and restrictions for their membership e.g. see rule 32.4

Note: Under the Act, **ALL** members have the right to attend and speak at a general meeting.





## APPENDIX 3 – AUDIT/REVIEW REQUIREMENTS

The Incorporated Societies Act requires that all clubs must prepare annual financial statements and present these to members at an AGM.

### Statutory requirements for an audit or review

If the club is a registered charity, the Charities Act 2005 thresholds for statutory audit and review requirements are based on your **operating expenditure\***.

If your total operating expenditure for each of the previous two accounting periods was:

- **over \$550,000 (medium)** – your financial statements must be either **audited or reviewed** by a qualified auditor.
- **over \$1.1 million (large)** – your financial statements must be **audited** by a qualified auditor.

Charities that are required by statute to have an audit or review will also have their non-financial information (e.g. service performance reporting) audited or reviewed.

If your club is not a registered charity, then the financial statements must be audited if, in each of the 2 preceding accounting periods, the total operating expenditure of the club is \$3 million or more.

\*Total operating expenditure includes all payments either in cash or from your bank account, and excludes capital payments e.g. for purchasing assets you will use for more than 12 months (for example, equipment, vehicles, buildings, loan repayments)

### Difference between an audit and a review

The Charities Services website has an overview of the differences here:

[Charities Services | Statutory audit and review requirements](#)

### What are qualified auditors?

Statutory audits and reviews must be done by a qualified auditor. Qualified auditors are defined under sections [35](#) and [36](#) of the [Financial Reporting Act 2013](#).

Chartered Accountants Australia New Zealand offers qualified auditor recognition through the New Zealand Institute of Chartered Accountants (NZICA) which is their New Zealand regulatory body. You can find the NZICA Register of Qualified Auditors on the [Chartered Accountants Australia New Zealand website](#).

CPA Australia is another professional accounting body that also provides recognition. You can find out more about CPA Australia's [qualified auditor recognition on their website](#).

The constitution can either state that the auditor is appointed by the committee, or at the AGM (usually by way of a motion recommended from the committee).

### What if we are below the threshold?

Registered charities with total operating expenditure of less than \$550,000 are not required by law to have an audit or review. However, the committee, or members, may want to include a rule in the constitution that the financial accounts are audited or reviewed.

The auditor does not need to be a qualified auditor unless stated in your rules.



Most clubs currently have an audit or review rule in their constitution. If you decide you don't need to have a mandatory audit or review of the accounts every year, it is recommended that you include a rule that the accounts MAY be audited or reviewed. This allows the committee to obtain an audit or review if they have reasons that one is required, for example by a trust for a large capital grant, or if the committee has concerns about the accounts or the way they are managed.

Members can pass a motion at a General Meeting to request an audit or review if they have concerns.

We recommend that you consult with members before removing the requirement for an audit or review.

### Reporting Standards

The Charities website has information about how your financial statements must be prepared. Reporting standards depend on your club's Tier Level which is determined by the amount of annual expenses.

See the Charities website for more information on:

- Reporting standards

<https://www.charities.govt.nz/reporting-standards/about/>

- Tiers

<https://www.charities.govt.nz/reporting-standards/which-tier-will-i-use/>

- How to complete your performance report and annual return.

[Charities Services | How to complete your performance report and annual return](#)



## APPENDIX 4 POSTAL OR ELECTRONIC AND PROXY VOTING

The Act allows clubs to include a rule in the constitution to permit members to vote by postal or electronic vote or by proxy at a General Meeting. The Act does not define “electronic means”. Proxy or electronic voting is an optional rule.

### 1. Postal or Electronic voting

Add new Rule:

If your club wants to include a provision for members to vote who are not present at a General Meeting, add a new rule after Rule 45.3:

*“Voting by postal or electronic means is permitted.”*

### 2. Proxy Voting

Rule 45.4

Alter Rule 45.4 as below if the club wants to allow members to vote by proxy at a General Meeting. If you allow proxy voting, it is mandatory to include procedures for proxies in your constitution.

There are 2 types of proxies:

1. General – where the person you appoint can act in their discretion when voting on resolutions, and
2. Specific - where you direct the person to vote on resolutions in a specific way for you. Include the highlighted sentences below if you only allow a specific proxy. If you only allow specific proxies, consider if allowing postal or electronic voting instead will achieve the similar outcome of allowing all members to vote regardless of whether they are at the General Meeting or not.

The constitution allows members to participate in a general meeting electronically (Rule 42.3) so this is another opportunity for members to cast their votes.

*“Proxy voting is permitted. Where a Member appoints a proxy, notice of the proxy signed by the Member must be received by the Chair twenty-four (24) hours prior to the start of the General Meeting. The form of the proxy is set out in Appendix 1 (or as otherwise determined by the Committee).*

***Only proxies which indicate whether a Member has voted in favour of, or against, a proposed motion as set out in their proxy form shall be valid. General proxies are not valid.***

*Appendix 1 Proxy Form*

*I [insert name] of [insert address] being a member of [insert organisation name] appoint [insert name of proxy] as my proxy to speak [and vote] for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting.*

***I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against].***

Rule 42.2 Quorum

If you allow postal and electronic voting or proxy votes, It is mandatory to include whether the quorum includes those votes. It is recommended to NOT include these in the quorum i.e. add to Rule 42.2:

*“Postal and electronic votes, or proxies do not count towards the quorum”*



### Rule 41 Agenda

If you allow postal and electronic voting or proxy votes, add sending these forms with the list of agenda notices as required:

41.1.5 the Postal and Electronic Voting form

41.1.6 the Proxy form



## APPENDIX 5 – CHECKLIST CLUB SPECIFIC AND OPTIONAL RULES.

This table is a summary of the rules where clubs need to enter the specific details applicable to their club or are optional rules for clubs to consider including.

