



# **PAUANUI SURF LIFE SAVING CLUB CONSTITUTION**

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# PART I - PRELIMINARY MATTERS

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## 1. NAME

The name of the Incorporated Society shall be the “Pauanui Surf Life Saving Club Incorporated” which is commonly known as Pauanui Surf Life Saving Club (“the Club”).

## 2. INTERPRETATION

Where consistent with the context, the following interpretations shall apply -

"Act" means the Incorporated Societies Act 1908.

"Board" has the meaning set out in Rule 17.1.

"Club" means "Pauanui Surf Life Saving Club Incorporated"

"District" means Surf Life Saving Bay of Plenty Incorporated or other such District to which the Club is affiliated.

"Financial year" means a year commencing on 1 February in one year and ending on 31 January in the following year.

"JuniorSurf" means the programme of instruction and activities for Nipper and Cadet Members implemented by the JuniorSurf Committee.

"Management Committee" means any one or all of the Building, Life Saving, JuniorSurf or SurfSport Committees as defined in Rules 18.2, 19.2, 20.2 and 21.2.

"Meetings of the club" means any meeting of the Board, any Annual General Meeting or any Special General Meeting convened in accordance with the rules of the Club.

"Officer" has the meanings as defined in Rule 16.

"Patrol" means to carry out Life Saving and Life-guarding duties at Pauanui beach, and "patrolling" has a corresponding meaning.

"Season" means the period during which the Club provides patrols during the subscription year.

"SLSNZ" means Surf Life Saving New Zealand Incorporated.

"Subscription year" means a year commencing on 1 October in one year and ending on 30 September in the following year.

"Surf Life Saving" means the practice by members of the Club of preventing death by drowning at Pauanui beach and includes patrols, education and sport activities.

"SurfSport" means all Surf Life Saving sport and competitive activities and events.

### **3. REGISTERED OFFICE**

The Registered Office of the Club shall be at the address of the Secretary or such other place as shall be decided by the Board.

### **4. COMMON SEAL**

- 4.1 The Common Seal of the Club shall bear the registered name of the Club and shall be kept in the custody of the Secretary.
- 4.2 It shall, after a resolution of the Board, be affixed to any instrument, deed or document for which the seal is required for execution, and shall be done so in the presence of the President or other authorised member of the Board and the Secretary who shall subscribe their names and position as witness.
- 4.3 A Seal Register is to be kept listing all documents signed under Seal.

### **5. CLUB COLOURS**

The colours of the club shall be gold, blue and red.

### **6. UNIFORM AND EMBLEM**

- 6.1 The Club's SurfSport and patrolling uniforms shall be to the design(s) approved by the Board.
- 6.2 The Club's emblem (if any) shall be to the design approved by the Board.
- 6.3 The Club's patrolling uniform shall ONLY be worn by Patrolling members when they are representing the Club on patrol duties at the direction of the Life Saving Committee.
- 6.4 The Club's SurfSport uniform shall ONLY be worn by members of the Club representing the Club at competitive, sporting or display events as approved by the SurfSport Committee.
- 6.5 All members of the Club shall be entitled to wear Club uniform not designated for use as patrolling or SurfSport uniform

## **PART II - OBJECTS AND POWERS**

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### **7. OBJECTS**

The objects of the Club are to:

- 7.1 Be the body for the administration, promotion and development of Surf Life Saving at Pauanui beach (“the Beach”).
- 7.2 Prevent death by drowning of those swimming and undertaking activities at the Beach by providing lifesaving, life-guarding patrol services and other programmes and services;
- 7.3 Promote, develop and control Surf Life Saving activities and competitions on the Beach for the recreation, safety and entertainment of the people using them;
- 7.4 Encourage participation and achievement in Surf Life Saving;
- 7.5 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 performance enhancing drugs;
- 7.6 Maintain and enhance the reputation of SLSNZ, the District, the Club and Surf Life Saving through the development and promotion of standards and practices which fulfil these Objects;
- 7.7 Give, and seek where appropriate, recognition for the Club’s members to obtain awards or public recognition for Surf Life Saving or other services to the community;
- 7.8 Seek and obtain improved facilities and equipment of the Club for the enjoyment of Surf Life Saving;
- 7.9 Provide information, assistance and resources to members of the Club;
- 7.10 Develop and train competitors, officials, coaches, managers and other personnel involved in Surf Life Saving;
- 7.11 Liaise and co-operate with other organisations and the Pauanui community to develop, encourage and promote water safety messages and programmes;
- 7.12 Be a member of SLSNZ, and the District and enforce the rules and regulations of SLSNZ, the District and the Club;
- 7.13 Act in good faith and loyalty to ensure the maintenance and enhancement of SLSNZ, the District, the Club and Surf Life Saving, their standards, quality and reputation for the collective and mutual benefit of the Club’s members and Surf Life Saving;
- 7.14 At all times operate with, and promote, mutual trust and confidence between SLSNZ, the District, the Club, the Pauanui community and the Club’s members in pursuit of these Objects; and
- 7.15 At all times to act on behalf of, and in the interests of, the Club’s Members and Surf Life Saving.

