

Constitution of Surf Life Saving Northern Region Incorporated

Date

28th September 2023

Contents

1.	Interpretation	3
2.	Construction	3
3.	Name	3
4.	Registered Office	3
5.	SLSNR's Purpose	4
6.	Powers	4
7.	Membership	5
8.	Clubs	5
9.	Life Members	6
10.	Membership Fees	6
11.	Register of Members	6
12.	Termination and resignation of Membership	7
13.	Obligations of Clubs	8
14.	Relationship between Clubs and SLSNR and SLSNZ	8
15.	Board	9
16.	Management of SLSNR	10
17.	Management of Clubs	10
18.	Contact Officer	11
19.	Patron and Vice Patrons	11
20.	Judiciary Committee	11
21.	Sub-committees	12
22.	Delegates Meetings	12
23.	Annual General Meeting	13
24.	Financial Year	14
25.	Annual Report	14
26.	Common Seal	14
27.	Referrals to the Judiciary Committee	15
28.	Application of Income	16

29.	Alteration to this Constitution	17
30.	Regulations	17
31.	Liquidation	17
32.	Indemnity and insurance.....	18
33.	Colours.....	18
34.	Disputes and matters not provided for	18
	Schedule 1: Clubs at date of Constitution	19
	Schedule 2: Board Meeting Procedures.....	20
	Schedule 3: Delegates Meeting Procedures	22

Constitution of Surf Life Saving Northern Region Incorporated

Introduction

A. Application of this Constitution

It has been agreed that this Constitution will benefit from the inclusion of an explanatory narrative that in itself does not form part of the operative provisions of the Constitution (and is not intended to be binding), but that may be helpful in providing context and describing the spirit with which certain provisions are intended to be applied.

B. Reason for Being

SLSNR exists because the founding Clubs in 1935 saw benefit in being able to coalesce as one to introduce standardised practices and procedures, arrange competitions amongst themselves, and have some authority and standing in the eyes of civic leaders and legislators. This remains true in the current day.

Over the years SLSNR has reformed periodically in order to achieve the structures, powers and capability to effectively do what is expected of it by its constituents, and to be responsive to those communities and organisations it works closely with.

As SLSNR has matured the scope of its activities has changed. Certain activities and programmes that were co-ordinated and delivered by SLSNR have transferred to, or are offered in collaboration with, SLSNZ. Nonetheless, Clubs remain the primary service delivery arms of the organisation, with support from both SLSNR and SLSNZ in their endeavours.

Key Principles

This 2016 Constitution has been shaped by Clubs to introduce the contemporary organisational arrangements deemed necessary and desirable to strongly and compliantly position SLSNR so that it continues to deliver all that is expected of it, to the high satisfaction of its constituents and communities.

Key principles have been confirmed by Clubs in the process of shaping this Constitution, namely:

The Clubs need to be viewed as the owners of SLSNR with board and management input from SLSNZ. An important duty of Clubs is that of exercising superintendence and this shall be reflected in consultative and decision making arrangements.

Governance and management arrangements need to strongly reflect the ethos that SLSNR is volunteer led, and professionally managed.

There needs to be certainty around, and connectivity between, the roles and authorities of the Clubs when exercising their superintendence and that of the Board, SLSNZ, and any committees and special purpose appointments.

The Clubs are the primary service delivery arms of the wider organisation. SLSNR shall only involve itself in operational service delivery in situations and within parameters that are expressly mandated by the Clubs.

The Constitution itself should be largely descriptive and empowering: where there is a need for prescription and controls these should be achieved through other tools such as regulations (bylaws), policies and best practice guidelines.

C. Fundamental Purpose

SLSNR exists to provide governance, leadership, coordination, and support to its Clubs, and to advocate on their collective behalf.

D. Clubs as the Ultimate Decision Making Body

This Constitution recognises the Clubs collectively are the ultimate decision making body within SLSNR. The Clubs collectively are empowered to determine the Constitutional arrangements by which SLSNR is governed and administered. Annual General Meetings are the forum for Clubs to express their views about organisational performance and especially that of the Board and those people elected to other key volunteer positions. The Clubs collectively have the capability to requisition special meetings to call the Board to account or to provide the Board with guidance in respect of a particular matter.

E. Clubs' Duty and Right to exercise Superintendence

This Constitution recognises that the ownership of SLSNR is yielded to the Clubs as a collective. Each Club effectively has an equal ownership interest in SLSNR. This Constitution further recognises the accompanying responsibility that the Clubs have as owners. The Clubs have a duty to exercise superintendence over SLSNR affairs, together with a right to be reasonably informed so as to be able to properly exercise that duty. In other words, the Clubs each have a duty of care to ensure they adequately participate in opportunities to know and understand the workings of SLSNR, but also a right to ask pertinent questions and be provided helpful answers.

For clarity, by Superintendence it is meant 'to enquire about, be informed, exercise judgement and provide direction'.

Delegates Meetings are intended as the forum for Clubs to exercise superintendence over SLSNR affairs.

F. Effective Governance, and Stewardship – the Role of the Board

This Constitution intends that the Board is elected to discharge two primary functions concurrently. One is to exercise good governance, the second is to exercise stewardship over SLSNR's finances and resources.

Governance - For the purposes of SLSNR and this Constitution, Governance is the process by which the Board ensures the organisation complies with all legal and constitutional requirements, sets strategic direction and priorities, sets high-level policies and management performance expectations, characterises and oversees the management of risk, and monitors and evaluates organisational performance. The Board is accountable to the Clubs collectively for the effective good governance of SLSNR.

Stewardship – a Board role is to ensure the organisation is well managed, but not necessarily to do the day-to-day managing. The Board is entrusted with exercising a stewardship responsibility on behalf of others (the Clubs and other members) for the achievement of appropriate outcomes, the financial security of the organisation, and the expression of a moral and social responsibility - in other words to do what they consider is right, and meet a prudent person test.

