



Surf Life Saving New Zealand Manatōpū Incorporated

Incorporated Society No. 548456

Constitution

Adopted at the Annual General Meeting on
21 September 2024

Certified as a true and correct copy of the Constitution
passed at the Annual General Meeting of the Society
held on 21 September 2024 by:

Signature: _____

Name:

Signature: _____

Name:

TABLE OF CONTENTS

PART 1 – DEFINITIONS AND INTERPRETATION.....	4
1 Definitions and Interpretation	4
PART 2 – DETAILS OF SLSNZ.....	9
2 Name.....	9
3 Charitable Status.....	9
4 Registered Office.....	9
5 Contact Person.....	9
PART 3 – PURPOSES AND POWERS	10
6 Purposes	10
7 Powers	11
8 Act and Regulations	11
PART 4 - MEMBERSHIP.....	11
9 Minimum Number of Members.....	11
10 Membership Categories	11
11 Clubs	12
12 Individual Members	13
13 Life Members of SLSNZ.....	14
14 Life Members of Former Districts.....	14
15 Associate Members.....	14
16 Consent to Becoming a Member.....	15
17 Member Rights & Obligations	15
18 Register of Members	16
19 Access to Information for Members	16
20 Ceasing to be a Member.....	17
21 Obligations Once Membership Has Ceased.....	18
22 Becoming a Member Again	18
PART 5 – GOVERNANCE	19
23 Honorary Positions	19
24 Board Composition.....	19
25 Qualifications of Officers	21
26 Ceasing to Hold Office	23
27 Officer’s Duties.....	24
28 Conflicts of Interest	25
29 Use of Information and Advice	26
30 Functions and Powers of the Board	26
31 Board Meetings & Procedures	26
32 Board Appointments Panel.....	27
33 Appointment and Election of Board Members	31
34 Chief Executive	32
35 Regions	32

Part 6 – GENERAL MEETINGS.....	33
36 Meetings of Members.....	33
37 Voting at General Meetings.....	36
PART 7 – FINANCIAL MATTERS	38
38 Control and Management.....	38
39 Financial Year.....	38
40 Accounting Records	38
41 Annual Report	38
42 Audit	38
43 Payments to Members	39
Part 8 DISPUTE RESOLUTION PROCEDURES	39
44 How a Complaint is Made	39
45 Complainant’s Right to be Heard	40
46 Respondent’s Right to be Heard	40
47 Investigating and Determining Dispute	41
48 SLSNZ May Decide Not to Proceed Further.....	41
49 SLSNZ May Refer Complaint.....	42
50 Decision Makers.....	43
51 Appeals	43
52 Integrity.....	44
PART 9 - ADMINISTRATIVE	44
53 Alteration to the Constitution	44
54 SLSNZ Regulations.....	45
55 Indemnity and Insurance.....	45
56 Disputes and Matters Not Provided For	45
PART 10 – LIQUIDATION AND REMOVAL FROM THE REGISTER	46
57 Voluntary Liquidation	46
58 Liquidation or removal in accordance with the Act.....	46
59 Surplus Assets.....	46

PART 1 – DEFINITIONS AND INTERPRETATION

1 Definitions and Interpretation

1.1 **Definitions:** In this Constitution, unless the context otherwise requires, the words and phrases used have the following meanings:

Act means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and the Regulations.

Annual General Meeting or **AGM** means a meeting of the Members of SLSNZ held once per year in accordance with this Constitution, which among other things, will receive and consider reports on SLSNZ's activities and finances.

Annual Report means the report described under Rule 41.

Appellant means a Member or Officer or SLSNZ who appeals against a decision made in accordance with the Dispute Resolution Procedure described in Rules 44 to 51.

Applicant means a person applying for membership under Rules 11.2, 12.2, or 15.2 .

Appointed Personnel means individuals who are appointed by the Board to positions of responsibility within SLSNZ and which are unpaid.

Board means SLSNZ's governing body as defined in Rule 24.

Board Appointments Panel means the panel described in Rule 32.

Board Members means the people elected and appointed to the Board under Rule 24 .

Bylaws means any bylaws, policies, regulations and codes.

Casual Vacancy means a vacancy which arises on the Board as described under Rule 26.1

Chair means the person appointed as a Chair of the Board under Rule 24.5.

Chief Executive means the person in the highest-ranking management position in SLSNZ appointed under Rule 34.

Club means a group of individuals formed as a club or organisation to participate in, administer, promote, develop, or deliver surf lifesaving services (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 35.2.

Co-opted Board Members means any person appointed as a Board Member under Rule 24.3.

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 lifesaving competition, event and/or activity held by, or under the auspices of SLSNZ 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 is 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 ends at the conclusion of the official closing, prize giving or official SLSNZ function for the Competition (whichever is the latter).

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

Complaint means where either a Member, an Officer, or SLSNZ starts a procedure for resolving a Dispute in accordance with this Constitution.

Complainant means a Member or Officer or SLSNZ who makes a complaint in accordance with the Dispute Resolution Procedure described in Rules 44 to 51.

Complaints Officer means the person or persons appointed by the Board to receive notices of complaints under Rules 44 to 51.

Constitution means the rules in this document.

Contact Person means the contact person or persons described in Rule 5.

Day means 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).

Decision Maker means the person or committee appointed to decide on remedies under the Dispute Resolution Procedure in Rules 44 to 51.

Delegate means a person elected to represent a Club or an Associate Member at a General Meeting under Rule 36.17.

Deputy Chair means any person appointed as a Deputy Chair of the Board under Rule 24.5.

Dispute has the meaning set out in section 38 of the Act.

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.

Diversity, Equity and Inclusion means ensuring fair and equitable opportunities are available to everyone to participate in SLSNZ irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

Elected Board Appointments Panel Member means the person elected under Rule 32.2.1.

Elected Board Member means a person elected as a Board Member under Rule 33.

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

General Meeting means an AGM or a SGM of SLSNZ.

Good Standing has the meaning described in Rule 11.7.

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 13.1 and for other awards as set out in the SLSNZ Regulations. The composition, powers, responsibilities and procedures of the Honours and Awards Committee are as set out in the Regulations.

Independent Appointed Board Member means a Board Member who is appointed as an Independent Appointed Board Member under Rule 33.

Individual Member means an individual described in Rule 12.

Integrity means providing a safe, fair, and inclusive environment and encompasses personal, organisation and competition integrity. Threats to Integrity include, but are not limited to:

- a. doping;
- b. match-fixing;
- c. competition manipulation;
- d. corruption;
- e. child protection;
- f. member protection; and
- g. any other crime or fraud.

Integrity Code means an integrity code issued by the Sport Integrity Commission under Section 19 of the Integrity Sport and Recreation Act 2023.

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

Interested Member means a Member who is interested in a Matter for any of the reasons set out in section 62 of the Act, being where that Member:

- a. (or the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of that Member) may obtain a financial benefit from the Matter;
- b. may have a financial interest in a person to whom the Matter relates;
- c. is a partner, director, Officer, Board Member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
- d. is interested in the Matter for any other reason specified in this Constitution, provided that a Member will not be deemed to be interested in a Matter where:
 - a. the Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;
 - b. the Member's interest is the same or substantially the same as the benefit or interest of all or most other Members of SLSNZ due to the membership of those Members; or
 - c. if the Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Member in carrying out their responsibilities under the Act or this Constitution.

Interests Register means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

International Life Saving Federation or ILS means the international organisation governing lifesaving in an aquatic context.

Life Member means a person awarded Life Membership under Rule 13.

Life Member of a Former District means a person described in Rule 14.

Matter means:

- a. SLSNZ's performance of its activities or exercise of its powers; or
- b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by SLSNZ.

Member means a person or organisation as described in Rule 10.

Notice to Members includes any notice given by email, post, courier, or by other electronic means of communication with a Member or Group of Members.

Northern Region means the geographical area allocated to SLSNZ in the SLSNZ Regulations.

Northern Region Clubs means the 18 Clubs that were members of SLSNZ on 21 June 2023.

Northern Region Representative means a Board Member who is appointed as the Northern Region Representative under Rule 24.1.4 (Northern Region Representative).

Purposes means the purposes of SLSNZ described under Rule 6.

Officer means a natural person who is:

- a. a member of the Board; or
- b. occupying a position in SLSNZ that allows them to exercise significant influence over the management of administration of SLSNZ, including any employee.

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

Patron means the person appointed under Rule 23.1.

Postal and Electronic Votes means the methods of voting for General Meetings as described in Rule 37.5.

President means the person elected under Rule 23.2.

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 35.1.

Register of Members means the register of Members specified in Rule 18 as required by Section 79 of the Act and includes the registers of Members held by SLSNZ and each Club.

Registrar means the Registrar of Incorporated Societies appointed in accordance with the Act.

Regulations means any regulations made under the Act, including the Incorporated Societies Regulations 2023.

Respondent means a Member or Officer or SLSNZ who is the subject of a complaint made in accordance with the Dispute Resolution Procedure described in Rules 44 to 51.

Returning Officer means the person described in Rule 37.6.

Rule means a rule of this Constitution.

Special General Meeting or **SGM** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

SLSNR means Surf Life Saving Northern Region Incorporated and includes its officers, employees, board members and agents.

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

SLSNZ Judiciary Committee means a committee appointed by the Board comprised of no fewer than three persons with experience in disciplinary matters and/or relevant subject-matter expertise, provided that the Judicial Committee must be independent of the Board.

SLSNZ Regulations means the regulations, policies, bylaws or codes as determined by the Board.

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 that 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 movement of surf lifesaving.

Surf lifesaving 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.

Working Day means a day which is not a Saturday, Sunday, or public holiday in New Zealand.

Written Notice means a notice in writing and delivered by email or post to the last known address of the individual or entity to whom it is directed. Notices given by email will be deemed to be received if they have not been returned as undeliverable within one Working Day, and Notices given by post will be deemed to be received five Working Days after they are sent.

Youth Intern means the person appointed under Rule 23.4.

1.2 **Construction:** In this Constitution:

- 1.2.1 a gender includes all other genders;
- 1.2.2 the singular includes the plural and vice-versa;
- 1.2.3 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;
- 1.2.4 any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- 1.2.5 a reference to persons includes bodies corporate;

- 1.2.6 a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- 1.2.7 headings and the contents page are for reference only and are to be ignored in construing this Constitution; and
- 1.2.8 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 will apply unless otherwise required by law including the Act and the Charities Act 2005.

