

Orewa Surf Life Saving Club Incorporated

Constitution

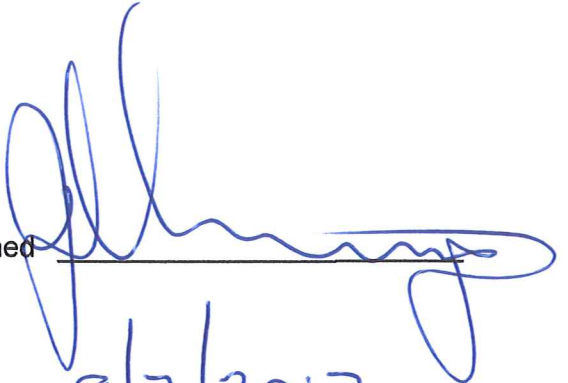
Adopted at Special General Meeting

on 9 July 2017

Commencement Date

9 July 2017


Name: John Chapman

Signed 

Position: President

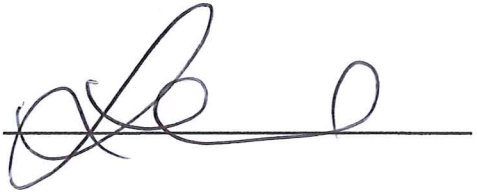
Date 9/7/2017

Name: Faron Turner

Signed 

Position: Chairman

Date 9. July - 17

Name: 

Signed 9/Jul/2017.

Position: Secretary

Date _____

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Orewa Surf Life Saving Club Incorporated

Constitution

Part I – Objects and Powers

1. Name and Registered Office

- 1.1 The name of the incorporated society is Orewa Surf Life Saving Club Incorporated (the “Club”).
- 1.2 The registered office of the Club shall be at such place as determined by the Board from time to time.

2. Objects

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

- r. at all times operate with, and promote, mutual trust and confidence with its Members, SLSNR, SLSNZ, and other member clubs of SLSNR, SLSNZ in pursuit of these Objects; and
- s. at all times act on behalf of, and in the interests of, its Members and Surf Life Saving.

3. Powers and Responsibilities

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

- a. make, alter, rescind and enforce this Constitution, and any rules, regulations, policies and procedures for the governance, management and operation of the Club;
- b. establish and maintain the Board, Operational Committees, and other groups and to delegate its powers and functions to such groups;
- c. determine its membership including withdrawing, suspending or terminating Members;
- d. enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members, and other persons and organisations;
- e. purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property, equipment, and other rights, privileges and licences;
- f. control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- g. sell, lease, mortgage, charge or otherwise dispose of any property of the Club and grant such rights and privileges over such property as it considers appropriate;
- h. construct, maintain, and alter any buildings, premises, or facilities, and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises, or facilities;
- i. determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community and/or trust funding, or otherwise;
- j. produce, develop, create, own, licence, and otherwise exploit, use, and protect Intellectual Property;
- k. undertake research into Surf Life Saving and related matters to fulfil the objects of the Club;
- l. publish information to promote the Club by any media (such as newsletters, articles, brochures, and the internet) provided such publication is done in accordance with any applicable SLSNR and SLSNZ Regulations;
- m. delegate powers of the Club to the Board or any Operational-Committee or any person;
- n. organise and control Surf Life Saving competitions, events and programmes administered by the Club, and provide gifts and prizes for the same;
- o. organise social events for Members and the promotion of the Club;
- p. enforce the rules of any Surf Life Saving competition it holds in accordance with any applicable Regulations;
- q. select Club representative squads, teams, individuals, coaches, and other officials to participate in Surf Life Saving events;
- r. resolve disputes in accordance with this Constitution, the SLSNR and SLSNZ Constitutions, and the Regulations;
- s. award, grant, or otherwise honour achievements in, and service to, the Club;
- t. purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Club, or with which the Club is authorised to amalgamate or generally for any purpose designed to benefit the Club; and
- u. do any other acts or things that are incidental or conducive to the attainment of the objects of the Club.