Following the 2023 operational consolidation of SLSNR and SLSNZ, the two organisations and their boards will work closely together and share information to the extent necessary to optimise service delivery.

G. Committees, working parties and task groups

This Constitution intends that committees, working parties and task groups are appointed from time to time by the Board to expedite the delivery of business plans and work programmes, involve volunteer members and other appropriately skilled and experienced

people in transacting SLSNR business, and bring independence, objectivity and creativity to SLSNR business.

It further anticipates that certain committees will be 'standing committees' insofar as they will be established with a high degree of permanency, and that these standing committees are utilised effectively to administer specific work streams under delegation from the Board.

Except where otherwise mandated, committees will report to the Board.

H. Appointments Panel

This Constitution contemplates that an Appointments Panel is established as a sub-committee of the Board to assist it with matters such as making appointments to committees, working parties and task groups.

I. Regulations, Policies and Best Practice Guidelines

This Constitution recognises that certain matters are best not prescribed within the body of the Constitution itself, but dealt to through regulations or policies that can be updated as required by the Board in consultation with Clubs collectively, or through the issuance of best practice guidelines.

This Constitution anticipates that the Board will develop regulations, policies and best practice guidelines in consultation with Clubs, but that in extraordinary circumstances the Board will need to issue declaratory regulations or policies to address time critical matters.

1. Interpretation

In this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 1908 and any replacement legislation;

Annual Report has the meaning given to it in Rule 25;

Annual General Meeting means the Delegates Meeting held annually as described in Rule 23;

Appointed Personnel means any individuals who are appointed to unpaid positions of responsibility within SLSNR by the Board (and who are not Directors);

Board means the body that is responsible for the governance and management of SLSNR pursuant to Rule 15;

Club means a Surf Lifesaving club in the District that is a member of SLSNR pursuant to Rule 8;

Club Register of Members means a register of members of a Club in the format determined by SLSNZ from time to time;

Constitution means the constitution of SLSNR;

Contact Officer means the Director appointed to be a contact officer whom the Registrar can contact when needed;

Delegate of a Club means a person to represent that Club at Delegates Meetings, being either:

- (a) the chairperson or president (or similar position) of the Club; or

- (b) if the Club gives notice otherwise, such other person that the Club nominates to be its delegate,

provided that:

- (c) a Director shall not act as a delegate for a Club; and
- (d) no individual can act as a delegate for more than one Club at the same Delegates Meeting,

in either case, unless approved by an Ordinary Resolution;

Delegates Meetings means a meeting of Delegates held pursuant to Rule 22, including the Annual General Meeting;

Directors means the members of the Board;

District means the geographical area allocated to SLSNR in the SLSNZ Regulations;

District Regulations means the regulations determined by the Board from time to time under Rule 30;

District Representative means a competitor or other member of a Surf Lifesaving team or squad that represents SLSNR, including coaches or managers;

Honours and Awards Committee means the committee appointed by the SLSNR Board pursuant to Rule 21.2(a)(v) which can make recommendations to the SLSNR Board for Life Members;

Judiciary Committee means the judiciary committee established under Rule 20;

Life Members means those individuals described in Rule 9;

Members means the members of SLSNR as described in Rule 7;

Membership Fee means any fee or fees payable by Clubs to SLSNR under Rule 10;

Officers means the individuals appointed under Rules 15, 18, and 19;

Ordinary Resolution means a resolution passed at a Delegates Meeting by a simple majority of votes of those present and entitled to vote on the matter;

Patron means an individual appointed pursuant to Rule 19.1;

Purposes means the SLSNR purposes as set out in Rule 5, which will also constitute its "objects" for the purposes of the Act (if required);

Register of Members means a register of Members of SLSNR, including Members' names and such other details as the Board may determine from time to time;

Registrar means the Registrar of Incorporated Societies;

Rule means a rule of this Constitution;

SLSNR means Surf Life Saving Northern Region Incorporated;

SLSNZ means Surf Life Saving New Zealand Incorporated and includes its officers, employees, board members and agents;

SLSNZ Board means the Board of SLSNZ as defined in the SLSNZ Constitution;

SLSNZ Constitution means the constitution of SLSNZ;

SLSNZ Judiciary Committee means the judiciary committee as defined in the SLSNZ Constitution;

SLSNZ Regulations means the regulations of SLSNZ made in accordance with the SLSNZ Constitution;

Special Resolution means a resolution passed at a Delegates Meeting by two-thirds of the votes of those present and entitled to vote on the matter; and

Surf Lifesaving means the practice by surf lifeguards of preventing death by drowning at beaches and includes surf lifeguard patrol services, education and sport activities such as swimming, craft and beach events.

2. Construction

In this Constitution, unless the context otherwise requires:

- (a) the headings appear as a matter of convenience and will not affect the construction of this Constitution;
- (b) in the absence of an express indication to the contrary, references to clauses or paragraphs are to clauses and paragraphs of this Constitution;
- (c) a reference to any statute, statutory regulations or other statutory instrument includes the statute, statutory regulations or instrument as from time to time amended or re-enacted or substituted;
- (d) the singular includes the plural and vice versa and one gender includes the other genders;
- (e) the words written and writing include email communications and any other means of communication resulting in permanent visible reproduction;
- (f) the word person includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal personality; and
- (g) words or expressions defined in the Act have the same meaning in this Constitution.

3. Name

The name of the incorporated society will be Surf Life Saving Northern Region Incorporated.

4. Registered Office

The registered office of SLSNR will be at such place or places as may be determined by the Board from time to time.