PART 2 – DETAILS OF SLSNZ

2 Name

- 2.1 **Name of Society:** The name of the society is Surf Life Saving New Zealand Manatōpū Incorporated (“SLSNZ”), commonly known as Surf Life Saving New Zealand.

3 Charitable Status

- 3.1 **Charitable Status:** SLSNZ is registered as a charitable entity under the Charities Act 2005.

4 Registered Office

- 4.1 The registered office of SLSNZ is at such place in New Zealand as determined by the Board from time to time.
- 4.2 The Board must notify changes to the registered office to the Registrar of Incorporated Societies at least five Working Days before the change of address for the registered office is due to take effect.

5 Contact Person

- 5.1 **Contact Persons:** The Board will appoint at least one (1) but no more than three (3) Contact Person(s) whom the Registrar can contact when needed.
- 5.2 **Requirements:** Each Contact Person must be:
- 5.2.1 a Member or an employee of SLSNZ;
- 5.2.2 at least 18 years of age; and
- 5.2.3 ordinarily resident in New Zealand.
- 5.3 **Registrar Notification:** Each Contact Person’s name and contact details must be provided to the Registrar of Incorporated Societies in accordance with the Act.
- 5.4 **Contact Update:** Any change in that Contact Person or that person’s name or contact details must be advised to the Registrar of Incorporated Societies within twenty (20) Working Days of that change occurring, or SLSNZ becoming aware of the change.

PART 3 – PURPOSES AND POWERS

6 Purposes

- 6.1 **Charitable Purpose:** SLSNZ is established and maintained exclusively for the charitable purpose of benefitting the community by saving lives and ensuring the safety of the community at the beach and on the water throughout New Zealand by providing lifesaving, patrol services, and other programmes and services. Any income, benefit or advantage must be used to advance the charitable purposes of SLSNZ.
- 6.2 The secondary purposes to support SLSNZ to achieve its primary purpose, are to:
- 6.2.1 be the national body to administer, promote, develop, foster, and deliver surf lifesaving in New Zealand;
 - 6.2.2 assist and support Clubs to administer, promote, develop, foster, and deliver surf lifesaving throughout New Zealand by providing information, assistance and resources;
 - 6.2.3 establish suitable qualifications and develop, train, and educate surf lifeguards, instructors, examiners, competitors, officials, coaches, managers and other personnel involved in Surf Life Saving;
 - 6.2.4 work collaboratively and co-operatively with the community to develop, encourage, promote and deliver water safety messages, education, and programmes;
 - 6.2.5 be the member representing New Zealand on any international lifesaving organisations and enforce the rules and regulations of such organisations in New Zealand;
 - 6.2.6 promote membership of Surf Life Saving;
 - 6.2.7 encourage participation and achievement in surf lifesaving;
 - 6.2.8 promote the health and safety of all participants in Surf Life Saving;
 - 6.2.9 seek and obtain improved facilities and equipment for surf lifesaving services in New Zealand;
 - 6.2.10 establish, promote and stage national, international, and other surf lifesaving competitions and events that are safe, fair and inclusive;
 - 6.2.11 determine and enforce the rules for surf lifesaving competitions and events in New Zealand;
 - 6.2.12 maintain and enhance the reputation of SLSNZ and Surf Life Saving through the development and promotion of standards and practices that fulfil these Purposes;
 - 6.2.13 give, and seek where appropriate, recognition for Members to obtain awards or public recognition for surf lifesaving or other services to the community;
 - 6.2.14 protect the integrity of Surf Life Saving by developing and enforcing standards of conduct, ethical behaviour and implementing good governance;
 - 6.2.15 liaise, co-operate, and act in good faith with its Members to promote, develop, and deliver surf lifesaving services;
 - 6.2.16 act on behalf of, and in the interests of, the general public, the Members and Surf Life Saving;

- 6.2.17 lead, promote, and enable Diversity, Equity, and Inclusion across the whole organisation including governance and participation in surf lifesaving;
- 6.2.18 undertake research that will help set and promote safety standards for individuals and organisations active in Surf Life Saving;
- 6.2.19 liaise and co-ordinate with other essential service organisations in New Zealand to provide assistance to search and rescue callouts and natural disaster responses; and
- 6.2.20 do anything conducive or incidental to the attainment of the above purposes.

7 Powers

- 7.1 **SLSNZ Capacity:** SLSNZ has full capacity to carry on or undertake any activity, do any act, or enter into any transaction that the Board may deem to be conducive or incidental to the attainment of the purposes of SLSNZ.
- 7.2 **SLSNZ Restrictions:** For the purposes of Rule 7.1, SLSNZ has full rights, powers, and privileges, provided that:
 - 7.2.1 SLSNZ must not be carried on for the financial gain of any of its Members; and
 - 7.2.2 SLSNZ's powers must be exercised in accordance with this Constitution and all applicable laws.

8 Act and Regulations

- 8.1 **Consistency with Law:** Nothing in this Constitution authorises SLSNZ to do anything which contravenes or is inconsistent with the Act, the Charities Act 2005, the Regulations, or any other legislation.

PART 4 - MEMBERSHIP

9 Minimum Number of Members

- 9.1 **Minimum number of members:** SLSNZ must maintain a minimum of 10 Members, as required by the Act.

10 Membership Categories

- 10.1 The Members of SLSNZ are:
 - 10.1.1 **Clubs:** as described in Rule 11.
 - 10.1.2 **Individual Members:** as described in Rule 12.
 - 10.1.3 **Life Members:** as described in Rule 13.
 - 10.1.4 **Life Members of Former Districts:** as described in Rule 14.
 - 10.1.5 **Associate Members:** as described in Rule 15.

11 Clubs

- 11.1 **Existing Clubs:** All Clubs and Community Lifeguard Services that were members of SLSNZ immediately prior to the commencement of this Constitution will be Members as Clubs from the date this Constitution comes into force.
- 11.2 **Becoming a Club Member:** Any club that is incorporated and wishes to be a Member of SLSNZ must apply to the Board in accordance with the SLSNZ Regulations. The Board has complete discretion in deciding whether or not to allow the Club to become a Member.
- 11.3 **Club Obligations:** In addition to the obligations as a Member under Rule 17, each Club must:
- 11.3.1 administer, promote, and develop Surf Life Saving in accordance with the Purposes of SLSNZ, this Constitution, and the SLSNZ Regulations;
 - 11.3.2 be named as approved by the Board after consultation with the Club;
 - 11.3.3 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;
 - 11.3.4 have as its members Individual Members in accordance with Rule 12, and other members as it sees fit;
 - 11.3.5 align with the Purposes of SLSNZ and adopt a constitution which is consistent with this Constitution and the SLSNZ Regulations;
 - 11.3.6 apply its property and capacity in pursuit of the Purposes of SLSNZ, the purposes of the Club and Surf Life Saving;
 - 11.3.7 do all that is reasonably necessary to enable the Purposes of SLSNZ and the purposes of the Club to be achieved;
 - 11.3.8 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;
 - 11.3.9 operate with, and promote, mutual trust and confidence between SLSNZ and the Members; and
 - 11.3.10 at all times act in the interests of the Members and Surf Life Saving.
- 11.4 **Merger:** Any Club that wishes to merge or otherwise amalgamate with another Club must notify and consult with the Board prior to such merger or amalgamation.
- 11.5 **Club Constitution:** Each Club must, 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 SLSNZ Regulations.
- 11.6 **Register of Club Members:** Subject to Rule 18 (Register of Members), each Club must maintain a register of its members in the format determined by the Board. Each Club must provide its register of members, and all details contained within it to SLSNZ as requested from time to time.
- 11.7 **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 SLSNZ Regulations in order to be of Good Standing. Where the Board has reason to believe that a Club may have breached one or more of its obligations, the Board may propose a resolution that the Club is not of Good Standing. Before any decision under this Rule is made, the Club concerned:

11.7.1 must be given fourteen (14) days written notice by the Board of the alleged default(s) and the proposed resolution that it is not of Good Standing; and

11.7.2 have the right to be present, make submissions and be heard at the Board meeting in which the proposed resolution is to be considered.

Once the Board has given notice to the Club concerned and considered any submissions made by the Club, the Board will decide if the Club is of Good Standing and notify the Club in writing of such decision. Where the Board determines that a Club is not of Good Standing, the Board may suspend any or all of the rights, entitlements or privileges of that Club as a Member for such period as the Board determines appropriate. For the avoidance of doubt, a Club that is not of Good Standing will remain bound by its obligations as a Member. Where a Club disputes a finding that it is not of Good Standing, it may raise a dispute in accordance with the dispute resolution process set out in Part 8 of this Constitution.

12 Individual Members

12.1 **Individuals:** An Individual Member is a person who satisfies the requirements in Rule 12.2, (Becoming a Member) and:

12.1.1 is a member of a Club; or

12.1.2 is an Officer or an Appointed Personnel of SLSNZ; or

12.1.3 is contracted to, or provides voluntary service to a Club whether as a surf lifeguard or otherwise; or

12.1.4 participates in any surf lifesaving activity held by or under the auspices of SLSNZ or a Club including competing, judging, officiating, or coaching, managing, selecting, instructing or examining any Surf Life Saving team.

12.2 **Becoming an Individual Member:** A person described in Rule 12.1 may become an Individual Member by:

12.2.1 completing the prescribed SLSNZ membership form and/or process as set out in the SLSNZ Regulations; and

12.2.2 being accepted as a Member by a Club and by SLSNZ, each having discretion whether to accept or decline membership, but it may not be unreasonably withheld. In the event that 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

12.2.3 paying any membership or other fees due to that Club.

12.3 **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 in accordance with the SLSNZ Regulations, if:

12.3.1 the person applies for, and is accepted as, a Member of the other Club in accordance with Rule 12.2;

12.3.2 the person is not suspended from membership of a Club or SLSNZ;

12.3.3 the person has not had their membership of a Club or SLSNZ terminated; and;

12.3.4 the person has paid any membership or other fees due to a Club/s by the due date.

13 Life Members of SLSNZ

- 13.1 **Process for Life Membership:** A person may become a Life Member of SLSNZ by nomination and consideration by the Honours and Awards Committee. Such nomination and consideration must be carried out in accordance with the SLSNZ Regulations. The Honours and Awards Committee will make the recommendation for Life Membership to the Board for their endorsement.