3.2 **Responsibilities:** The Club is responsible for promoting, developing, enhancing and protecting Surf Life Saving primarily at Orewa and its surrounding areas, and at other locations as determined by the Club, and in particular for:

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

Part II – Membership

4. Members

- 4.1 **Club Members:** The Club shall have as its Members such individuals as the Board considers appropriate provided that the membership is consistent with the SLSNR and SLSNZ Constitutions and Regulations. For the purposes of this Constitution, the types of Member are as set out below:
- a. **Active Members:** an Active Member is a person who has been accepted as a member of the club in accordance with Clause 5, is a current financial member of the club as defined by the Board in terms of Clause 8 and a currently refreshed lifeguard or patrol support (as defined by SLSNZ) performing life guarding duties for the club., . An Active Member may also include a person who holds a position on the Board or an Operational Committee in accordance with Clause 15, a person that fulfils a representative role at the Northern Region or Surf Life Saving New Zealand level or a member classified as a Master. The Club will maintain a list of persons that qualify as "Active Members" which must be ratified by the Board.
 - b. Active Members may be classified into sub-categories of membership by the Club for the purposes of deciding membership fees; and
 - c. **Associate Members:** an Associate Member is a person who has an interest in Surf Life Saving and in being part of the Club but who does not perform Surf Life Saving duties, or compete for the Club; and who has been accepted as an Associate Member by the Club in accordance with Rule 5;
 - d. **Life Members:** a Life Member is a person who has been granted life membership of the Club in recognition and appreciation of long term service to the Club in accordance with Rule 6.

- 4.2 **Change in Membership Status:** The relevant category of membership for a Member may change during the year. If this occurs, the Member agrees to pay any additional fee(s) (if required) to cover such change.
- 4.3 The Board may, from time to time, determine any other categories of membership it deems appropriate. Such new categories of membership shall not have rights and privileges over and above those of Active Members.

5. **Becoming a Member**

- 5.1 **Membership Applications:** Any person wishing to apply to be a Member of the Club must:
- a. complete the application for membership as prescribed by SLSNZ; and
 - b. pay any applicable membership fees of the Club.
- 5.2 **Process:** On receipt of an application for membership, the Board (or such other person(s) as designated by the Board) shall determine if the application is to be accepted, as described in Appendix 2, and if accepted shall determine the category of membership for that Member in accordance with any applicable Regulations, and any policies or guidelines of the Club.
- 5.3 **Duration of Membership:** Subject to Rule 8 (Membership Fees & Other Fees) and Rule 10 (Resignation, Suspension, and Termination of Membership) the duration of membership of:
- a. Active Members and Associate Members is annual commencing on the date of joining in each year and concluding on 30 June (so that membership is always twelve (12) months or less); and
 - b. Life Membership is granted for the lifetime of the Life Member.
- 5.4 **Renewal of Membership:** Membership of the Club may be renewed annually upon payment of any applicable membership fees to the Club without the need to complete the process specified in Rule 5.1a.
- 5.5 **Transfers:** Transfers of membership between clubs must be done in accordance with any applicable SLSNZ Regulations or policies.

6. **Life Members**

- 6.1 **Nomination:** Nominations for life membership may be made by any Member, the Board, or the nominee.
- 6.2 **Ratification:** All nominations will require ratification by the Board and must be in accordance with any applicable Club policies.
- 6.3 **Election:** Life Members shall be elected by the Members at a General Meeting by Special Resolution.
- 6.4 **List of Life Members:** The Club shall maintain a list of all Life Members of the Club and ensure that their details are included in the Register in accordance with Rule 12 (Register of Members).

7. **Rights and Privileges of Membership**

- 7.1 **Active Members:** Subject to Rule 10 (Resignation, Suspension, and Termination of Membership) and for the period of their membership, each Active Member who has paid any membership fees due payable shall be entitled to:
- a. train with and compete for the Club in Surf Life Saving competitions and events in accordance with current Club, regional and national policies, rules and procedures;
 - b. use the Club's facilities and equipment as permitted by the Club;
 - c. participate in programmes and activities offered by the Club;
 - d. at their own cost attend, speak, and vote at all General Meetings of the Club (either directly, or if under 18 years of age, through their parent or other legal guardian);
 - e. if over 18 years of age, be elected as a member of the Board in accordance with Rule 14 (Board); and
 - f. if over 18 years of age, be elected or appointed as a Delegate to represent the Club at general meetings of SLSNR and SLSNZ.

7.2 **Associate Members:** Subject to Rule 10 (Resignation, Suspension, and Termination of Membership) and for the period of their membership, each Associate Member who has paid any membership fees due payable shall be entitled to:

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

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

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

8. Membership Fees and Other Fees

8.1 **Membership Fee:** The Board shall recommend:

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

Any amendments to fees or the payment arrangements shall be passed as a resolution at the AGM.