5. SLSNR's Purpose

- 5.1 The Purpose of SLSNR is to support the provision of Surf Lifesaving services by the Clubs, with the common goal of preventing death by drowning at beaches patrolled by the Clubs.
- 5.2 This nature of this support will be determined from time to time, but may include:
- (a) carrying out the governance, management and operation of SLSNR, its Members and other persons under the jurisdiction of SLSNR;
 - (b) providing co-ordination and leadership for Members in respect of common issues;
 - (c) advocating on behalf of Members;
 - (d) carrying out activities and programmes that are best delivered by a central organisation within the District, rather than Members themselves;
 - (e) promoting the health and safety of all participants in Surf Lifesaving;
 - (f) encouraging the participation and achievement in Surf Lifesaving in the District and nationally;
 - (g) promoting and supporting enforcement of the rules and regulations of SLSNZ in the District;
 - (h) operating with, and promoting, mutual trust and confidence between SLSNZ, SLSNR and the Members; and
 - (i) at all times to act on behalf of, and in the interests of, the Members and Surf Lifesaving.

6. Powers

- 6.1 SLSNR has, both within and outside New Zealand:
- (a) full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and
 - (b) for the purposes of paragraph (a), full rights, powers, and privileges.
- 6.2 Rule 6.1 is subject to the Act, any other enactment, and the general law.
- 6.3 For the avoidance of doubt, SLSNR's powers include powers to:
- (a) buy, sell, exchange, develop, and mortgage property;
 - (b) borrow money and give security for it;
 - (c) issue negotiable instruments;
 - (d) receive and make gifts;
 - (e) enter into contracts and leases;
 - (f) employ persons; and

- (g) belong to other societies or associations.

7. Membership

- 7.1 The Members of SLSNR are:
- (a) Clubs;
 - (b) Life Members; and
 - (c) any other category of membership as determined by the Board from time to time.
- 7.2 A person must consent to become a Member of SLSNR and a member of SLSNZ.
- 7.3 A person consents to becoming, and becomes, a Member of SLSNR and a member of SLSNZ by completing the process for membership of SLSNR as set out in this Constitution.

8. Clubs

- 8.1 As at the date of this Constitution, the Clubs are those set out in Schedule 1.
- 8.2 A new Club may be established as follows:
- (a) a group of not less than twenty individuals must apply to the Board to form a Club (the **Application**);
 - (b) if the Board supports the Application, it will call a Delegates Meeting and the Delegates will vote on the Application;
 - (c) if a two-thirds majority of Delegates present and voting vote in favour of the Application at the Delegates Meeting, the Board will forward the Application to the SLSNZ Board; and
 - (d) the SLSNZ Board will determine the Application in accordance with the provisions of the SLSNZ Constitution,
- then, if the SLSNZ Board approves the Application, it will cause the Club's name and details to be entered into the Register of Members if it:
- (a) becomes incorporated;
 - (b) adopts a constitution in compliance with this Constitution and the SLSNZ Constitution; and
 - (c) pays any Membership Fee payable to SLSNR and any fee payable to SLSNZ.
- 8.3 The new Club will be established once its name and details are entered into the Register of Members.
- 8.4 Any Club in the District that wishes to merge or otherwise amalgamate with any other Club will, prior to the merger or amalgamation:
- (a) notify SLSNR of its intention to do so; and
 - (b) consult with the Board and the SLSNZ Board.

9. Life Members

A person will become a Life Member of SLSNR by nomination and consideration by the Honours and Awards Committee. Such nomination and consideration shall be carried out in accordance with any procedural requirements set out in accordance with the District Regulations from time to time. The Honours and Awards Committee will make the recommendation for Life Membership to the Board for their endorsement.

10. Membership Fees

10.1 The Board will determine:

- (a) Membership Fees;
- (b) the due date for Membership Fees; and
- (c) the manner of payment for Membership Fees,

subject to their approval at a Delegates Meeting.

10.2 Clubs may determine the membership and other fees for their members, provided that such fees comply with any relevant SLSNZ Regulations or District Regulations.

11. Register of Members

11.1 The Board will maintain a Register of Members including Clubs, Life Members and Members under any category of membership determined by the Board under Rule 7.1(c).

11.2 For the avoidance of doubt, the Board may delegate the maintenance of the register under Rule 11.1 to any person it considers suitable (referred to as the **Nominee** for the purposes of this Rule 11).

11.3 For the purposes of the maintenance of the register under Rule 11.1, Members will:

- (a) provide the Board or Nominee such reasonable details as they may request from time to time; and
- (b) notify the Board or Nominee if any details previously provided change.

11.4 It is a condition of membership of a Club and SLSNR that any individual Member provide certain personal information about themselves for inclusion in the Club Register of Members. This personal information will be held for the purposes of maintaining the Member's membership in the Club, SLSNR and SLSNZ. That Member consents to the collection and storing of such personal information for that purpose, and the disclosure of it between the Club, SLSNR and SLSNZ. Should any Member object to the disclosure of personal information by the Club or SLSNR, they may apply to the privacy officer of the relevant organisation that the information not be disclosed. If they are dissatisfied with the decision of the privacy officer, they may appeal for the matter to be considered by the Board.

12. Termination and resignation of Membership

12.1 Clubs

No Club may resign its membership of SLSNR or SLSNZ without the written approval of the Board, which will only be granted in exceptional circumstances. If a Club's membership of SLSNR or SLSNZ is terminated under this Constitution or the SLSNZ Constitution, its membership of both SLSNR and SLSNZ will automatically be terminated.

12.2 Life Members

A person who is a Life Member will no longer hold that position if he or she:

- (a) resigns from that position by giving written notice to the Board; or
- (b) dies.