14 Life Members of Former Districts

- 14.1 **Existing Life Members of Former Districts:** Any person who was a Life Member of a District immediately prior to the commencement of this Constitution is, and will remain, a Member of SLSNZ from the date this Constitution comes into force, (known as a Life Member of a Former District).

15 Associate Members

- 15.1 **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.
- 15.2 **Becoming an Associate Member:** An organisation that wishes to be an Associate Member must apply to the Board. The process for applying, and being accepted as an Associate Member, together with other related matters is as set out in the applicable SLSNZ Regulations.
- 15.3 **Obligations:** In addition to their rights and obligations as Members as set out in Rule 17 (Member Rights & Obligations), each Associate Member must:
- 15.3.1 support and promote the Purposes of SLSNZ;
 - 15.3.2 be incorporated including maintaining registration as such;
 - 15.3.3 appoint a Delegate to represent it at General Meetings (at its own cost);
 - 15.3.4 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 must not derogate from the rights and obligations of the Clubs as set out in this Constitution and the SLSNZ Regulations;
 - 15.3.5 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;
 - 15.3.6 use and protect the Intellectual Property of SLSNZ in accordance with the SLSNZ Regulations and the agreement entered into with SLSNZ;
 - 15.3.7 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;
 - 15.3.8 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;
 - 15.3.9 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;

15.3.10 not acquire a private advantage at the expense of SLSNZ or the Clubs, unless otherwise agreed; and

15.3.11 operate with mutual trust and confidence among SLSNZ, the Clubs, the other Associate Members and their respective members, shareholders or beneficiaries.

15.4 **Rights:** Associate Members are entitled to:

15.4.1 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;

15.4.2 use the Intellectual Property of SLSNZ in accordance with the written agreement entered into with SLSNZ;

15.4.3 receive all general communications sent to Clubs and other Members; and

15.4.4 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.

16 Consent to Becoming a Member

16.1 **Member Consent:** Every Applicant for Club, Individual or Associate Membership must consent in writing to becoming a Member and applying to become a Member as set out in Rules 11.2, 12.2 or 15.2 is deemed to have consented to becoming a Member of SLSNZ.

16.2 **Consent Records:** The signed written consent of every Member to become a SLSNZ Member must be retained in SLSNZ's membership records.

16.3 **Life Member Consent:** A person who accepts Life Membership as set out in Rule 13.1 or is an existing Life Member of a Former District as outlined in Rule 14.1 is deemed to have consented to becoming a Member of SLSNZ.

16.4 **Outcome Communicated:** SLSNZ must advise the Applicant of its decision but is not required to give the reasons should the Applicant be denied membership.

17 Member Rights & Obligations

17.1 **Rights and Obligations:** Members acknowledge and agree that:

17.1.1 they must comply with and observe this Constitution and the SLSNZ Regulations and any reasonable determination, resolution or policy, which may be made or passed by the Board;

17.1.2 they are subject to the jurisdiction of SLSNZ;

17.1.3 this Constitution and SLSNZ Regulations are necessary and reasonable for promoting the Purposes of SLSNZ;

17.1.4 this Constitution and SLSNZ 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;

17.1.5 they are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution or as determined by the Board, provided that an entitlement to attend any SLSNZ activity in respect of which a fee is payable is conditional on such fee being paid by the due date;

- 17.1.6 the Board may decide what access or use Members may have of or to any premises, facilities, equipment, or other property owned, occupied, or otherwise used by SLSNZ, and to participate in SLSNZ activities, including any conditions of and fees for such access, use or involvement;
- 17.1.7 a membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of SLSNZ;
- 17.1.8 every Member must provide SLSNZ in writing with that Member's name and contact details (namely physical or email address and a telephone number) and promptly advise SLSNZ in writing of any changes to those details;
- 17.1.9 any Member that is a body corporate must provide the Board, in writing, with the name and contact details of the person who is the organisation's authorised representative, and where that Member is entitled to vote on any matter at a General Meeting, that person will be deemed to be the organisation's proxy for the purposes of voting at General Meetings;
- 17.1.10 they will promote the interests and purposes of SLSNZ and must not do anything to bring SLSNZ into disrepute; and
- 17.1.11 they will be liable for all reasonable costs incurred by SLSNZ in relation to recovery of any sums owed to SLSNZ by the Member, and/or reasonably necessary for SLSNZ to enforce its legal rights under this rule in respect of that Member.

18 Register of Members

- 18.1 **Register of Members:** SLSNZ must keep an up-to-date Register of Members containing each Member's:
 - 18.1.1 full name and contact details;
 - 18.1.2 membership category;
 - 18.1.3 the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as "Unknown"); and
 - 18.1.4 any other details about each Member as agreed by the Board.
- 18.2 **Changes:** All Clubs must inform SLSNZ of any change to its details in Rule 18.1, 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 must inform their Club in the manner prescribed in their Club's constitution, of any change to their details in Rule 18.1. All other Members must inform SLSNZ of any change to the details in Rule 18.1 in the manner prescribed by SLSNZ.
- 18.3 **Retention of Register of Members:** SLSNZ must also keep a record of the name of each person who ceased to be a Member within the previous seven (7) years, and the date on which they ceased to be a Member.

19 Access to Information for Members

- 19.1 **Privacy:** The collection, use, storage, and disclosure of any personal information in relation to the Register of Members must comply with the Privacy Act 2020. Any Member's entry on the Register of Members must be available for inspection by that Member upon reasonable request and in compliance with the Privacy Act 2020.

- 19.2 **Access to Information:** A Member may at any time make a written request to SLSNZ for information held by SLSNZ. The request must specify the information sought in sufficient detail to enable the information to be identified. SLSNZ must, within a reasonable time after receiving a request:
- 19.2.1 provide the information;
 - 19.2.2 agree to provide the information within a specified period;
 - 19.2.3 agree to provide the information within a specified period if the Member pays a reasonable charge to SLSNZ (which must be specified and explained) to meet the cost of providing the information; or
 - 19.2.4 refuse to provide the information, specifying the reasons for the refusal.
- 19.3 **Refusal to Provide Information:** Without limiting the reasons for which SLSNZ may refuse to provide the information, SLSNZ may refuse to provide the information if:
- 19.3.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
 - 19.3.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of SLSNZ or of any of its Members;
 - 19.3.3 the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to SLSNZ;
 - 19.3.4 the information is not relevant to the operation or affairs of SLSNZ;
 - 19.3.5 withholding the information is necessary to maintain legal professional privilege;
 - 19.3.6 the disclosure of the information would, or would be likely to, breach an enactment;
 - 19.3.7 the burden to SLSNZ in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
 - 19.3.8 the request for the information is frivolous or vexatious; or
 - 19.3.9 the request seeks information about a Dispute or Complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 19.4 **Charges for Information:** If SLSNZ requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within ten (10) Days after receiving notification of the charge, the Member informs SLSNZ:
- 19.4.1 that the Member will pay the charge; or
 - 19.4.2 that the Member considers the charge to be unreasonable.
- 19.5 **IPP 6 not Limited:** Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

20 Ceasing to be a Member

- 20.1 **Ceasing to be a Member:** A Member ceases to be a Member with immediate effect:

- 20.1.1 by resignation from that Member's class of membership by Written Notice by that Member to their Club (in the case of Individual Members), and to SLSNZ (in the case of other Members). A resignation is effective when it is received by the Club or SLSNZ, or at a later time specified in the notice;
- 20.1.2 on termination of a Member's membership following a Dispute resolution process under this Constitution;
- 20.1.3 on death;
- 20.1.4 by resolution of the Board where the Member has failed to pay any amounts due to SLSNZ. 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; or
- 20.1.5 in the case of a Club, the Board considers that it is not of Good Standing in accordance with Rule 11.7.

21 Obligations Once Membership Has Ceased

- 21.1 **Obligations once Membership has ceased:** A Member who has ceased to be a Member under this Constitution:
 - 21.1.1 remains liable to pay all amounts owing to SLSNZ at the time of termination, unless waived by the Board;
 - 21.1.2 must cease to hold themselves out as a Member of SLSNZ;
 - 21.1.3 must return to SLSNZ all property provided to Members by SLSNZ;
 - 21.1.4 must not use any property (including Intellectual Property) of SLSNZ;
 - 21.1.5 ceases to be entitled to any of the rights of a Member; and
 - 21.1.6 forfeits all claims upon SLSNZ.
- 21.2 **Club ceases to be a Member:** If a Club ceases to be a Member, then its members also cease to be Members of SLSNZ upon such cessation and the consequences set out in Rule 21.1 will apply.
- 21.3 **Individual Member ceases to be a Member:** Where an Individual Member ceases to be a member of a Club in accordance with the Club's constitution, their Individual Membership of SLSNZ will automatically be terminated.

22 Becoming a Member Again

- 22.1 **Re-admission Process:** Any former Member may apply for re-admission in the manner prescribed for new Applicants in accordance with Rules 11.2, 12.2, or 15.2.
- 22.2 **Disciplinary Re-admission:** But, if a former Member's membership was terminated following a Dispute resolution process under Rules 44 to 51, the Applicant may be re-admitted only by a Special Resolution passed at a General Meeting on the recommendation of the Board. The decision of that General Meeting is final and Rule 51 (Appeals) does not apply.

PART 5 – GOVERNANCE

23 Honorary Positions

23.1 **Patron:** The Patron is invited by the Board to be Patron. The Patron is entitled to attend and speak at General Meetings but has no right to vote.

23.2 **President:** The President:

23.2.1 is elected by the Delegates at a General Meeting. Nominations for the President must be made in accordance with the timeframes set out in Rule 36.6 (Items of AGM Business);

23.2.2 holds office for two (2) years until the conclusion of the relevant Annual General Meeting;

23.2.3 may be re-elected for further subsequent and consecutive terms of office;

23.2.4 may attend Board meetings, if requested by the Board, and is entitled to speak at such meetings, but has no right to vote; and

23.2.5 chairs General Meetings, unless the President is unavailable or unwilling to chair the meeting or any part of it, in which case the Chair of the Board, or another member of the Board (as decided by the Board), will preside .