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

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

8.4 **Other Fees:** The Board may determine any other fees in addition to those specified in Rule 8.1a that are payable by Members and other participants at competitions, events and activities held by or under the auspices of the Club, including at any facilities owned by, or under the control of, the Club, SLSNR or SLSNZ.

9. Member Obligations

9.1 Members acknowledge and agree that:

- a. this Constitution constitutes a contract between each of them, the Club, SLSNR and SLSNZ, and that they are bound by this Constitution, the SLSNR and SLSNZ Constitutions, the Regulations, and any policies and procedures (under Rule 18.1) of the Club, SLSNR and SLSNZ;
- b. they shall comply with and observe this Constitution, the SLSNR and SLSNZ Constitutions, the Regulations, and any policies and procedures of the Club, SLSNR and SLSNZ, and any determination, resolution or decision which may be made or passed by the Board;
- c. they are subject to the jurisdiction of the Club and SLSNR and SLSNZ.

- d. this Constitution, the SLSNR and SLSNZ Constitutions, the Regulations, and any policies and procedures of the Club, SLSNR and SLSNZ, are necessary and reasonable for promoting the objects of the Club, SLSNR and SLSNZ;
 - e. this Constitution, the SLSNR and SLSNZ Constitutions, the Regulations, and any policies and procedures of the Club, SLSNR and SLSNZ, are made in the pursuit of a common object, namely the mutual and collective benefit of the Club, SLSNR, SLSNZ, and the sports and activities of Surf Life Saving.
 - f. In the event that this Constitution, the SLSNR and SLSNZ Constitutions contradict each other, this Constitution will take precedence.
- 9.2 In order to receive or continue to receive entitlements Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board.

10. Resignation, Suspension & Termination of Membership

- 10.1 A Member may have their membership ended by:
- a. resignation under Rule 10.2
 - b. termination for default in fees under Rule 10.3; or
 - c. termination under Rule 10.4;
- 10.2 **Resignation of Membership:** A Member may resign from their membership of the Club by giving 30 days notice in writing to the Board. Upon the expiration of the notice period and provided that the Member has paid all arrears of membership fees and any other fees due and payable by the Member, the Member shall cease to be a Member. In the absence of any written notice of resignation, the Member's membership shall be deemed to have been resigned upon the Member not paying their membership fees for the further period of membership in accordance with this Constitution.
- 10.3 **Termination for Default in Fees:** A Member shall have his or her membership of the Club terminated if any fees are due and outstanding to the Club. Before such termination can occur the Board must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) Days from the date of the demand. If payment is not made by the due date, membership shall be suspended pending payment. If such suspension continues for more than ninety (90) Days, the Member shall have their membership automatically terminated on the expiry of such period.
- 10.4 **Termination:** At a meeting of the Club Board, the Board may terminate membership of any Member if the Board or the Club Judicial Committee makes a recommendation to do so **provided that** a motion to that effect is notified in accordance with Club Complaints Policy and Judicial Procedure. The motion for termination of membership must be adopted by a Resolution and shall not be voted on until the Member concerned has been given an opportunity to be heard.
- 10.5 **Consequences of Termination:** A Member who ceases to be a Member of the Club (whether by resignation or termination of membership) shall forfeit all rights in and claims upon the Club, SLSNR and SLSNZ and the property (including Intellectual Property) of the Club, SLSNR and SLSNZ, and shall not use any property (including Intellectual Property) of the Club, SLSNR or SLSNZ.
- 10.6 **Relationship with SLSNR and SLSNZ:** A Member who resigns from the Club or has their membership terminated by the Club shall be deemed to have also withdrawn or terminated their membership of SLSNR and SLSNZ.
- 10.7 **Reinstatement:** Where a person has had his or her membership of the Club suspended or terminated, his or her membership may only be reinstated at the discretion of the Board.
- 10.8 **Appeals:** A Member may only appeal a decision made under this Rule to SLSNR and SLSNZ in accordance with the SLSNR and SLSNZ Constitution and Regulations.