12.3 Termination

- (a) Any Member may have his, her or its membership of SLSNR and/or SLSNZ terminated in accordance with a decision of:
 - (i) the SLSNZ Judiciary Committee under the SLSNZ Constitution; or
 - (ii) the SLSNZ Board under the SLSNZ Constitution; or
 - (iii) the Board, on the recommendation of the Judiciary Committee, or if the Board determines that, after reasonable enquiry, the Member did not follow or is unable to comply with:
 - (A) a reasonable Board decision; or
 - (B) the SLSNZ Constitution or this Constitution; or
 - (C) the SLSNZ Regulations or the District Regulations; or
 - (D) any policies or reasonable directions of the SLSNZ Board or the Board.
- (b) Prior to any decision made in accordance with Rule 12.3(a), the Member has the right to:
 - (i) at least seven days' written notice of the intended meeting to determine the matter; and
 - (ii) be present, make submissions and be heard at that meeting.
- (c) Any complaints and grievances procedures adopted by the Board, or set out in the Act, will also apply in respect of this Rule.

12.4 Appeals

- (a) Any Member whose membership is terminated by a decision of the Board in accordance with Rule 12.3(a)(iii) may appeal the decision at a Delegates Meeting called for that purpose. The decision of the Delegates Meeting by Ordinary Resolution will be final.

- (b) Any Member whose membership is terminated under Rules 12.3(a)(i) or 12.3(a)(ii) may appeal the decision to a SLSNZ Special General Meeting called for that purpose. The appeal in either case will be allowed if a two-thirds majority of those entitled to vote at the Delegates Meeting or SLSNZ General Meeting do so in favour of such appeal.

13. Obligations of Clubs

13.1 For so long as it is a Member of SLSNR, each Club will:

- (a) administer, promote and develop Surf Lifesaving in the District in accordance with the purpose of SLSNZ, SLSNR and the Club;
- (b) apply its property in pursuit of the purposes of the Club, as well as those of SLSNR and SLSNZ;
- (c) do all that is reasonably necessary to enable its purposes, as well as the purposes of SLSNR and SLSNZ, to be achieved;
- (d) act in good faith and with loyalty to SLSNR and SLSNZ to ensure the maintenance and enhancement of the reputations of SLSNR, SLSNZ, the Club and Surf Lifesaving for the collective and mutual benefit of the Members and Surf Lifesaving,
- (e) operate with, and promote, mutual trust and confidence between SLSNR, SLSNZ, the Club and the Members;
- (f) continue to be an incorporated society under the Act;
- (g) adopt a constitution which is consistent with the SLSNZ Constitution and the SLSNR Constitution, and use its best endeavours to make any required amendments to its constitution to ensure that it remains consistent; and
- (h) at all times act in the interests of its members and Surf Lifesaving.

13.2 Each Club will maintain a Club Register of Members and provide it to SLSNR or SLSNZ, if requested, from time to time.

14. Relationship between Clubs and SLSNR and SLSNZ

14.1 Once a new Club has been established pursuant to Rule 8.2, it will automatically become a Member of both SLSNR and SLSNZ.

14.2 Each Club will provide to SLSNZ and SLSNR a copy of its constitution and all amendments to its constitution as soon as is reasonably practicable after the adoption of the constitution or the registration of the amendment.

14.3 The SLSNZ Board or the Board may require a Club to amend its constitution as soon as reasonably practicable if the constitution, or any rule within it, is inconsistent or in conflict with the SLSNZ Constitution, this Constitution, the SLSNZ Regulations or the District Regulations.

14.4 Members acknowledge and agree that:

- (a) the SLSNZ Constitution, this Constitution, the SLSNZ Regulations, and the District Regulations are:

- (i) together with any determination, resolution or policy made or passed by the SLSNZ Board or the Board, binding on Members;
 - (ii) necessary and reasonable for promoting the objects of SLSNZ and SLSNR; and
 - (iii) made in the pursuit of a common object, namely the mutual and collective benefit of SLSNZ, SLSNR, the Clubs and their respective members, and Surf Lifesaving;
- (b) Members are subject to the jurisdiction of SLSNZ and SLSNR; and
 - (c) Members are entitled to all the benefits, advantages, privileges and services of membership as conferred by this Constitution.

15. Board

15.1 SLSNR intends that the Board will comprise of:

- (a) two persons appointed by the SLSNZ Board from time to time, who shall be directors of SLSNZ; and
- (b) one person appointed by Ordinary Resolution of the Members of SLSNR (the **Northern Region Representative**),

provided that SLSNR will not be in breach of this Constitution if, from time to time, the Board comprises fewer individuals than intended.

15.2 Notwithstanding the foregoing, no person may be a member of the Board if they are disqualified from being appointed as an officer of an incorporated society pursuant to the Act.

15.3 The first Northern Region Representative shall be appointed at the 2023 SLSNR Annual General Meeting. In subsequent years, nominations for the Northern Region Representative may be made by Clubs in writing and received by SLSNR not less than 21 days before the date set for the Annual General Meeting. The term of office of the Northern Region Representative will be the period from their appointment until the conclusion of the first Annual General Meeting following such appointment.

15.4 The SLSNZ Board may remove any Director before the expiration of the Director's office.

15.5 The Members may remove the Northern Region Representative by Special Resolution passed at a Delegates Meeting before the expiration of his or her term of office. The following process will apply in respect of any such Delegates Meeting:

- (a) promptly upon receipt of a written request, signed by at least four Delegates, that a Delegates Meeting be held for the purposes of removing the Northern Region Representative under this clause, the Chief Executive Officer will:
 - (i) notify the Chairperson of the Board and the Northern Region Representative; and
 - (ii) give 14 days' written notice of a Delegates Meeting to the Board and the Clubs and will include in that notice any reasonable written material prepared by:
 - (A) the Delegates that requested the Delegates Meeting; and
 - (B) the Northern Region Representative; and

- (b) before voting on a resolution to remove the Northern Region Representative, the Northern Region Representative will have the opportunity to speak at the Delegates Meeting.