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

23.3.1 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 23.2; or

23.3.2 calling an SGM at which the President is 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 33 (Appointment and Election of Board Members), with any modifications as to timing as determined by the Board provided that the nominations for President are not assessed by the Board Appointments Panel.

For the purposes of this Rule 23.3, a casual vacancy in the position of President will arise if any of the circumstances specified in Rule 26.1 (Casual Vacancy) occur, as if every reference to a Board Member in that Rule is the President.

23.4 **Youth Intern:** The Board may appoint a Youth Intern to the Board on such terms and conditions as the Board may determine. The role of the Youth Intern position is to build the Youth Intern's knowledge and experience of governance. The Youth Intern may attend Board meetings, if requested by the Board, and is entitled to speak at such meetings, but has no right to vote.

24 Board Composition

24.1 **Board Composition:** The Board must consist of at least three (3) Officers, including the following Officers:

24.1.1 two (2) Appointed Board Members appointed by the Board Appointments Panel in accordance with Rule 33 (Appointment and Election of Board Members);

- 24.1.2 two (2) Independent Appointed Board Members appointed by the Board Appointments Panel in accordance with Rule 33 (Appointment and Election of Board Members);
- 24.1.3 four (4) Elected Board Members elected at the AGM, under Rule 33 (Appointment and Election of Board Members) or in the case of Rule 26.1 (Casual Vacancy) at an SGM. An Elected Board member must be, and remain during their term of office, a SLSNZ Member.
- 24.1.4 for so long as Surf Life Saving Northern Region Incorporated (SLSNR) remains incorporated, one (1) Northern Region Representative appointed by the Northern Region clubs at any time in accordance with the SLSNR Constitution. The Northern Region Representative must be, and remain during their term of office, a SLSNZ Member; and

may comprise:

- 24.1.5 one (1) additional Co-opted Board Member appointed at any time in accordance with Rule 24.3 (Co-Opted Board Members).
- 24.2 **Membership of Officers:** A majority of the Officers on the Board must be Members of SLSNZ.
- 24.3 **Co-opted Board Members:** If the Board wishes to co-opt an additional person to the Board under Rule 24.1.5 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 must forward them to the Board to consider. The Board may have regard to the factors specified in Rule 32.8 (Relevant Factors for Appointed Board Members or Elected Board Members) in appointing a person to fill the Co-opted Board Member position. The term of office for a Co-opted Board Member is one (1) year, or the balance of a year from the date of their appointment, expiring at the AGM following their appointment.
- 24.4 **Co-opted Member Rights:** Unless otherwise specified by the Board any person co-opted as a Board Member has full speaking and voting rights as an Officer of SLSNZ.
- 24.5 **Chair and Deputy Chair:**
- 24.5.1 at its first meeting following each AGM, the Board must appoint a Chair from amongst the Board Members who will hold the position of Chair until the conclusion of the first Board meeting after the next AGM. The role of the Chair is to chair meetings of the Board and to represent the Board.
 - 24.5.2 at its first meeting following each AGM, the Board (at its discretion) may also appoint a Deputy Chair, who will hold the position of Deputy Chair until the conclusion of the next AGM. The role of the Deputy Chair is to perform the role of the Chair in the Chair's absence. The Chair, (or Deputy Chair) or their nominee, has the right to attend any meeting of any Board subcommittee.
 - 24.5.3 If the Chair is unavailable for any reason, the Deputy Chair, or in the absence of both, another Board Member appointed by the Board will undertake the Chair's role during the period of unavailability.
 - 24.5.4 If the Chair and/or Deputy Chair is removed from the Board in accordance with Rule 26 (Casual Vacancy) or Rule 26.2 (Removal of Board Member), a new Chair must be appointed and (if the Board desires) a Deputy Chair from amongst the Board Members at the first Board meeting after the date the Chair and/or Deputy Chair is removed from the Board.

25 Qualifications of Officers

- 25.1 **Qualifications:** Every Officer must be a natural person who:
- 25.1.1 has consented in writing to be an Officer of SLSNZ; and
 - 25.1.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of SLSNZ.
- 25.2 **Officer Eligibility:** Officers must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of SLSNZ, namely:
- 25.2.1 a person who is under 16 years of age;
 - 25.2.2 a person who is an undischarged bankrupt;
 - 25.2.3 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
 - 25.2.4 a person who is disqualified from being a member of the governing body of a charitable entity under section 36B of the Charities Amendment Act 2023;
 - 25.2.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven (7) years:
 - a. an offence under subpart 6 of Part 4 of the Act;
 - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - c. an offence under section 143B of the Tax Administration Act 1994;
 - d. an offence under section 22(2) of the Act;
 - e. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in Rule 25.2.5 (a) to (d); or
 - f. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
 - 25.2.6 a person subject to:
 - a. a banning order under subpart 7 of Part 4 of the Act;
 - b. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
 - c. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - d. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act,
 - 25.2.7 a person who is subject to an order that is substantially similar to an order referred to in Rule 25.2.6 under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the Regulations.

- 25.3 **Ineligibility of Employees or Contractors:** A person is **not** eligible for appointment, election, or to remain in office as a Board Member if they hold, or continue to hold, a position as an employee of, or contractor to, a Club or SLSNZ.
- 25.4 **Ineligibility of Independent Appointed Board Members:** In addition to Rule 25.2 (Officer Eligibility):
- 25.4.1 a person is **not** 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 32.7.9 (Responsibilities);
- 25.4.2 an Independent Appointed Board Member is **not** 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 32.7.9 (Responsibilities)) determines, that they have a material interest in Surf Life Saving. The fact a person has been an Independent Appointed Board member will not of itself be regarded as a material interest under this Rule; and
- 25.4.3 any decision of the Board Appointments Panel under Rule 25.4.1 and Rule 25.4.2, regarding the eligibility of Independent Appointed Board Members will be final.
- 25.5 **Term of Office:** The term of office for all Board Members is 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 24.3 (Co-Opted Board Member), Rule 26 (Casual Vacancy), Rule 26.2 (Removal of Board Member) and Rule 25.6 (Schedule of Rotation).
- 25.6 **Schedule of Rotation:** Board Members (excluding co-opted Board Members) will rotate on a staggered three (3) year cycle so that at each AGM no more than one (1) Appointed Board Member, one (1) Independent Appointed Board Member and two (2) Elected Board Members will vacate their office due to the expiry of their term, except that:
- 25.6.1 those Board Members who were in office at the commencement of this rule will remain in office for the term of which they were appointed or elected and they must vacate their office at the expiry of that term; and
- 25.6.2 In the event that the rotation of Board Members in this rule cannot be applied due to the application of Rule 25.6.1, or due to casual vacancies not being filled, the Board may, 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.
- 25.7 **Board Vacancies:** If there is a casual vacancy on the Board under Rule 26.1 (Casual Vacancy) (excluding vacancies of any Co-opted Board Members in accordance with Rule 24.3 (Co-opted Board Members)) or Northern Region Representatives in accordance with Rule 24.1.4, the casual vacancy must be filled in accordance with this Rule:
- 25.7.1 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 32.8 (Relevant Factors for Appointed Board Members and Elected Board Members) and Rule 32.9 (Relevant Factors for Independent Appointed Board Members) as applicable and must seek the approval of the Board Appointments Panel in relation to the matters contained in Rule 25.4 (Ineligibility of Independent Appointed Board Members).

- 25.7.2 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 must be filled for the balance of the term of office of the vacating Elected Board Member in accordance with the procedure in Rule 33 (Appointment and Election of Board Members), with any modifications necessary as to timing as the Board considers appropriate provided that the Board must notify the Members of any such modification.
- 25.7.3 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 must 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:
- a. the Board Appointments Panel must call for applications to fill the vacancy as soon as practicable and no later than thirty (30) days of the vacancy arising;
 - b. applications to fill the vacancy must 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;
 - c. upon receipt of any applications for the vacancy, the Chief Executive must refer all applications received to the Board Appointments Panel;
 - d. within thirty (30) days of receiving the applications from the Chief Executive, the Board Appointments Panel must undertake its responsibilities as set out in Rule 25.2 (Officer Eligibility), Rule 25.4 (Ineligibility of Independent Appointed Board Members) and Rule 32.7 (Responsibilities) and take into account the relevant criteria in Rule 32.8 (Relevant Factors for Appointed Board Members and Elected Board Members) and Rule 32.9 (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
 - e. If, following the procedure in Rules 25.7.1 to 1.1.1d, 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 32.8 (Relevant Factors for Appointed Board Members and Elected Board Members) and Rule 32.9 (Relevant Factors for Independent Appointed Board Members) as applicable **provided that** for a vacancy of an Independent Appointed Board Member position, the Board must seek the approval of the Board Appointments Panel in relation to the matters contained in Rule 25.4 (Ineligibility of Independent Appointed Board Members).

26 Ceasing to Hold Office

- 26.1 **Casual Vacancy:** A Board Member ceases to hold office and a Casual Vacancy arises on and from the date when:
- 26.1.1 a Board Member resigns (by Written Notice) from office prior to the expiry of their term of office;
 - 26.1.2 a Board Member dies, or in the opinion of the majority of the Board, becomes so incapacitated that they are effectively incapable of performing the duties of a Board Member;
 - 26.1.3 a Board Member is removed under Rule 26.2 (Removal of Board Member);

- 26.1.4 a Board Member is absent from more than two (2) successive meetings unless leave of absence is granted by the Chair;
 - 26.1.5 the Board passes a vote of no confidence in the Board Member;
 - 26.1.6 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);
 - 26.1.7 any of the circumstances in Rule 25.2 (Officer Eligibility) or Rule 25.4 (Ineligibility of Independent Appointed Board Members) apply; or
 - 26.1.8 an Elected Board Member, or the Northern Region Representative, cease to be a Member of SLSNZ under Rule 20.
- 26.2 **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 will apply:
- 26.2.1 upon the Chief Executive receiving a request for a SGM to remove a Board Member, or the Board as a whole, the Chief Executive must 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 36.10 (Notice of SGM); and
 - 26.2.2 following notification under Rule 26.2 (Removal of Board Member) 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 must be given the opportunity before and at the SGM to make submissions in writing and/or verbally to the persons entitled to be present at the General Meeting about the proposed resolution.
- 26.3 **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 25.2 (Officer Eligibility), 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.
- 26.4 **Resignation Obligations:** Each Board Member must within twenty (20) Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of SLSNZ held by such former Board Member.