11. Discipline

11.1 **Discipline:** If the Board considers that any Member has or may have:

- a. breached, failed, refused, or neglected to comply with a provision of this Constitution, the SLSNR or SLSNZ Constitutions, the Regulations, or any other resolution or determination of the Board, or under any rules of (or in connection with) an Event; or
- b. acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of the Club, SLSNR, SLSNZ and/or Surf Life Saving; or
- c. brought the Club, SLSNR, SLSNZ, or any other Member or Surf Life Saving into disrepute;

the Board may:

- i. refer the matter to the Club Judicial Committee (consisting of no less than three (3) persons appointed by the Board), as and when required one of which preferably has experience in legal or disciplinary matters. The Club Judicial Committee shall investigate or determine, in accordance with the principles of natural justice, and any applicable rules relating to the Club Judicial Committee's procedure (unless a Regulation specifies otherwise). The Club Judicial Committee may recommend to the Board any sanction on the Member as it sees fit. Any recommendation for termination must be done in accordance with Rule 10.4 (Termination); or
- ii. make its own enquiries (including appointing a person independent of the Board to undertake such enquiries and provide a recommendation to the Board), and impose any sanction that it has authority to impose on the Member under this Constitution, other than termination of membership which must be done in accordance with Rule 10.4 (Termination), provided it has complied with the principles of natural justice.

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

- a. shall be given fourteen (14) Days written notice by the Board of the proposed resolution to commence disciplinary action, and
- b. have the right to be present, make submissions, and be heard at the Board meeting in which the proposed resolution is to be determined.

11.3 **Suspension:** If the Board considers a Member has or may have engaged in one or more of the circumstances in Rules 11.1a to 11.1c, and it believes it is in the best interests of the Club to do so, it may suspend the Member pending determination of the disciplinary matter in accordance with this Rule 10. Before invoking any such suspension, the Member shall be given notice of the proposed suspension and the right to be heard.

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

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

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

12. Register of Members

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

- 12.2 **Privacy:** The collection of any personal information for the Register of Members shall comply with the Privacy Act 1993. Any entry on the Register of Members shall be available for inspection by Members upon reasonable request and in compliance with the Privacy Act 1993.
- 12.3 **Changes:** All Members shall provide written notice of any change to the details to the information provided on the Membership Form to the Club within fourteen (14) Days of such change. The Club will then notify SLSNZ of such changes in accordance with the SLSNZ Constitution.

Part III – Officers and the Board

13. Patron

- 13.1 There shall be a Patron as determined by the Annual General Meeting. The Patron shall be invited by the Board to hold such position. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

14. Board

- 14.1 **Role of the Board:** The Board shall be responsible for determining strategies, policies, and financial arrangements of and for the Club and managing the Club. Subject to this Constitution, the Board may exercise all the powers of the Club and do all things that are not expressly required to be undertaken by the Club at a General Meeting.
- 14.2 **Composition of the Board:** the Board shall comprise the following Board Members:
- a. President;
 - b. Chairperson of the Board;
 - c. Secretary;
 - d. Chair of the Finance, Planning, and Administration Committee;
 - e. Chair of the Life Saving Committee;
 - f. Chair of the Junior Committee;
 - g. Chair of the Surf Sport Committee;
 - h. Chair of the Building committee; and,
 - i. Chair of the Membership Committee.
- 14.3 **President:** The President shall be elected biannually on years with an odd number at the AGM and shall hold office for a two year period. The President may be re-elected for subsequent and consecutive terms of office. The President shall carry out the functions and duties as prescribed by the Board and the President's Job Description.
- 14.4 **Chairperson:** The Chairperson shall be elected biannually on years with an even number at the AGM and shall hold office for a two year period. The Chairperson may be re-elected for subsequent and consecutive terms of office. The Chairperson shall chair Board meetings and General Meetings of the Club. If the Chairperson is unavailable for any reason, then the Board may appoint a Chairperson during the period of unavailability.
- 14.5 **Election of Board:** The Board Members shall be elected by a majority of the Members present and entitled to vote at a General Meeting. Notice of the date on which nominations for Board Members close shall be included in, or accompany, the notice of General Meeting. If the number of nominees for the Board:
- a. is equal to the number of vacancies, the person chairing the General Meeting shall declare the nominees elected;
 - b. is less than the number of vacancies, further nominations may be received from the floor at the General Meeting and if no further nominations are received positions may be left vacant on the Board; and
 - c. is greater than the number of vacancies, an election shall be conducted by secret ballot.