15.6 A Director will cease to hold that office if the Director:

- (a) becomes bankrupt or makes an arrangement or compromise with the Director's creditors generally; or
- (b) becomes disqualified from being an officer of an incorporated society pursuant to the Act; or
- (c) resigns from office by notice in writing to the Board; or
- (d) is determined by the then current chairperson of the Board of Directors to have been absent from two consecutive Board meetings without the prior approval of the chairperson or reasonable explanation; or
- (e) is removed from office pursuant to the Act;
- (f) in the case of a Director appointed by SLSNZ, ceases to be a director of the SLSNZ Board; or
- (g) dies.

15.7 No Director may appoint an alternate Director.

15.8 The procedures set out in Schedule 2 will apply in respect of meetings of the Board.

15.9 The Board will be SLSNR's "committee" for the purposes of the Act (or any such other equivalent phrase as may be adopted in the Act from time to time).

16. Management of SLSNR

16.1 The operation and affairs of SLSNR must be managed by, or under the direction or supervision of, the Board.

16.2 The Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of SLSNR, other than those powers that are expressly required by this Constitution to be exercised by Delegates or the Judiciary Committee.

16.3 The Board may delegate to a committee, an individual Director, an employee of SLSNR, or to any other person, any one or more of its powers.

16.4 SLSNR may exercise any power conferred by the Act to appoint a person as its attorney, either generally or in relation to a specified matter. Any such power of attorney may contain such provisions for the protection of persons dealing with the attorney as the Board thinks fit, and may also authorise any attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

17. Management of Clubs

The Board may support in the management of a Club in whatever manner it considers appropriate, including appointing a person or persons to act in place of the management committee or board of the Club, if the Board considers the Club:

- (a) has significant administrative, operational or financial difficulties; or
- (b) is in breach of any agreement entered into between it and the SLSNR; or
- (c) takes or has taken against it any liquidation action or proceedings; or
- (d) enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Club; or
- (e) a mortgagee or other creditor takes possession of any of its assets,

and the Board considers that to intervene is in the best interests of the Club, the District and Surf Lifesaving.

18. Contact Officer

- 18.1 The Board will appoint a Director as the Contact Officer from time to time.
- 18.2 The Board must ensure that the Registrar is notified of either of the following changes as soon as is reasonably practicable:
 - (a) a change in the Contact Officer; or
 - (b) a change in the name or the contact details of the Contact Officer.

19. Patron and Vice Patrons

- 19.1 The Board may from time to time appoint any persons they consider to be of appropriate standing to be the Patron and Vice Patrons.
- 19.2 The Patron and Vice Patrons will be entitled to attend and speak at Delegates Meetings but will have no right to vote.

20. Judiciary Committee

- 20.1 SLSNR will have a Judiciary Committee consisting of not less than three persons appointed by the Board.
- 20.2 The Members of the Judiciary Committee may be appointed by the Board in respect of a particular matter that has been referred to the Judiciary Committee, or for a defined term, as the Board may determine at its discretion.
- 20.3 No Director may sit on the Judiciary Committee.
- 20.4 The Board will appoint one of the persons appointed to the Judiciary Committee to act as chairperson of the Judiciary Committee. The Board may change that appointment from time to time.
- 20.5 Except as specified in this Constitution, the Judiciary Committee may regulate its own procedure.

21. Sub-committees

- 21.1 The Board may establish sub-committees from time to time and determine, in respect of each sub-committee:
- (a) its purpose, scope of authority and powers;
 - (b) its membership, and how those members will be appointed;
 - (c) how proceedings at meetings of the sub-committee will be conducted; and
 - (d) the method of reporting back to the Board.
- 21.2 The Board will consider the following non-binding guidelines in respect of the establishment of sub-committees:
- (a) sub-committees should be established to address the following matters that are important to Members:
 - (i) Surf Lifesaving;
 - (ii) sport;
 - (iii) junior surf;
 - (iv) membership development;
 - (v) the giving of honours and awards; and
 - (vi) appointments to key positions other than the Board;
 - (b) no more than one Director should be a member of that sub-committee; and
 - (c) the chairperson of that sub-committee should not be a Director.
- 21.3 If the Board decides not to comply with the guidelines set out in clause 21.2, it must report that non-compliance to the next meeting of Delegates and explain the reasons for that non-compliance.

22. Delegates Meetings

- 22.1 The Delegates at a Delegates Meeting will act in accordance with the Purpose and for the mutual and collective benefit of SLSNR, the Members and Surf Lifesaving. Delegates Meetings are to be held not less frequently than quarterly each year. The role and responsibilities of the Delegates in Delegates Meetings are as follows:
- (a) receive from the Board a report on the organisational performance of SLSNR;
 - (b) determine the major strategic directions of SLSNR;
 - (c) provide the Board and the Clubs with advice on strategy including providing input into the national strategies for Surf Lifesaving;
 - (d) monitor and review the performance of SLSNR;

- (e) provide input into the development of regulations;
- (f) as required, to appoint Members to be members of the SLSNR Appointments Panel;
- (g) as required, and in conjunction with the Board, to determine matters not otherwise provided for in this Constitution;
- (h) alter this Constitution; and
- (i) elect any positions required to be elected at Delegates Meetings.

22.2 The procedures set out in Schedule 3 will apply in respect of a Delegates Meeting.

22.3 A Delegates Meeting may be requested at any time by a minimum of four Clubs, or by the Board, by written notice to the Chief Executive Officer. That notice must set out sufficient information to allow sufficient notice of the Delegates Meeting to be given, including a general description of the reasons that a Delegates Meeting is required and any proposed resolutions to be put to the meeting.

22.4 Upon receipt of a request for a Delegates Meeting pursuant to Rule 22.3, not less than 21 days' written notice must be given to each Club by the Chief Executive Officer of:

- (a) the date and place for the Delegates Meeting; and
- (b) the items of business to be discussed in sufficient detail to enable Clubs to form a reasoned judgement in relation to it.

22.5 Clubs will display, publish or otherwise distribute this written notice to ensure that as many Members as possible are made aware of the Delegates Meeting.