27 Officer's Duties

- 27.1 **Officer Duties:** At all times each Officer must:
- 27.1.1 act in good faith and in the best interests of SLSNZ;
 - 27.1.2 exercise their powers for proper purposes;
 - 27.1.3 act, and ensure SLSNZ acts, in accordance with this Constitution and its Regulations;
 - 27.1.4 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 or SLSNZ's creditors;
 - 27.1.5 not agree to SLSNZ incurring any obligations unless the Officer believes at that time on reasonable grounds that SLSNZ will be able to perform the obligations when it is required to do so;

- 27.1.6 exercise the care, diligence and skill that a reasonable person would exercise in the same circumstances taking into account, but without limitation;
 - a. the nature of SLSNZ; and
 - b. the nature of the decision; and
 - c. the position of the Officer and the nature of the responsibilities undertaken by the Officer;
 - 27.1.7 not disclose information that the Officer would not otherwise have available other than in their capacity as an Officer, to any person, or make use of or act on the information except:
 - a. as agreed by the Board for the purposes of SLSNZ; or
 - b. as required by law; or
 - c. to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
 - 27.1.8 make reasonable efforts to attend all Board Meetings and General Meetings of SLSNZ;
 - 27.1.9 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 does not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 27.1; and
 - 27.1.10 participate in an annual review of the Board's performance.
- 27.2 **Duties owed to SLSNZ:** The duties set out in Rule 27.1 are owed to SLSNZ, rather than to Members.

28 Conflicts of Interest

- 28.1 **Interested Officer:** An Officer who is an Interested Member in respect of any Matter being considered by SLSNZ, must disclose to the Board details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) as soon as practicable after the Officer becomes aware that they are interested in the Matter.
- 28.2 **Interests Register:** The Board must maintain an up-to-date register of the interests disclosed by Officers.
- 28.3 **Obligations:** An Interested Officer:
 - 28.3.1 must not vote or take part in the decision of the Board relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
 - 28.3.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but
 - 28.3.3 may take part in any discussion of the Board relating to the Matter and be present at the time of the decision of the Board (unless the Board decides otherwise).

however:

28.3.4 an Officer who is prevented from voting on a Matter under this rule may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered; and

28.3.5 where 50 per cent or more of the Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter.

29 Use of Information and Advice

29.1 **Reliance:** An Officer, when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

29.1.1 an employee of SLSNZ whom the Officer believes on reasonable grounds to be reliable and competent in relation to the Matters concerned;

29.1.2 a professional adviser or expert in relation to Matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence;

29.1.3 any other Board Member, or subcommittee of Board Members upon which the Officer did not serve in relation to Matters within the Board Member's or subcommittee's designated authority.

29.2 **Limitation on Reliance:** However, Rule 29.1 applies to an Officer only if they:

29.2.1 act in good faith; and

29.2.2 make proper inquiry where the need for inquiry is indicated by the circumstances; and

29.2.3 have no knowledge that the reliance is unwarranted.

30 Functions and Powers of the Board

30.1 **Management of SLSNZ:** From the end of each Annual General Meeting until the end of the next, SLSNZ must be managed by, or under the direction or supervision of, the Board, in accordance with the Act, the Regulations, and this Constitution.

30.2 **Powers and Limitations:** The Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of SLSNZ, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

30.3 **Appointment of Sub-Committees:** The Board may appoint sub-committees consisting of such persons (whether or not Members of SLSNZ) and for such purposes as it sees fit.

30.4 **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.

31 Board Meetings & Procedures

31.1 **Frequency:** Board meetings may be called at any time by the Chair or two (2) Board Members but generally the Board will meet at regular intervals as agreed by the Board. Except to the extent specified in this Constitution, the Board may regulate its own procedure.

- 31.2 **Notice:** The person convening the Board meeting must give all Board members at least five (5) Days' notice of Board meetings, but in cases of urgency a shorter period of notice will suffice.
- 31.3 **Form:** A meeting of the Board may be held by a quorum of the Board Members:
- 31.3.1 meeting together at the place, date and time appointed for the meeting; or
 - 31.3.2 participating in the meeting by means of audio, audio and visual, or electronic communication by which all members of the Board can simultaneously hear each other throughout the meeting; or
 - 31.3.3 by a combination of methods described in Rules 31.3.1 and 31.3.2.
- 31.4 **Quorum:** The quorum for a Board meeting is at least five (5) Board Members.
- 31.5 **Voting:** Each Board Member will have one (1) vote at Board meetings. In the event of an equality of votes the Chair will have both a deliberative and a casting vote. Except for resolutions passed outside of a Board meeting under Rule 31.6 (Resolutions in Lieu), voting at Board meetings is by voice, or upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal are not allowed at Board meetings.
- 31.6 **Resolutions in Lieu:** The Board may make a decision by resolution in lieu of a meeting conducted by a written ballot by email, electronic voting system, or post, provided that:
- 31.6.1 the proposed resolution is sent to every Board Member; and
 - 31.6.2 a majority of the Board Members sign or consent to the resolution; and
 - 31.6.3 a copy of any such resolution is entered in the minute book of the Board Meetings.
- 31.7 **Minutes:** The Board must ensure that minutes of a Board Meeting are recorded and incorporated in a minute book and that a copy of the minutes is forwarded to all Board Members as soon as practicable after a Board Meeting.
- 31.8 **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 43 (Payments to Members).

32 Board Appointments Panel

- 32.1 **Establishment:** If the Board Appointments Panel needs to be convened for the purposes set out in this Constitution, the Chair of the Board (or the person described in Rule 32.2.2) must:
- 32.1.1 notify the Board and a professional organisation determined by the Board (as described in Rule 32.2.3), of this fact, and require them to submit the name(s) of their appointee(s) as specified in Rule 32.2.2 and 32.2.3 (Composition).
 - 32.1.2 upon receipt of these names in Rules 32.2.2 and 32.2.3, and the name of the Elected Board Appointments Panel Member under Rule 32.2.1, the Chair of the Board (or the person described in Rule 32.2.2) will convene the Board Appointments Panel.
- 32.2 **Composition:** The Board Appointments Panel must comprise of the following three (3) people:
- 32.2.1 One (1) person elected as the Elected Board Appointments Panel Member by Delegates at a General Meeting. Nominations for the Elected Board Appointments Panel member must be made in accordance with the timeframes set out in Rule 36.6

(Items of AGM Business). This person must be a SLSNZ Member and must not be a Board Member or an employee of, or a contractor to SLSNZ;

- 32.2.2 one (1) person being the Chair of the Board, or if they are 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 32.4 arise, in which case Rule 32.4 will apply; and
- 32.2.3 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 32.4 arise, in which case Rule 32.4 will apply.
- 32.3 **Eligibility:** 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 25.2 (Officer Eligibility) 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.
- 32.4 **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 to appoint the persons described in Rules 32.2.1 and 32.2.3, those persons must be replaced with persons who are independent of Surf Life Saving and are appointed by Delegates at a Special General Meeting called for that purpose.
- 32.5 **Convenor:** The convenor of the Board Appointments Panel is the person specified in Rule 32.2.1.
- 32.6 **Term of Office:**
- 32.6.1 The Elected Board Appointments Panel holds office for two (2) years until the conclusion of the relevant Annual General Meeting.
- 32.6.2 The other members of the Board Appointments Panel will 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.
- 32.6.3 There is no limit to the number of occasions a person can be appointed or elected to the Board Appointments Panel.
- 32.7 **Responsibilities:** The Board Appointments Panel is independent of the Board and, is responsible for:
- 32.7.1 in respect of an Independent Appointed Board Member who is vacating office under Rule 25.6 (Schedule of Rotation) for the first time (i.e. they have only served one term on the Board):
- 32.7.2 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 32.7.5 to 32.7.7;
- 32.7.3 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
- 32.7.4 if the Board Appointments Panel does decide to re-appoint the Independent Appointed Board Member, Rules 32.7.5 to 32.7.7 will not apply in respect of that Independent Appointed Board Member;
- 32.7.5 identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member or Independent Appointed Board Member;

- 32.7.6 advertising and inviting members of the public to apply for appointment as an Appointed Board Member or Independent Appointed Board Member;
 - 32.7.7 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);
 - 32.7.8 deciding the candidates to be appointed as Appointed Board Members or Independent Appointed Board Members;
 - 32.7.9 deciding if a candidate who has made an application for appointment as an Independent Appointed Board Member is eligible under Rule 25.4.1, and if requested by the Chair, decide whether any Independent Appointed Board Member is eligible to continue in office under Rule 25.4.2;
 - 32.7.10 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);
 - 32.7.11 recommending to the General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the applicant(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
 - 32.7.12 such other related matters as set out in any applicable SLSNZ Regulations.
- 32.8 **Relevant Factors for Appointed Board Members and Elected Board Members:** Before deciding to appoint an Appointed Board Member, or recommending Elected Board Member(s) for election at a General Meeting, the Board Appointments Panel must take into account the following factors about the applicants and the Board as a whole:
- 32.8.1 their prior experience as a director, trustee or experience in any other governance role;
 - 32.8.2 their knowledge of, and experience in, Surf Life Saving;
 - 32.8.3 their occupational skills, abilities and experience;
 - 32.8.4 their knowledge of community based programmes and work with central and local government agencies and commercial sponsors;
 - 32.8.5 their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
 - 32.8.6 the need for conflicts of interest to be minimised;
 - 32.8.7 the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally;
 - 32.8.8 the desire for gender balance;
 - 32.8.9 the need for the Board as a whole to have knowledge of or experience in Surf Life Saving; and
 - 32.8.10 the requirement for a majority of Board Members to be SLSNZ Members under the Act.