14.6 **Nominations:** Nominations for the President, the Chairperson and the other Board Members must be made by two (2) Members, or by the Board. Nominations must be received at the registered office of the Club at least fourteen (14) Days before the date set for the Annual General Meeting.

14.7 **Eligibility:** Individuals may not serve on the Board if any of the following apply:

- a. **Bankrupt:** a person who is an undischarged bankrupt, or is subject to a condition not yet fulfilled, or any order under the Insolvency Act 1967;
- b. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them;
- c. **Disqualified Director:** a person who is prohibited from being a director or promoter of, or being concerned or taking part in, the management of a company under the Companies Act 1993, or the Charities Act 2005;
- d. **Property Order:** a person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988;

and if any of the above circumstances occur to an existing Board Member, they shall be deemed to have vacated their office upon such circumstance.

14.8 **Term of Office:** Subject to Rule 14.10 (Removal), the term of office for all Board Members shall be two (2) years, expiring at the conclusion of the relevant Annual General Meeting. Table 1 identifies the years the position will conclude.

Odd years	Even Years
President	Chairperson
Secretary	Chair of the Finance, Planning, and Administration Committee
Chair of the Life Saving Committee	Chair of the Surf Sport Committee
Chair of the Junior Committee	Chair of the Membership Committee
Chair of the Building committee	

Table 1

- a. All Board positions may be re-elected for subsequent terms.

14.9 **Co-Option:** The Board Members may co-opt up to three (3) further people to attend Board meetings and/or assist the Board in the performance of its functions, as and when the Board considers it necessary or desirable. These positions will conclude at the next AGM.

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

- a. upon the Secretary receiving a request for a SGM for the purpose of removing a Board Member, or the Board as a whole, the Chairperson shall send the notice of the SGM to the Board Member concerned, or the Board (as the case may be), in addition to the Members of the Club; and
- b. following notification under Rule 16.8 (Notice of SGM) and before voting on the resolution to remove a Board Member or the Board as a whole, the Board Member, or the Board as a whole (as the case may be) affected by the proposed resolution shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or verbally to the persons entitled to be present at the General Meeting about the proposed resolution.

14.11 **Vacancies:** A Board Member shall cease to be a member of the Board as and from the date when the Board Member:

- a. dies, or, in the opinion of the majority of the Board, becomes so incapacitated that she or she is effectively incapable of performing the duties required of a Board Member;
- b. resigns by notice in writing to the Chairperson;

- c. is absent from three (3) consecutive Board meetings without explanation in writing, duly accepted by the Board as satisfactory; or
 - d. is removed from office.
- 14.12 Where there is a vacancy on the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM. The term of office for a person appointed as a Board Member to fill a vacancy under this Rule shall expire at the conclusion of the AGM following their appointment, or of any SGM called to fill the vacancy.
- 14.13 **Duties of Board Members:** The specific duties pertaining to each role on the Board are as determined by the Board. The job descriptions of the Board members shall be listed in a separate document; the general duties of each Board Member are to:
- a. act in good faith and in the best interests of the Club at all times;
 - b. exercise the powers of the Board for proper purposes;
 - c. act, and ensure the Club acts, in accordance with this Constitution, current legislative requirements, Club policies and procedures, and best practice standards;
 - d. not agree to, nor cause or allow, the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
 - e. not agree to the Club incurring any obligations unless the Board Member believes at that time on reasonable grounds that the Club will be able to perform the obligations when it is required to do so; and
 - f. exercise the care, diligence, and skill that a reasonable Board Member would exercise in the same circumstances taking into account, but without limitation, the nature of the Club, the nature of the decision and the position of the Board Member and the nature of the responsibilities undertaken by the Board Member.
- 14.14 **Powers of the Board:** Without limiting the generality of the Board's powers to carry out the objects of the Club as it considers necessary, the Board shall have the following specific powers, to:
- a. develop and implement strategies, policies and procedures for the administration, promotion, and development of Surf Life Saving in the Club;
 - b. develop and implement prudent policies to protect and enhance the Club's finances and property;
 - c. set the fees payable by the Members and enforce payment of such fees in accordance with this Constitution;
 - d. designate areas of responsibility to each of the Board Members;
 - e. establish, appoint, and determine the composition of any Operational Committees or other groups as it considers appropriate to assist it to carry out its responsibilities and to delegate such powers as it considers appropriate to those Operational Committees or other groups;
 - f. engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
 - g. appoint delegates to represent the Club at General Meetings of SLSNR and SLSNZ;
 - h. make, repeal, and amend rules for the regulation and control of any competitions or events at the Club including conditions of entry;
 - i. appoint and administer the Club Judicial Committee;
 - j. discipline Members as specified in this Constitution;
 - k. control expenditure and raise any money to fulfil the objects of the Club;
 - l. determine the criteria and procedures to apply in respect of the appointment of coaches, selectors, judges, and managers of Club squads and teams;
 - m. open and operate in the name of the Club such banking accounts as deemed necessary;
 - n. determine the dates on which competitions are held at the Club, having due regard to the yearly calendar of SLSNR and SLSNZ;
 - o. to fill any casual vacancy on the Board as specified in this Constitution;