22.6 Each Club will ensure that the Chief Executive Officer is provided with details of its Delegate each year not more than 14 days after its annual general meeting.

23. Annual General Meeting

23.1 One Delegates Meeting each year will be the Annual General Meeting of SLSNR. The Annual General Meeting will be held ideally in September each year, but in any event:

- (a) not later than six months after the balance date of SLSNR; and
- (b) not later than 15 months after the previous Annual General Meeting.

23.2 The business which must be discussed at the Annual General Meeting includes:

- (a) the Annual Report for that year; and
- (b) items of business set out in the notice for that meeting.

23.3 Not less than 60 days' written notice will be given by SLSNR to its Members of:

- (a) the date and place for the Annual General Meeting; and
- (b) the closing date for nominations of elections and items of business to be submitted in accordance with Rule 23.5.

- 23.4 Clubs and SLSNR will display, publish or otherwise distribute this notice of an Annual General Meeting to ensure that as many Members as possible are made aware of the Annual General Meeting.
- 23.5 On or before the date that is 30 days before the date set for an Annual General Meeting, Clubs and the Board may submit any proposed agenda items for that Annual General Meeting, including any proposed alterations to this Constitution and nominations for elected positions.
- 23.6 On or before the date that is 21 days before the date set for an Annual General Meeting, the Board will ensure that an agenda containing the business to be discussed at an Annual General Meeting (including the agenda items submitted by Clubs under Rule 23.5), in sufficient detail to enable Clubs to form a reasoned judgement in relation to it, is forwarded to all Clubs.
- 23.7 No matter may be resolved at an Annual General Meeting unless it was included in the agenda provided pursuant to Rule 23.6.

24. **Financial Year**

The financial year of SLSNR is the period from 1 July to 30 June each year, and may be altered from time to time by the Board.

25. **Annual Report**

- 25.1 The Board will prepare, for presentation at each Annual General Meeting, the following information in respect of the most recently completed accounting period:
- (a) an annual report on the affairs of SLSNR during the most recently completed financial year;
 - (b) the audited financial statements of SLSNR; and
 - (c) any other information required by the Act,
- (together, the **Annual Report**).
- 25.2 The Board will appoint an auditor to audit the annual financial statements of SLSNR. The auditor will be a chartered accountant within the meaning of section 19 of the New Zealand Institute of Chartered Accountants Act 1996.

26. **Common Seal**

- 26.1 For so long as it is required by the Act for it to enter contracts:
- (a) SLSNR will have a common seal;
 - (b) the Board will make provision for the safe custody of the common seal; and
 - (c) the common seal will be affixed to any document only by the authority of the Board.
- 26.2 The Board may decide that SLSNR will no longer have a common seal if it is no longer required by the Act for it to enter contracts.

27. Referrals to the Judiciary Committee

- 27.1 The Board may refer the following matters to the Judiciary Committee:
- (a) complaints about a Member or a Club;
 - (b) a Member's grievance against a Club, SLSNR or another Member;
 - (c) an appeal from a decision of a Club by a Member who has received a penalty or an adverse finding in disciplinary proceedings conducted by that Club, provided that the Member has first exhausted all reasonable avenues of appeal available under the Club's constitution; and
 - (d) any other matter as determined by the Board from time to time.
- 27.2 Any matter considered by the Judiciary Committee will be subject to the procedures set out in this Constitution and the Act.
- 27.3 In the event that two or more Directors consider that, in respect of a person sitting on the Judiciary Committee, that person:
- (a) may have a sufficient conflict of interest in respect of a matter such that it would be inappropriate for that person to sit on the Judiciary Committee while it considers the matter; or
 - (b) may not be impartial; or
 - (c) may not be able to consider the matter without a predetermined view,
- the Board:
- (d) will excuse that person from sitting on the Judiciary Committee for so long as the matter is being considered; and
 - (e) may either:
 - (i) appoint another person to take the excused person's place; or
 - (ii) allow the Judiciary Committee to proceed with one-fewer members.
- 27.4 The Judiciary Committee may decide not to investigate a matter if the Judiciary Committee determines that:
- (a) the matter is trivial; or
 - (b) in the case of a complaint, if the complaint does not appear to disclose any material misconduct; or
 - (c) in the case of a grievance, if the grievance does not appear to disclose any material damage to a Member's rights or interests; or
 - (d) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or
 - (e) the person who makes the complaint or grievance has an insignificant interest in the matter; or

- (f) the Member has not exhausted all reasonable avenues of appeal available under his or her Club's constitution (if applicable).

27.5 Following the referral of a matter to the Judiciary Committee, unless it decides not to investigate pursuant to Rule 27.4, the Judiciary Committee will meet as reasonably promptly as it is able to consider the nature of the matter and the most appropriate process for resolving it. That process will comply with any requirements of the Act from time to time, and:

- (a) allow any party that may suffer an adverse finding by the Judiciary Committee sufficient notice and opportunity to be heard on the matter;
- (b) allow the Judiciary Committee sufficient time to hear from what it considers are all relevant parties;
- (c) allow the Judiciary Committee sufficient time to consider the matter; and
- (d) in light of these parameters, be as expeditious as is practically achievable.

27.6 Within five days of the meeting referred to in Rule 27.5, the Judiciary Committee will give notice to what it considers to be the affected parties setting out the process to be followed.

27.7 The Judiciary Committee may refer a matter to:

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate,

provided that the obligation to make a recommendation to the Board may not be delegated by the Judiciary Committee. The Judiciary Committee will have all reasonable remedies available to it as determined by the Board from time to time.

27.8 Subject to Rule 12.3(b), any party to the investigatory or disciplinary proceedings, or the Board, may, within fourteen days of receiving a decision of the Judiciary Committee, appeal that decision to the SLSNZ Judiciary Committee, in accordance with the SLSNZ Constitution and SLSNZ Regulations.