- 32.9 **Relevant Factors for Independent Appointed Board Members:** Before deciding to appoint an Independent Appointed Board Member, the Board Appointments Panel must take into account the following factors about the applicants and the Board as a whole:
- 32.9.1 their prior experience as a director, trustee or experience in any other governance role;
 - 32.9.2 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 32.7.5 to 32.7.7;
 - 32.9.3 their occupational skills, abilities and experience;
 - 32.9.4 their knowledge of community based programmes and work with central and local government agencies and commercial sponsors;
 - 32.9.5 their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
 - 32.9.6 the need for conflicts of interest to be minimised;
 - 32.9.7 the need for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally;
 - 32.9.8 the desire for gender balance; and
 - 32.9.9 the need for some members of the Board to be independent of Surf Life Saving.
- 32.10 **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.
- 32.11 **Meetings:** The Board Appointments Panel may meet as and when required and in such manner as it thinks fit.
- 32.12 **Quorum:** The quorum for a meeting of the Board Appointments Panel is three (3) members.
- 32.13 **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 two (2) of the three (3) members.
- 32.14 **Conflicts and Confidentiality:** All information received by the Board Appointments Panel, and its deliberations, must be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers they may have a potential conflict of interest in considering the appointment or otherwise of any applicant, must declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, they may require that member to vacate their position on the Board Appointments Panel. If the convenor considers they may have a potential conflict of interest, they must 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.
- 32.15 **Vacancies:**
- 32.15.1 If a vacancy arises for the Elected Board Appointments Panel Member, the vacancy must be filled by the Board calling a Special General Meeting at which the Elected Board Appointments Panel Member is elected by Delegates for the balance of the term of the vacating Elected Board Appointments Panel Member.

- 32.15.2 a vacancy that arises for any of the other Board Appointments Panel members must 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 Rules 32.2.3 and 32.2.4 - Composition).
- 32.16 **Removal:** The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- 32.16.1 the member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the convenor, or
- 32.16.2 there are circumstances which may give rise to a question of bias in the Board Appointment Panel's process, or
- 32.16.3 following a Dispute resolution process under this Constitution, the member has been found to have brought Surf Life Saving or SLSNZ (including any employee, official or Member) into disrepute; or
- 32.16.4 any of the circumstances listed in Rule 25.2 (Officer Eligibility) have occurred to the member.
- 32.17 **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.

33 Appointment and Election of Board Members

- 33.1 **Call for applications:** The Board Appointments Panel must 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 26.1 (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 25.7.2, 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 32.7.1.
- 33.2 **Chief Executive to receive applications:** Applications for Board Member positions must be made by applicants in the approved form (indicating whether they seek to be an Independent Appointed Board Member, 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.
- 33.3 **Chief Executive to refer applications to Board Appointments Panel:** Upon receipt of any applications for vacancies for Board Member(s) positions, the Chief Executive must refer all applications received to the Board Appointments Panel.
- 33.4 **Board Appointments Panel to notify Chief Executive:** The Board Appointments Panel must undertake its responsibilities as set out in Rule 32.7 (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;
- 33.4.1 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
- 33.4.2 as soon as practicable (in the case of a casual vacancy arising under Rule 25.7.2).

- 33.5 **Chief Executive to notify Members:** Upon receipt of the notification from the Board Appointments Panel in Rule 33.4 the Chief Executive must, as soon as practicable, notify the Members of the decision of the Board Appointments Panel 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.
- 33.6 **Election of Elected Board Members:** Having considered the Board Appointments Panel's recommendations, if any, the Elected Board Members are 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 37.11 (Process for Election of Board Members).

34 Chief Executive

- 34.1 **Role:** The Board may employ a Chief Executive of SLSNZ on such terms and on such conditions as the Board may determine. The Chief Executive is under the direction of the Board and is responsible for the day-to-day management of SLSNZ in accordance with the SLSNZ Regulations, policies, and procedures of SLSNZ and within such limitations as may be imposed by the Board.
- 34.2 **Attendance at Board Meetings:** The Chief Executive must attend all Board meetings, unless otherwise required by the Board, but has no voting rights.

35 Regions

- 35.1 **Regions:** For operational purposes, SLSNZ is divided into four (4) geographical areas, known as Regions. The name and geographical boundaries of the Regions (and any changes to them) will be determined by the Board in accordance with the SLSNZ Regulations.
- 35.2 **Club Chairs Committees:** There must be a Club Chairs Committee in each Region.
- 35.3 **Role and Responsibilities of the Club Chairs Committees:** The role and responsibilities of the Club Chairs Committee in each Region are to:
- 35.3.1 provide the Board and the Clubs in its Region with advice on strategy including providing input into the national strategies for Surf Life Saving;
 - 35.3.2 provide the Board with information and advice about the needs and priorities of the Clubs in its Region;
 - 35.3.3 monitor the performance of SLSNZ;
 - 35.3.4 provide input into the development of Regulations; and
 - 35.3.5 undertake such other responsibilities as agreed with the Board.
- 35.4 **Composition of Club Chair Committees:** The Club Chairs Committee in each Region comprises of:
- 35.4.1 a member of the Board (appointed by the Board); and
 - 35.4.2 the Chair (or other nominee appointed or elected by each Club), of each of the Clubs in the Region. No Board Member may be a Chair or nominee of a Club on a Club Chairs Committee.
- 35.5 **Chair of Club Chairs Committee:** The term of the chair of the Club Chairs Committee is two (2) years. The Chair of each Club Chairs Committee is determined by all the members of the

Club Chairs Committee from amongst those on the Committee who are the chair of their Club, either by agreement, or failing agreement, by lot.

- 35.6 **Powers of Club Chairs Committees:** The Club Chairs Committees are committees of SLSNZ and have the powers and authority to carry out their role and responsibilities set out in Rule 35.3, but have no power to bind SLSNZ.
- 35.7 **Procedures of Club Chairs Committees:** The procedures of the Club Chairs Committees are as specified in the SLSNZ Regulations.

PART 6 – GENERAL MEETINGS

36 Meetings of Members

- 36.1 **AGM:** An Annual General Meeting must be held once a year at the time, date, place, and/or manner as the Board decides and be consistent with any requirements in the Act and the Constitution
- 36.2 **Timing:** The Annual General Meeting must be held no later than the earlier of the following: 6 months after the balance date of SLSNZ or 15 months after the previous annual meeting.
- 36.3 **SGMs:** Any other General Meetings of the Members are Special General Meetings.
- 36.4 **Methods of General Meetings:** A General Meeting may be held either:
- 36.4.1 by a number of Delegates who constitute a quorum as set out in Rule 36.16 (Quorum) being present in person at the place, date and time appointed for the meeting; or
 - 36.4.2 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 will constitute the presence of that person at that meeting.
- 36.5 **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 must set out:
- 36.5.1 the date, time, location and/or the manner in which the AGM is to be held;
 - 36.5.2 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;
 - 36.5.3 the number of vacancies, if any, in any Board Member positions for which applications are sought;
 - 36.5.4 any vacancy in the positions of President or Elected Board Appointments Panel Member for which nominations are sought;
 - 36.5.5 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
 - 36.5.6 the name of the Returning Officer for that meeting;

- 36.6 **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 or Elected Board Appointments Panel Member, 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 33.2.
- 36.7 **Business of AGM:** The following business must be discussed at each AGM:
- 36.7.1 the adoption of the annual report on the operations and affairs of SLSNZ during the most recently completed accounting period;
 - 36.7.2 receive a report of any disclosures of conflicts of interest made by Officers during that period (including a summary of the Matters, or categories of Matters, to which those disclosures relate);
 - 36.7.3 the confirmation of the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
 - 36.7.4 the receipt from the Board of an audited annual financial report for the preceding financial year in accordance with Rule 41 (Annual Report);
 - 36.7.5 the election of any vacancies arising in the positions of Elected Board Members;
 - 36.7.6 the election of any vacancy arising in the position of President;
 - 36.7.7 the election of any vacancy arising in the position of the Elected Board Appointments Panel Member;
 - 36.7.8 the appointment of scrutineers for the meeting;
 - 36.7.9 the approval of any Honoraria for the Board;
 - 36.7.10 the appointment of the auditor for the current financial year;
 - 36.7.11 any motion(s), including proposing to alter this Constitution; and
 - 36.7.12 any other items of business, that have been properly submitted for consideration at the AGM.
- 36.8 **AGM Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 36.7 – Business of AGM) together with the Postal and Electronic Voting form and proxy form must 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.
- 36.9 **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:
- 36.9.1 the Board; or
 - 36.9.2 twenty percent (20%) or more Clubs which are of Good Standing.
- 36.10 **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, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is given to Clubs. The Notice must set out:
- 36.10.1 the date, time, location and/or the manner in which the meeting is to be held;

- 36.10.2 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;
- 36.10.3 any proposed motion(s) that have been properly submitted for consideration and any information provided by the Board, or a Club, in support of the motion(s);
- 36.10.4 the name of the Returning Officer for that meeting; and
- 36.10.5 the proposed motions to appoint scrutineers.
- 36.11 **No additional business:** A Special General Meeting must only consider and deal with the business specified in the Board's resolution or the written request by Clubs for the Meeting.
- 36.12 **Process:** The rules in this Constitution relating to the procedure to be followed at General Meetings also apply to a Special General Meeting.
- 36.13 **Minutes:** Full minutes must be kept of all General Meetings and made available upon request by any Member.
- 36.14 **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.
- 36.15 **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 36.5 (Notice of AGM), 36.7 (Business of AGM), 36.8 (AGM Agenda) and 36.10 (Notice of SGM) and any other error in the organisation of the meeting will not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- 36.15.1 the Chair in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
- 36.15.2 a motion to proceed is put to the meeting and carried by Special Resolution.
- 36.16 **Quorum:** No business can 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 is 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 must 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.
- 36.17 **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 own cost. No Board Member may act as a Delegate. The names of the Delegates must 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 37.3 (Method of Voting).
- 36.18 **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 Chair of a General Meeting, attend and speak at the meeting with the permission of the Delegates.

- 36.19 **Adjournment:** If necessary, the person chairing a General Meeting can adjourn the meeting to another time and place, with the Delegate's consent. At any adjourned meeting, only the unfinished business from the original meeting can be transacted.

37 Voting at General Meetings

- 37.1 **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.

- 37.2 **Casting Vote:** In the event of equality of votes at a General Meeting the Chair of the meeting has a casting vote (unless the resolution directly involves the Chair in which case the Board will unanimously agree on a Board Member to have a casting vote).

- 37.3 **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 will be regarded as being present at the meeting, in one of the following ways:

37.3.1 through its Delegate or alternate Delegate (Rule 36.17); or

37.3.2 through a Proxy (Rule 37.4) provided that a Proxy is not regarded as present for the purposes of the quorum; or

37.3.3 by Postal or Electronic Voting (Rule 37.5).