- p. to call SGMs;
 - q. to resolve and determine any disputes or matters not provided for in this Constitution; and
 - r. to review its own processes and effectiveness.
- 14.15 **Board Meetings:** Board meetings may be called at any time by the Chairperson, or two (2) Board Members, but generally the Board shall meet at regular intervals agreed by the Board. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 14.16 **Quorum:** The quorum necessary for the transaction of the business of the Board shall be six (6) Board Members.
- 14.17 **Voting:** Each Board Member shall have one (1) vote at Board meetings except the Chairperson who shall have a casting vote in the event of a deadlock. Voting shall be by voices, or upon request of any Board Member, by a show of hands or by a ballot. Proxy voting is not permitted. Voting on Board resolutions may be undertaken by email.
- 14.18 **Resolutions:** The Board may make a decision by signed resolution in lieu of a meeting or telephone conference, provided that:
- a. a copy of the proposed resolution is sent to every Board Member; and
 - b. a majority of the Board Members sign or consent to the resolution and return their copies of the resolution to the Chairperson (or such other person as agreed by the Board) by mail, facsimile, or other forms of visible or other electronic communication. Any such resolution shall be valid as if it had been passed at a meeting of the Board.
- 14.19 **Meetings using Technology:** Any one or more Board Members may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may occur at meetings by telephone, through video conferencing facilities, or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 14.20 **Expenses:** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of the business of the Club. Prior to doing so the Board must establish a policy to be applied to the reimbursement of any such expenses.
- 14.21 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Regulations, policies or procedures of the Club, SLSNR or SLSNZ, the matter will be determined by the Board.

15. Subcommittees of the Board (Operational Committees)

- 15.1 The Board shall be supported by a series of Operational Committees. The structure of the Operational Committees follows:
- a. Planning, Finance and Administration Committee
 - b. Life Saving Committee;
 - c. Junior Committee;
 - d. Surf Sport Committee;
 - e. Building committee;
 - f. Membership Committee
- 15.2 The Board will ratify, or veto, the membership of Operational Committees; this includes any change of membership of committees before 30 June.
- 15.3 All Operational Committees are accountable to the Board.
- 15.4 All committees are required to work collaboratively under the rules of this constitution and the endorsement of the Board to achieve the objects of this constitution.

- 15.5 The membership of the Operational Committees is described in the Club Structure document.
- 15.6 From time to time the Board may be required to create additional subcommittees to facilitate the management of Club matters, these committees will operate under the direction of the Board.
- 15.7 This Constitution contemplates that an Appointments Panel may be established as a sub- committee of the Board to assist it with matters such as the co-option of Directors and making appointments to committees, working parties and task groups.