27.9 After it has concluded its investigation, the Judiciary will make a recommendation to the Board on the matter.

28. Application of Income

28.1 The income and property of SLSNR will be applied solely towards the promotion of the Purpose.

28.2 Except as provided in this Constitution:

- (a) no portion of the income or property of SLSNR will be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Officer; and
- (b) no remuneration nor other benefit in money or money's worth will be paid or given by SLSNR to any Member or Officer.

28.3 Nothing in Rules 28.1 or 28.2 will prevent SLSNR making a payment in good faith to any Member or Officer for:

- (a) any services rendered to SLSNR, whether as an employee or otherwise; or

- (b) goods supplied to SLSNR in the ordinary and usual course of operation; or
- (c) interest on money borrowed from any Member, Director or Officer; or
- (d) rent for premises demised or let by any Member, Director or Officer to SLSNR or any other reason,

provided that any such payment will not exceed the amount ordinarily payable between parties dealing at arm's length in a similar transaction.

29. Alteration to this Constitution

- 29.1 This Constitution may only be amended, added to or repealed by a Special Resolution.
- 29.2 No alteration to Rule 5.1 (Purpose), Rule 28 (Application of Income), or Rule 31 will commence until approved by the Inland Revenue Department. This Rule 29.2 will not be removed from this Constitution and will be included in any constitution replacing this Constitution.

30. Regulations

- 30.1 The Board may determine and amend such District Regulations as it considers necessary or desirable. Such District Regulations must be consistent with the Purposes of this Constitution and any directives by a Delegates Meeting.
- 30.2 The District Regulations will be binding on the Members.
- 30.3 The District Regulations and any amendments to them will be advised to all Members, in writing or electronically, as approved by the Board.

31. Liquidation

- 31.1 SLSNR may voluntarily be put into liquidation if:
 - (a) a Special Resolution is passed appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent Delegates Meeting called for that purpose and held not later than 30 working days after the date on which the resolution was passed.
- 31.2 SLSNR may also be put into liquidation in accordance with the Act.
- 31.3 Upon the appointment of a liquidator, the relevant provisions of the Act will apply to the liquidation of SLSNR.
- 31.4 Any surplus assets of SLSNR after payment of all costs, debts, and liabilities, will, subject to any trust effecting the same, be disposed of by distributing, giving or transferring them to a charitable body or bodies within the meaning of the Charities Act 2005 having a purpose similar to the Purpose of SLSNR as determined by an Ordinary Resolution at or before the time of liquidation.
- 31.5 The charitable body or bodies nominated pursuant to Rule 31.4 must prohibit the distribution of its or their income and property among its or their members to at least the same or greater an extent as is imposed on SLSNR under this Constitution. The body or bodies will not be carried on for profit and will have an approved tax exemption.

32. Indemnity and insurance

- 32.1 SLSNR may indemnify and effect insurance for an Officer, Member or employee to the full extent permitted by the Act.
- 32.2 Terms used in this Rule 32 will have the extended meanings given to them in the Act (if any).

33. Colours

Members acknowledge and agree that the colours of SLSNR are for the exclusive use of SLSNR and not for use by Members.

34. Disputes and matters not provided for

- 34.1 Subject to Rule 34.2, if any dispute arises out of the interpretation of this Constitution or the Regulations, or any matter arises which is not provided for in this Constitution or the Regulations, then such dispute or matter will be referred in writing to the Board, whose decisions will be final and binding.
- 34.2 If the dispute or matter referred to in Rule 34.1 is between:
- (a) the Board and a Member; or
 - (b) between any one or more Directors,
- each party must use all reasonable endeavours in good faith to seek an agreement.
- 34.3 If the dispute or matter cannot be amicably settled within 30 business days after the date on which the dispute or matter first arose, then, at the request in writing of either party the parties will endeavour to agree on a mediator to resolve the matter or dispute. If the parties cannot agree on a mediator within ten business days, the Chair of the Board, or his or her nominee for the time being, of LEADR (Lawyers Engaged in Alternative Dispute Resolution) will appoint a mediator. Each party will bear its own costs in the mediation and, in addition, pay one-half of the costs of the mediator.
- 34.4 If the dispute or matter is not resolved by mediation in accordance with Rule 34.3 within 30 business days of referral to mediation, either party may submit the dispute or matter to arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) the Board. The President of the Auckland District Law Society or his or her nominee will appoint a single arbitrator to resolve the dispute. The procedure for the arbitration will be determined by the arbitrator. The arbitrator's decision will be final and not subject to appeal.

Schedule 1: Clubs at date of Constitution

Bethells Beach Surf Life Saving Patrol Incorporated

Far North Surf Rescue Society Incorporated

Karekare Surf Life Saving Club Incorporated

Mairangi Bay Surf Life Saving Club Incorporated

Mangawhai Heads Volunteer Lifeguard Service Incorporated

Muriwai Volunteer Lifeguard Service Incorporated

Omaha Surf Lifesaving Club Incorporated

Orewa Surf Life Saving Club Incorporated

Piha Surf Lifesaving Club Incorporated

Raglan Surf Life Saving Club Incorporated

Red Beach Surf Life-Saving Club Incorporated

Ruakaka Surf Life Saving Patrol Incorporated

Sunset Beach Lifeguard Service Incorporated

Surf Life Saving Baylys Beach Incorporated

Surf Life Saving Kariaotahi Incorporated

United North Piha Lifeguard Service (Incorporated)

Waipu Cove Surf Life-Saving Club Incorporated

Whangarei Heads Volunteer Surf Life Saving Patrol Incorporated

Schedule 2: Board Meeting Procedures

1 Chairperson

- (a) Directors may elect one of their number as chairperson of the Board.
- (b) The Director elected as chairperson holds that office until he or she dies, resigns or the Directors elect a chairperson in his or her place.
- (c) If no chairperson is elected, or if at a meeting of the Board the chairperson is not present within five minutes after the time appointed for the commencement of the meeting, the Directors present may choose one of their number to be chairperson of the meeting.