- 37.4 **Proxy Voting:** Where a Club chooses to exercise its vote by appointing a Proxy to attend a General Meeting, the following general principles apply together with any specific requirements set out in the SLSNZ Regulations:

37.4.1 the Proxy must be appointed by notice in writing on the prescribed proxy form signed by the Club's Chair;

37.4.2 the Proxy form must reach the Chair of the meeting not less than one (1) hour before the time scheduled for the commencement of the General Meeting;

37.4.3 subject to Rule 36.17 (Delegate), any person who is entitled to be present and vote at a General Meeting may hold a Proxy; and

37.4.4 a person may hold more than one (1) Proxy, but no person may be a Proxy for more than four (4) Clubs.

- 37.5 **Postal or Electronic Voting:** Where a Club chooses to exercise its vote by casting a Postal or Electronic Vote the following general principles will apply together with any specific requirements set out in the SLSNZ Regulations:

37.5.1 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 37.6) 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

37.5.2 the Postal or Electronic Votes are counted in accordance with Rule 37.6 (Returning Officer) prior to or at the General Meeting.

- 37.6 **Returning Officer:** For each General Meeting:
- 37.6.1 The Chief Executive will appoint a Returning Officer. No Board Member or Delegate may be the Returning Officer.
- 37.6.2 The Returning Officer will undertake the following duties and may be assisted by any scrutineers appointed at the meeting:
- a. collect together any Postal and Electronic Votes and proxy forms received by them or by SLSNZ;
 - b. 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);
 - c. in relation to each motion voted on at the meeting, count the valid votes cast; and
 - d. 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 Chair accordingly.
- 37.7 **Scrutineers:** Two scrutineers may be appointed by the Members present at each General Meeting to assist the Returning Officer to count the votes.
- 37.8 **Resolutions:** An Ordinary Resolution at a General Meeting is sufficient to pass a resolution except as specified otherwise in this Constitution.
- 37.9 **Chair'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 Chair 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.
- 37.10 **Tally of Votes:** The Chair of the meeting may in their discretion state the number or proportion of the votes recorded in favour and against a motion.
- 37.11 **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 25.7.2) 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 Chair of the meeting will have a casting vote. If there are insufficient nominations for positions available, then the vacancy will be filled by the Board in accordance with Rule 25.7.1 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 25.7.2) are equal or less than the number of vacancies available, then no secret ballot will be required (as provided under Rule 37.11) and those applicants, provided that all other criteria regarding the applicants' eligibility as an Elected Board Member have been satisfied, will be declared elected.
- 37.12 **Written Resolutions:** Written resolutions may not be passed in lieu of a General Meeting.

PART 7 – FINANCIAL MATTERS

38 Control and Management

- 38.1 **Control and Management of Finances:** The funds and other assets of SLSNZ must be:
- 38.1.1 controlled, invested and disposed of by the Board, subject to this Constitution; and
 - 38.1.2 devoted solely to the promotion of the Purposes of SLSNZ.
- 38.2 **Bank Accounts:** The Board must maintain and operate bank accounts in the name of SLSNZ in accordance with the policy determined by the Board. All money received on account of SLSNZ must be banked in bank accounts in the name of SLSNZ.

39 Financial Year

- 39.1 **Financial Year:** The financial year of SLSNZ commences on 1 July and ends on 30 June in the next year, and may be altered from time to time by the Board. SLSNZ must file financial returns statements with the Registrar within six months of the Balance Date.

40 Accounting Records

- 40.1 **Accounting Records:** The Board must ensure that accounting records are always kept that:
- 40.1.1 correctly record the transactions of SLSNZ;
 - 40.1.2 allow SLSNZ to produce financial statements that comply with the requirements of the Act; and
 - 40.1.3 enable the financial statements to be readily and properly audited (if required under any legislation or SLSNZ's Constitution).
- 40.2 **Accounting System:** The Board must establish and maintain a satisfactory system of control of SLSNZ's accounting records.
- 40.3 **Retention of records:** The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of SLSNZ.

41 Annual Report

- 41.1 The Board must prepare an annual report for presentation to the AGM which contains:
- 41.1.1 the audited annual financial statements as required under the Act; and
 - 41.1.2 an annual report of the year's activities, (collectively known as the "Annual Report").

42 Audit

- 42.1 **Audit:** The annual financial statement in Rule 41.1.1 must be audited by a qualified auditor appointed at each AGM following a recommendation of the Board.

43 Payments to Members

- 43.1 **No Personal Benefit:** The monies and other assets of SLSNZ must not be used for personal or individual benefit of any Member or Officer, except in the circumstances described in section 24 of the Act.
- 43.2 **Permitted Benefits:** Nothing in Rule 43.1 prevents payment in good faith of, or to any, Member, Board Member or Officer for any of the following provided that any such payment does not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction:
- 43.2.1 any services actually rendered to SLSNZ whether as an employee or otherwise; or
 - 43.2.2 goods supplied to SLSNZ in the ordinary and usual course of operation; or
 - 43.2.3 interest on money borrowed from any Member, Board Member or Officer; or
 - 43.2.4 rent for premises demised or let by any Member, Board Member or Officer to SLSNZ; or
 - 43.2.5 any out-of-pocket expenses incurred by the Member, Board Member, or Officer on behalf of SLSNZ for any other reason,
- and provided that no Officer or Member is allowed to influence any such decision made by SLSNZ in respect of payments or transactions between it and them, their direct family or any associated entity.
- 43.3 **Honoraria:** Nothing in Rule 43.1 prevents 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 8 DISPUTE RESOLUTION PROCEDURES

44 How a Complaint is Made

- 44.1 **Notice of Complaint:** A Member or an Officer (the 'Complainant') may make a Complaint by giving to the Complaints Officer (or, where such Complaint concerns the Complaints Officer, to the Board) a notice in writing that:
- 44.1.1 states that the Complainant is starting a procedure for resolving a Dispute in accordance with SLSNZ's Constitution;
 - 44.1.2 sets out the allegation to which the Dispute relates and whom the allegation is against; and
 - 44.1.3 sets out any other information reasonably required by SLSNZ.
- 44.2 **SLSNZ can initiate Complaint:** SLSNZ may make a Complaint involving an allegation against a Member or an Officer (the 'Respondent') by giving to the Respondent a notice in writing that:
- 44.2.1 states that SLSNZ is starting a procedure for resolving a Dispute in accordance with SLSNZ's Constitution; and
 - 44.2.2 sets out the allegation to which the Dispute relates.

- 44.3 **Appeal from a Club Decision:** A Member who has received a penalty or adverse finding in disciplinary proceedings conducted by a Club, may appeal that decision to SLSNZ, provided that the Member has first exhausted all avenues of appeal available under the Club's constitution.
- 44.4 **Respondent Information:** The information given to the Respondent under Rule 44.1 or 44.2 must be enough to ensure that a Respondent is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

45 Complainant's Right to be Heard

- 45.1 **Right to be Heard:** A Complainant has a right to be heard before the Complaint is resolved or any outcome is determined.
- 45.2 **Officer or Nominee may Exercise Right of SLSNZ:** If SLSNZ makes a Complaint an Officer or person nominated by the Board may exercise the right to be heard on behalf of SLSNZ.
- 45.3 **Method of Hearing:** Without limiting the manner in which the Complainant may be given the right to be heard, they must be taken to have been given the right if:
- 45.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - 45.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - 45.3.3 an oral hearing (if any) is held before the decision maker; and
 - 45.3.4 the Complainant's written or verbal statement or submissions (if any) are considered by the decision maker.

46 Respondent's Right to be Heard

- 46.1 **Application:** This rule applies if a Complaint involves an allegation that a Member, an Officer, or SLSNZ (the 'Respondent'):
- 46.1.1 has engaged in misconduct;
 - 46.1.2 has breached, or is likely to breach, a duty under SLSNZ's Constitution, its Regulations, Competition Rules, or any other code of conduct, policy, resolution or determination of the General Meeting, Board or any committee, or the Act;
 - 46.1.3 has brought SLSNZ or Surf Life Saving into disrepute; or
 - 46.1.4 has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 46.2 **Right to be Heard:** The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.
- 46.3 **Officer may Exercise Right of SLSNZ:** If the Respondent is SLSNZ, an Officer or person nominated by the Board may exercise the right to be heard on behalf of SLSNZ.
- 46.4 **Method of Hearing:** Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

- 46.4.1 the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the respondent to prepare a response;
- 46.4.2 the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- 46.4.3 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- 46.4.4 an oral hearing (if any) is held before the decision maker; and
- 46.4.5 the Respondent's written statement or submissions (if any) are considered by the decision maker.

47 Investigating and Determining Dispute

- 47.1 **Investigation:** SLSNZ must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint made in accordance with the Constitution, ensure that the Dispute is investigated and determined in accordance with this Constitution and SLSNZ's Regulations and policies.
- 47.2 **Fair Process:** Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 47.3 **Cooperation:** All Members (including the Board) must cooperate to resolve Disputes efficiently, fairly, and with minimum disruption to SLSNZ's activities.

48 SLSNZ May Decide Not to Proceed Further

- 48.1 **SLSNZ may Decide not to Proceed:** Despite Rule 47, SLSNZ may decide not to proceed further with a Complaint if:
 - 48.1.1 the Complaint is considered to be trivial;
 - 48.1.2 the Complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a Member or an Officer has engaged in material misconduct;
 - b. that a Member, an Officer, or SLSNZ has materially breached, or is likely to materially breach, a duty under SLSNZ's Constitution or its Regulations, or policies or the Act;
 - c. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
 - 48.1.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;
 - 48.1.4 the person who makes the Complaint has an insignificant interest in the matter;
 - 48.1.5 the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or
 - 48.1.6 there has been an undue delay in making the Complaint.