Part IV – General Meetings

16. Meetings of Members

- 16.1 **AGM:** The Club must hold an Annual General Meeting (“AGM”) once every year at such time, date and place as the Board determines but not more than fifteen (15) months after the last AGM.
- 16.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings (“SGMs”).
- 16.3 **Notice of AGM:** The Secretary must give at least thirty (30) Days notice in writing to all Board Members, and Members of the AGM. The notice shall set out:
- a. the date, time and venue for the AGM; and
 - b. the closing date(s) for nominations for any elections, proposed motions and other items of business to be submitted to the Secretary.
- Where a notice is required to be sent to a Member who is under eighteen (18) years of age, the notice shall be sent to the Member’s parent or other legal guardian.
- 16.4 **Notice of AGM Business:** Not less than fourteen (14) Days before the date set for the AGM, any nominations for any elections, proposed motions, and other items of business, must be received in writing by the Secretary, or suitable delegate, from Members.
- 16.5 **Business of AGM:** The following business shall be discussed at each AGM:
- a. the receipt from the Board of a report and statement of financial position and statement of financial performance for the preceding year;
 - b. the election of Officers of the Club;
 - c. any motion or motions proposing to alter this Constitution; and
 - d. any other motions or matters, including general business, that have been properly submitted for consideration at the AGM.
- 16.6 **Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 16.5) shall be forwarded by the Secretary, or suitable delegate, to the Board and all Members no later than seven (7) Days before the date of the General Meeting. Any additional items of general business may be raised from the floor.
- 16.7 **SGM:** The Secretary must call a SGM upon a written request from:
- a. the Board; or
 - b. [twenty-five percent (25%)] or more of the Active Members.
- The written request for an SGM must state the purpose for which the SGM is requested including any proposed motion or motions. No business shall be transacted at any SGM other than that specified in the notice convening the meeting.
- 16.8 **Notice of SGM:** Not less than twenty one (21) Days written notice must be given by the Secretary to all Board Members, and Members, which notice shall include the:
- a. date, time and venue and/or the manner in which the meeting is to be held; and
 - b. proposed motion or motions that have been properly submitted for consideration.
- 16.9 **Notices:** A notice may be given to any Member by, or on behalf of the Club or the Board, by:
- a. letter sent to the Member’s home address;
 - b. fax to the Member’s fax number;
 - c. email to the Member’s email address;
 - d. personal telephone call to the Member; or

- e. any other method approved in writing by the Member; and
- any notice sent to a Member may also be posted on the club notice board if the Board considers it appropriate to do so.
- 16.10 **Minutes:** Minutes shall be kept of all General Meetings and made available upon request to any Member.
- 16.11 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in these Rules and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that full minutes shall be kept of all General Meetings and made available upon request by any Member:
- a. the Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - b. a motion to proceed is put to the meeting and carried by Special Resolution.
- 16.12 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be 30 Active Members with voting rights. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the persons present at that further General Meeting are deemed to constitute a valid quorum.
- 16.13 **Chairperson:** The Chairman shall preside at the General Meeting. If the Chairman is unavailable or unwilling to chair the meeting, then the persons entitled to be present at the General Meeting shall elect a person present to be the Chairperson of the General Meeting.
- 16.14 **Voting:** Unless otherwise required by this Constitution:
- a. an Ordinary Resolution shall be sufficient to pass a resolution;
 - b. each Active Member and Life Member is entitled to one (1) vote;
 - c. Associate Members are not entitled to vote at General Meetings;
 - d. voting shall generally be conducted by voices or by show of hands as determined by the Chairperson unless a secret ballot is requested by the Chairperson;
 - e. on a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the Chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against the motion;
 - f. in the event of equality of votes at a General Meeting, the Chairperson shall have an additional or casting vote;
 - g. in the event that a secret ballot is called, two (2) scrutineers must be appointed at the General Meeting to count the votes; and
 - h. proxy voting is permitted as specified in this Constitution.
- 16.15 **Proxy Voting:** Members with voting rights are entitled to appoint another Member or a Board Member as proxy by giving notice of this fact. The notice must be given to the Chairperson at least twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed using the form set out in Appendix 1 (or as otherwise determined by the Board). Only proxies which indicate whether the Member is voting in favour of, or against, a proposed motion as set out in their proxy shall be valid. General proxies are not valid.

Part V – Miscellaneous

17. Finances

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

18. Application of Income

- 18.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club.
- 18.2 Except as provided in this Constitution:
- a. no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
 - b. no remuneration or other benefit in money or money's worth shall be paid, or given, by the Club to any Member or Board Member.
- 18.3 Nothing in Rule 18.2 shall prevent payment in good faith of, or to, any Member or Board Member for any of the following provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction:
- a. any services actually rendered to the Club, whether as an employee or otherwise;
 - b. goods supplied to the Club in the ordinary and usual course of operation;
 - c. interest on money borrowed from any Member or Board Member;
 - d. rent for premises demised or let by any Member or Board Member to the Club; or
 - e. any out-of-pocket expenses incurred by a Member or Board Member on behalf of the Club for any other reason.