Use this checklist to make sure you have inserted all your club's specific details and considered which optional rules you want to include.

Completed <input type="checkbox"/>	Rule # (optional rules are highlighted)	Actions
<input type="checkbox"/>	Definitions: Committee	Select 'Committee' or "Board" as your club's governing body and ensure all references to Committee in the constitution reflect the correct name.
<input type="checkbox"/>	Definitions: President	Alter the definition of President if they also act as the chair.
<input type="checkbox"/>	2.1 Name of Club	Insert the club's full name, along with your choice of the Incorporated wording
<input type="checkbox"/>	<b>2.2 Māori Name</b>	Optional
<input type="checkbox"/>	3.1 Charitable status	Include if your club is registered as a charity
<input type="checkbox"/>	<b>8 Tikanga, Kawa, Culture or Practice</b>	Optional
<input type="checkbox"/>	10. Honorary Positions	Add any other honorary positions
<input type="checkbox"/>	10.1 Patron	Alter if the members elect the Patron at the AGM (rather than appointed by the committee).
<input type="checkbox"/>	10.2 President	Delete if the President is also the Chair or a voting member of the committee.
<input type="checkbox"/>	11.1 Committee Composition	List the members of the Club committee who are elected at the AGM. Note options depending on if the President is the Chair, or the Chair is appointed from within the committee.
<input type="checkbox"/>	12.1.2 Nominations	Insert the timeframe for nominations for committee members to be received.
<input type="checkbox"/>	13.1 Officer Tenure	Select either a 1 or 2 year term for officers
<input type="checkbox"/>	<b>13.3 &amp; 13.4 Limit of term of office</b>	Delete if you do not want to limit the number of terms for committee members or the chair. OR Alter the term limits.
<input type="checkbox"/>	<b>13.5 &amp; 13.6 Rotation and Sequence</b>	Optional to include a rotation of officer terms
<input type="checkbox"/>	<b>14 Co-option</b>	Add if you want to allow co-opted committee members. Specify the number of co-opted committee members allowed and if they speaking and voting rights.
<input type="checkbox"/>	20.4 Committee Meeting Quorum	Specify the quorum for a committee meeting.
<input type="checkbox"/>	<b>20.7 Committee Meeting Voting</b>	Decide if the Chair has a casting vote at committee meetings.
<input type="checkbox"/>	22.1 Officer eligibility	Include reference to the Charities Act if your club is a registered charity.



<input type="checkbox"/>	27 Membership Categories	Insert a list of membership categories specific to your club. Change or remove any definitions of member categories in Definition as required.
<input type="checkbox"/>	30 Life members	Alter wording if your club has a different process for nominations and election of Life Members.
<input type="checkbox"/>	32 Member's Rights and Privileges	List the rights and privileges for the membership categories in 27.2, including voting rights.
<input type="checkbox"/>	34.3 Subscription and fees – termination	Choose the timeframe by which members must pay fees before their membership may be terminated.
<input type="checkbox"/>	38.3 AGM Notice	Choose number of days for notice of an AGM to members.
<input type="checkbox"/>	38.4 AGM Business	Refer Appendix 3 for information on if your club needs to be audited or reviewed.
<input type="checkbox"/>	39.3 SGM request	Choose the number, or % of members required to call an SGM.
<input type="checkbox"/>	39.5 SGM Notice	Choose the number of days for notice of an SGM to members.
<input type="checkbox"/>	41.1 General Meeting Agenda	Choose the number of days for a General Meeting agenda to be sent to members.
<input type="checkbox"/>	42.2 General Meeting quorum	Choose the number, or % of eligible voting members who must be present at a General Meeting.
<input type="checkbox"/>	42.2 General Meeting Chair	Alter wording if required for who will chair the General Meeting.
<input type="checkbox"/>	43.3 Member Motions	Choose the number of days that members must submit a motion before a General Meeting.
<input type="checkbox"/>	<b>45 General Meeting Voting</b>	Refer Appendix 4 if you choose to allow postal and electronic voting, or proxy voting.
<input type="checkbox"/>	<b>48.3 Approval of liabilities</b>	Include if you require that any large liability is approved by members, and not the committee.
<input type="checkbox"/>	50.1 Balance Date	Insert club's balance date (or allow committee to decide)
<input type="checkbox"/>	51 Audit/Review	Refer Appendix 3 for information on if your club needs to be audited or reviewed.
<input type="checkbox"/>	53.1 Notice of Complaint	Include the name of any sub-committee, if you have one, that notices of a complaint can be made to.
<input type="checkbox"/>	61.6 Notifications to Charities Services	Include if the club is a registered charity
<input type="checkbox"/>	64.5.1	Insert your club colour's
<input type="checkbox"/>	<b>66.3 Insurance</b>	Include if you want a provision to obtain indemnity insurance cover.

## General Meeting Timelines

The constitution template uses the following minimum notice that a club must give members of a general meeting, agenda, nominations and motions. Adjust the days to suit your club's preferences, ensuring you provide reasonable notice. You can send out notices earlier.



Procedure	AGM notice	SGM notice
38.3 AGM Notice 39.5 SGM Notice	21 days	21 days (unless urgent)
12.1.2 Committee nominations due	14 days	
43.2 AGM Motions due	14 days	
41.1 AGM & SGM Agenda	7 days	7 days

'Day' is defined in the Definitions to mean:

"any day of the week and is not limited to working days, unless otherwise specified. Where an action is required to be done within a specified time (such as 30 Days) this means clear days, so it should be calculated by excluding the date of the notice (or other relevant action) and the date of the meeting (or other relevant action)".