49 SLSNZ May Refer Complaint

- 49.1 **Referral of Complaint:** SLSNZ may refer a Complaint, in accordance with SLSNZ Regulations and policies, to:
- 49.1.1 a subcommittee, a SLSNZ Judicial Committee, or an external person or organisation to investigate and report to the Board; or
 - 49.1.2 a subcommittee, a SLSNZ Judicial Committee, an arbitral tribunal, or an external person or organisation to investigate and make a decision.
- 49.2 **Referral to Dispute Resolution Service:** SLSNZ may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- 49.3 **No Limitation on Referral to Authorities:** For the avoidance of doubt, this Rule 49.1 will not limit SLSNZ's discretion to refer any matter to any appropriate regulatory authority or in the case of suspected criminal activity arising in relation to any Complaint, to the Police.
- 49.4 **Remedies:** The decision-maker may:
- 49.4.1 order the Complainant (if a Member) or the Member complained against, to meet any of SLSNZ's reasonable costs in dealing with the Complaint; and
 - 49.4.2 make such directions as the decision-maker thinks appropriate (with which SLSNZ and Members will comply), including upholding a Complaint, and
 - a. reprimanding the Member; and/or
 - b. suspending the Member from membership for a specified period; and/or
 - c. terminating the Member's membership.
- 49.5 **Procedure:** Before any decision under Rule 49.4 is made the Member concerned:
- 49.5.1 must be given fourteen (14) Days' Written Notice by the decision-maker of the proposed resolution to impose a sanction; and
 - 49.5.2 have the right to be present, make submissions, and be heard at the meeting in which the proposed sanction is to be determined.
- 49.6 **Suspension pending investigation:**
- 49.6.1 Where the Board has reason to consider that a Member who is the subject of a Complaint may pose a material risk to the health, safety and wellbeing of any person, the Board may suspend that Member pending determination of the Complaint. Before invoking any such suspension, the Member must be given notice of the suspension.
 - 49.6.2 Unless otherwise determined by the Board, while a Member is suspended the Member is:
 - a. not entitled to attend, speak or vote at a General Meeting;
 - b. not entitled to any other rights or entitlements as a Member;
 - c. in the case of an Individual Member, not entitled to continue to hold office in any position within SLSNZ; and

- d. not entitled to any rights or entitlements to which the Member would otherwise be entitled from the Member's Club;

until such time as the alleged Complaint is resolved or determined.

50 Decision Makers

50.1 **Impartiality of Decision Maker:** A person may not act as a decision maker in relation to a Complaint if two (2) or more members of the Board or a Complaints subcommittee (if appointed) consider that there are reasonable grounds to believe that the person may not be:

50.1.1 impartial; or

50.1.2 able to consider the matter without a predetermined view.

51 Appeals

51.1 **Appeals:** Unless this Constitution or SLSNZ Regulations provides otherwise, any party to any decision of SLSNZ made under Remedies, where they have exhausted their rights of appeal within this constitution and/or SLSNZ Regulations, may appeal ("Appellant") to the Sports Tribunal of New Zealand. The rules of the Sports Tribunal of New Zealand apply to any such appeal.

Except:

There is no right of appeal to the Sports Tribunal for decisions made under Rule 44.3 (Appeals from a Club Decision).

51.2 **Grounds:** An appeal may only be made on one or more of the following grounds:

51.2.1 that natural justice was denied;

51.2.2 that the Decision Maker acted outside of its powers and/or jurisdiction (i.e. acted ultra vires);

51.2.3 that substantially new evidence has become available after the decision, which is being appealed, was made; or

51.2.4 in respect of a decision relating to misconduct involving the Appellant, that the penalty was either excessive or inappropriate;

51.2.5 in respect of a decision relating to the selection or non-selection of the Appellant as a New Zealand representative or to a New Zealand representative team or squad, the following additional grounds apply:

a. the applicable selection criteria have not been properly followed and/or implemented;

b. the person seeking selection was not afforded a reasonable opportunity by SLSNZ to satisfy the applicable selection criteria;

c. the selection decision was affected by actual bias; or

d. there was no material on which the selection decision could reasonably be based.

- 51.3 **Procedure:** Appeals must be filed within twenty-eight (28) days from the date the Appellant was notified of the decision of SLSNZ and in all other respects must be in accordance with the rules of the Sports Tribunal. The decision of the Sports Tribunal is final and there is no further right of appeal.

52 Integrity

- 52.1 **Anti-Doping Rules:** SLSNZ adopts the Sports Anti-Doping Rules (“SADR”) made by the Sport Integrity Commission under the Integrity Sport and Recreation Act 2023, and any amendments to or replacements of SADR, as its Regulations on anti-doping and agrees to be bound by SADR. All Members are bound by the SADR.
- 52.2 **Anti-Doping Determination:** Any alleged anti-doping violation must be dealt with in accordance with the SADR referred to in Rule 52.1 which includes the determination of any alleged anti-doping violation by the Sports Tribunal.
- 52.3 **Integrity Regulations:** The Board must determine a regulation(s) governing Integrity matters in accordance with any applicable legislation and in compliance with any requirements of ILS.
- 52.4 **Integrity Offence:** Any alleged offence under the SLSNZ Regulation referred to in Rule 52.1 and Rule 52.3 must be dealt with in accordance with that Regulation, and is not subject to the jurisdiction of the Disputes Resolution Procedure under Rules 44 to 51, unless the hearing body referred to in the SLSNZ Regulation, decides that it does not have jurisdiction to hear and determine the alleged offence.
- 52.5 **Integrity Code:** If SLSNZ adopts an Integrity Code, all Members of SLSNZ are bound by the Integrity Code.

PART 9 - ADMINISTRATIVE

53 Alteration to the Constitution

- 53.1 **Special Resolution:** Subject to Rule 53.2, this Constitution may only be amended, added to, or repealed by Special Resolution at a General Meeting.
- 53.2 **Notice:** 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 36.9).
- 53.3 **Limitation of Amendments:** No alteration, addition to, or revision of this Constitution will be approved if it affects the not-for-profit purposes, personal benefit prohibition, its charitable status under the Charities Act 2005 or the winding up rules of SLSNZ. This rule must not be removed from this Constitution and must be included in any alteration, addition to, or revision of this Constitution.
- 53.4 **Minor/technical Amendments:** Any minor or technical amendments may be notified to Members as outlined in section 31 of the Act.
- 53.5 **Notification to Registrar:** When an amendment is approved by a General Meeting it must be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and will take effect from the date of registration.
- 53.6 **Notification to Charities Services:** If SLSNZ is registered as a charity under the Charities Act 2005 the amendment must also be notified to Charities Services as required by section 40 of that Act.

54 SLSNZ Regulations

- 54.1 The Board may determine and amend Regulations, bylaws, policies and codes as it considers necessary for the conduct and control of SLSNZ activities including (without limitation) adopting any third-party codes or guidelines it considers relevant. All such Regulations must be consistent with the Purposes of SLSNZ, this Constitution, the Act, any other legislation, and any directives given by a General Meeting.
- 54.2 All SLSNZ Regulations are binding on SLSNZ and the Members.
- 54.3 All SLSNZ Regulations and any amendments to the SLSNZ Regulations must be advised to all Members in writing or electronically as approved by the Board.
- 54.4 The SLSNZ Regulations which were in force prior to the commencement of this Constitution will (unless otherwise revoked) continue in force until revoked or otherwise altered by the Board.
- 54.5 To the extent of any inconsistency between the SLSNZ Regulations and this Constitution, this Constitution will prevail.

55 Indemnity and Insurance

- 55.1 **Indemnity:** SLSNZ must indemnify all current and former Board Members, Officers and employees in respect of:
- 55.1.1 liability to any person other than SLSNZ for any act or omission in their capacity as a Board Member, Officer or employee; and
- 55.1.2 costs (including legal costs) incurred by the Board Member, Officers or employee in defending or settling any claim or proceeding relating to any such liability.
- 55.2 **Scope of indemnity:** The indemnity set out in Rule 55.1 does not extend to:
- 55.2.1 criminal liability; or
- 55.2.2 a liability that arises out of a failure to act in good faith and in the best interests of the Club when acting in capacity as a Committee Member or employee.
- 55.3 **Insurance:** SLSNZ may, with the prior approval of the Board, obtain any appropriate insurance cover in respect of the indemnity provision in Rule 55.1.

56 Disputes and Matters Not Provided For

- 56.1 **Interpretation:** Subject to Rule 56.2, if any dispute arises out of the interpretation of this Constitution or the SLSNZ 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 must be referred in writing to the Board, whose decision is final and binding.
- 56.2 **Board Dispute:** If the dispute or matter in Rule 56.1 is between the Board and a Member, or between any one (1) or more Board Members, ("the parties") the Board must appoint an external party or organisation to determine in accordance with Rules 44 to 51.

PART 10 – LIQUIDATION AND REMOVAL FROM THE REGISTER

57 Voluntary Liquidation

- 57.1 **Voluntary Liquidation:** SLSNZ may be voluntarily liquidated if:
- 57.1.1 a Special Resolution is passed at a General Meeting; and
 - 57.1.2 such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held no later than thirty (30) Days after the date on which the resolution to be confirmed was passed.
- 57.2 **Notice of Liquidation Proposal:** The Board must give thirty (30) Days Written Notice to all Members of the proposed resolution to put SLSNZ into liquidation.
- 57.3 **Notice of Meeting:** The Board must also give Written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice must include all information as required by section 228(4) of the Act.

58 Liquidation or removal in accordance with the Act

- 58.1 **Liquidation:** SLSNZ may also be put into liquidation or removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

59 Surplus Assets

- 59.1 **Surplus Assets:** If SLSNZ is liquidated or removed from the Register of Incorporated Societies and there are surplus assets after settling all debts and liabilities, these assets must not be paid or distributed among SLSNZ's Members. Instead, they must be given or transferred to some other not-for-profit entity, charitable organisation, or charitable body having purposes similar to the purposes of SLSNZ and used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.
- 59.2 **General Meeting:** The body or bodies in Rule 59 must be determined by the Members entitled to vote in a General Meeting to be held with sufficient notice to satisfy the requirements of section 228 of the Act.
- 59.3 **Meeting following Liquidation:** If a General Meeting for the purposes of Rule 59.2 cannot be held before liquidation or removal from the Register of Incorporated Societies, SLSNZ must apply to the Registrar in accordance with section 217 of the Act to be treated as being still in existence for the purposes of passing a resolution for disposal of surplus assets.
- 59.4 **Registrar may Decide:** If the Members are unable to reach agreement on the body or bodies to which surplus assets will be distributed, or SLSNZ is otherwise unable to pass a resolution specifying the body or bodies, the surplus assets will be distributed in a manner determined by the Registrar, having regard for the purposes of SLSNZ and other relevant matters provided for in this Constitution.