19. Regulations, Policies and Procedures

- 19.1 From time to time Policies and Procedures may be set or amended by the Board. Members must conform to all policies approved by the Board.
- 19.2 This Constitution recognises that certain matters are best not prescribed within the body of the Constitution itself, but dealt to through regulations or policies or that can be updated as required by the Board in consultation with members as considered necessary, or through the issuance of procedures. ¶This Constitution anticipates that the Board will develop regulations, policies and procedures in consultation with members, as considered necessary, but that in extraordinary circumstances the Board will need to issue declaratory regulations or policies to address time critical matters.

20. Annual Report

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

21. Rules of Surf Life Saving

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

22. Club Colours, Costumes & Uniforms

- 22.1 **Colours:** The Club's colours shall be defined by the Club Brand manual.
- 22.2 **Costumes & Uniforms:** The cut and style of swimming costumes and uniforms to be worn when undertaking Surf Life Saving for the Club shall be as directed by SLSNZ, SLSNR and the Club.

23. Alterations to Constitution

- 23.1 Subject to Rule 23.2, this Constitution may only be altered, added to, or repealed by a Special Resolution at a General Meeting in accordance with this Constitution. Notice of an intention to alter this Constitution must be given by the Board or any Member no later than fourteen (14) Days prior to a General Meeting.
- 23.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition, or the winding up rules of the Club. This Rule must not be removed from this Constitution and must be included in any alteration, addition to, or revision of this Constitution.

24. Previous Rules

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

25. Winding Up

- 25.1 The Club may be voluntarily liquidated, wound up, or dissolved if a Special Resolution is passed at a General Meeting of the Club to do so and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than thirty (30) Days after the date on which the resolution was passed.
- 25.2 If upon the liquidation, winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Members of the Club

but shall be given or transferred to some other charitable organisation, or body having objects similar to the objects of the Club, SLSNR or SLSNZ as determined by the SLSNR or SLSNZ Board.

26. Indemnity

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

27. Interpretation

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

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

AGM means the Annual General Meeting of the Club.

Board means the Board of the Club as elected under Rule 14.5.

Board Member means a member of the Board.

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

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

Drug Free Sport New Zealand means the crown entity empowered under the Sports Anti-Doping Act 2006 (and its predecessor legislation) to be an independent body in New Zealand to implement the World Anti-Doping Code including undertaking testing, investigation and other activities, including educational programmes, to deter and punish for doping.

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

GAAP means generally accepted accounting practices.

General Meeting means an AGM or a SGM.

Active Member has the meaning specified in Rule 4.1a.

Orewa and its surrounding areas means Orewa beach and other adjoining beaches, estuaries and rivers or other beaches in the Northern Region that may be patrolled by the club from time to time as well as supporting and assisting SLSNR activities and member clubs .

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

SLSNZ means Surf Life Saving New Zealand Incorporated.

SLSNR means Surf Life Saving Northern Region Incorporated

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

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

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

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

SGM means a Special General Meeting.

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

27.2 Construction: In this Constitution:

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

Part VI – Appendices

Appendix 1: Appointment of Proxy

**Appointment of Proxy
Orewa Surf Life Saving Club**

I, _____ (full name)
of _____ (address)
being a _____ (category of membership) of the Club
hereby appoint _____ (full name)
of _____ (address)
who is a Member/Committee Member (**select one**) of the Club, as my proxy to exercise my votes on my behalf
at the General Meeting of the Club to be held on _____ (date)
and at any adjournment of that meeting.

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

_____ (signed)

_____ (date)

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

Appendix 2: Acceptance or Decline of Members

PROCEDURE FOR MEMBERSHIP (ACCEPTING AND DECLINING)

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

Declining Membership

From time to time applications for membership may be declined by the Board. In this circumstance the following procedure will be followed:

1. The Secretary (or such other person as designated by the Club) will advise the applicant that their application is being considered for acceptance by the Board.
2. The Secretary (or such other person as designated by the Club) will table the application at the next Board meeting for discussion allow with any reason and/or evidence that the application may not be acceptable to the Club.
3. The Board will consider the matter and seek any further information, which may result in a further meeting or an interview with the applicant.
4. The Board will determine whether the application is accepted or declined.
5. The Board will advise the applicant of the outcome.

Note:

The Board will not decline any application for membership on the basis of any of the prohibited grounds as described in s21 of the Human Rights Act 1993 unless the decision is made on the basis of serious health and safety or genuine risk to the Club.