2 Notice of meeting

- (a) A Director or, if requested by a Director to do so, an employee or a Member of SLSNR, may convene a meeting of the Board by giving notice in accordance with this clause.
- (b) Not less than two days' notice of a meeting of the Board must be sent to every Director who is in New Zealand, and the notice must include the date, time, and place of the meeting and the matters to be discussed.
- (c) An irregularity in the notice of a meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Directors entitled to receive notice of the meeting agree to the waiver.

3 Methods of holding meetings

A meeting of the Board may be held either:

- (a) by a number of the Directors who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
- (b) by means of audio, or audio and visual, communication by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

4 Quorum

- (a) A quorum for a meeting of the Board is two Directors entitled to vote at that meeting.
- (b) No business may be transacted at a meeting of Directors if a quorum is not present.

5 Voting

- (a) Every Director has one vote.
- (b) The method of voting will be at the discretion of the chairperson and may be by voice, show of hands or poll.
- (c) If an equal number of votes have been validly cast for and against a motion, the chairperson will have a casting vote in respect of that motion.
- (d) A resolution of the Board is passed if it is agreed to by all Directors present without dissent or if a majority of the votes cast on it are in favour of it.

- (e) A Director present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he or she expressly dissents from or votes against the resolution at the meeting.

6 Attendees

Only Directors are entitled to attend Board meetings. The Directors may invite others to attend.

7 Minutes

The Board must ensure that minutes are kept of all proceedings at meetings of the Board.

8 Unanimous resolution

- (a) A resolution in writing, signed or assented to by all Directors then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.
- (b) Any such resolution may consist of several documents (including facsimile, electronic mail or other similar means of communication) in like form each signed or assented to by one or more Directors.
- (c) A copy of any such resolution must be entered in the minute book of Board proceedings.

9 Other proceedings

Except as provided in this schedule, the Board may regulate its own procedure.

Schedule 3: Delegates Meeting Procedures

1 Chairperson

- (a) If the Directors have elected a chairperson of the Board, and the chairperson of the Board is present at a Delegates Meeting, he or she must chair the meeting.
- (b) If no chairperson of the Board has been elected or if, at a Delegates Meeting, the chairperson of the Board is not present within 15 minutes of the time appointed for the commencement of the meeting, the Members present may choose one of their number to be chairperson of the meeting.

2 Methods of holding meetings

A Delegates Meeting may be held by a quorum of Members:

- (a) being assembled together at the time and place appointed for the meeting; or
- (b) if determined by the Board, participating in the meeting by means of audio, audio and visual, or electronic communication; or
- (c) by a combination of both of the methods described in paragraphs (a) and (b).

3 Quorum

- (a) Subject to subclause (c), no business may be transacted at a Delegates Meeting if a quorum is not present.
- (b) A quorum for a Delegates Meeting is present if Members or their proxies are present or have cast postal votes who are between them able to exercise two-thirds of the votes to be cast on the business to be transacted by the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the Directors may appoint, and, if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the Members or their proxies present are a quorum.
- (d) To avoid doubt, a Member participating in a meeting by means of audio, audio and visual, or electronic communication is present at the meeting and part of the quorum.

4 Voting

- (a) The method of voting at a Delegates Meeting will be at the discretion of the chairperson and may be by voice, show of hands or poll, except that:
 - (i) if requested by at least two Delegates present at the meeting in respect of a resolution, voting on that resolution will be by poll; and
 - (ii) the Board may determine to permit voting at a Delegates Meeting by post, which includes facsimile, electronic mail, or other form of visible or other electronic communication, in accordance with procedure determined by the Board.
- (b) At a Delegates Meeting:
 - (i) each Delegate present will be entitled to one vote; and

- (ii) each Director other than the Chief Executive Officer will be entitled to one vote, except on a matter relating to the election of the Board pursuant to Rule 15.
- (c) Voting at a Delegates Meeting will be by Ordinary Resolution, except the following instances, which will require a Special Resolution:
 - (i) alterations to this Constitution in accordance with Rule 29; and
 - (ii) the appointment of a liquidator in accordance with Rule 31.
- (d) If voting is by show of hands or voice, a declaration by the chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact.
- (e) The chairperson will have a casting vote.

5 Attendees

- (a) Any Member may attend a Delegates Meeting, although Members other than Delegates and Directors may be asked to leave at the discretion of the chairperson.
- (b) The Board may invite any such other persons as it thinks appropriate to attend a Delegates Meeting.

6 Proxies

- (a) A Delegate may exercise the right to vote at a Delegates Meeting either by being present in person or by proxy.
- (b) A proxy for a Delegate is entitled to attend and be heard at a Delegates Meeting as if the proxy were the Delegate.
- (c) A proxy must be appointed by notice in writing signed by or, in the case of an electronic notice, sent by the Delegate and the notice must state whether the appointment is for a particular meeting or a specified term.
- (d) No proxy is effective in relation to a meeting unless a copy of the notice of appointment is produced before the start of the meeting.

7 Minutes

- (a) The Board must ensure that minutes are kept of all proceedings at Delegates Meetings.
- (b) Minutes which have been signed correctly by the chairperson of the meeting are prima facie evidence of the proceedings.

8 Resolution

- (a) A resolution in writing, signed or assented to by:
 - (i) in the case of an Ordinary Resolution, a simple majority of clubs, or in the case of a Special Resolution, two-thirds of Clubs; and
 - (ii) all Directors,

is as valid and effective as if it had been passed at a Delegates Meeting duly convened and held.

- (b) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more Delegates and/or Directors.
- (c) A copy of any such resolution must be entered in the minute book of Delegates Meeting proceedings.

9 Other proceedings

Except as provided in this schedule and the Constitution, a Delegates Meeting may regulate its own procedure.