## **8. POWERS**

The Club shall have the following powers to:

- 8.1 Purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges;
- 8.2 Control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- 8.3 Sell, lease, mortgage, charge or otherwise dispose of any property of the Club and to grant such rights and privileges of such property as it considers appropriate;
- 8.4 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;
- 8.5 Determine, raise and receive money by subscriptions, fees, levies, donations, gate charges, government funding or otherwise;
- 8.6 Determine regulations, policies and procedures for the governance, management and operations of the Club;
- 8.7 Determine, implement and enforce disciplinary procedures for the Club's members including imposing sanctions;
- 8.8 Employ, determine and terminate staff and engage the services of personnel and organisations to work for and with the Club;
- 8.9 Engage, determine, and terminate services of personnel and organisations to advise the Club;
- 8.10 Contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of the Club;
- 8.11 Be a member, and contribute to the administration and promotion, of SLSNZ and the District;
- 8.12 Be a member of, affiliate or be associated in any other way with any organisation which has objects which are similar, in whole or in part, to the Objects of the Club;
- 8.13 Determine who are its members;
- 8.14 Establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- 8.15 Make and enforce rules of competitions and events for Surf Life Saving at the Club;
- 8.16 Develop and implement Club and other programmes for competing, coaching and officiating of Surf Life Saving;
- 8.17 Establish, organise and control Surf Life Saving competitions, events and activities at the Club;

- 8.18 Award, grant or otherwise honour achievements and service to Surf Life Saving and the Club;
- 8.19 Select representative Surf Life Saving teams and squads of the Club;
- 8.20 Undertake research of and about Surf Life Saving and related matters to fulfil the Objects of the Club;
- 8.21 Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the Club and for that purpose, to utilise any of the assets of or held on behalf of the Club;
- 8.22 Print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that the Club may consider desirable for the promotion of its Objects;
- 8.23 Produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- 8.24 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;
- 8.25 Do any other acts or things which further the Objects of the Club, provided that the above powers shall not limit the rights and powers of the Club as an incorporate society under the Act.

## **PART III - MEMBERSHIP**

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### **9. CATEGORIES OF MEMBERSHIP**

The categories of membership of the club (collectively called “Members”) shall be:

#### **9.1 Patrolling Members -**

Are individuals who:

- (1) Are no younger than 14 years old at the beginning of the subscription year;
- (2) Hold the SLSNZ Surf Lifeguard Award or equivalent; and
- (3) Are available and agree to voluntarily perform patrol duties for the Club.

#### **9.2 Trainee Members -**

Are individuals who:

- (1) Are 14 years old or over at the beginning of the subscription year;
- (2) Intend to sit the examination for the SLSNZ Surf Lifeguard Award during the subscription year; and
- (3) In the event of achieving the SLSNZ Surf Lifeguard Award, are available and agree to voluntarily perform patrol duties of the Club.

#### **9.3 Cadet Members -**

Are individuals who:

- (1) Are either 12 or 13 years old at the beginning of the subscription year; and
- (2) Are available and agree to participate in JuniorSurf.

#### **9.4 Nipper Members -**

Are individuals who:

- (1) Are no younger than 7 years old and no older than 11 years old at the beginning of the subscription year; and
- (2) Are available and agree to participate in JuniorSurf.

#### **9.5 Associate Members -**

Are individuals who:

- (1) Are over the age of 14 years old at the beginning of the subscription year; and
- (2) Do not hold the SLSNZ Surf Lifeguard Award or are not available and do not agree to voluntarily perform patrol duties for the Club.

#### **9.6 Family Members -**

Are all the immediate members of one family.

#### **9.7 Honorary / Life Members -**

Are individuals who:

- (1) Hold a SLSNZ Surf Lifeguard Award or equivalent, or has been an officer of the Club for not less than 10 years; and
- (2) Have contributed outstanding services to the Club and
- (3) Are elected at a General Meeting of the Club by a two-thirds majority.

### **10. APPLICATION FOR MEMBERSHIP**

10.1 Any person wishing to become a member of the Club must:

- (1) Complete and return to the Secretary, the membership form approved from time to time by the Board and signed by the applicant; and
- (2) Pay the Membership Fee for the subscription year in which the application is made.

10.2 All applications received or records kept of membership applications shall, on request, be made available for inspection by any member of the Club.

10.3 All applications received shall be deemed to be approved unless the Board receives objection in writing stating reasons why the application should not be accepted.

10.4 If an objection is received, the Board shall notify the applicant of the objection and provide the applicant not less than 21 days to respond. The Board may then exercise its discretion to refuse to accept the application, in which event it shall return the applicant's Membership Fee.

### **11. CESSATION OF MEMBERSHIP**

11.1 Any member may at any time resign from the Club on giving notice to that effect to the Secretary, such resignation to have immediate effect, provide that the resignation shall not absolve a member from any subscription or other payment that may be due by them to the Club and unpaid at the date of resignation.

11.2 Any person ceasing to be a member of the club shall return to the Club any property of the Club in their possession or control, including uniform, and no such person shall, after ceasing to be a member hold themselves out as a member of the Club.

11.3 Membership shall also cease in the following cases:

- (1) By death or mental incapacity of a member;
- (2) On failure of the member to pay the Membership Fee for the subscription year; or
- (3) If the Board resolves to revoke a member's membership in accordance with Rule 37.

## **12. RIGHTS, PRIVILEGES AND CONDITIONS OF MEMBERSHIP**

- 12.1 **Patrolling Members** who have paid the Membership Fee for the subscription year shall be entitled to:
- (1) Attend all General Meetings of the Club and to exercise one vote at such meetings;
  - (2) Use the Club's facilities, buildings and equipment in accordance with the regulations, policies and procedures of the Club; and
  - (3) Be elected as an Officer or Management Committee Member.
- 12.2 In addition to the obligations set out in Rule 13, Patrolling Members must perform patrol duties for the Club in accordance with the roster for patrols determined by the Life Saving Committee.
- 12.3 **Trainee Members** who have paid the Membership Fee for the subscription year shall be entitled to:
- (1) Attend all General Meetings of the Club and to exercise one vote at such meetings;
  - (2) Use the Club's facilities, buildings and equipment in accordance with the regulations, policies and procedures of the Club; and
  - (3) Be elected as an Officer or Management Committee Member.
- 12.4 In addition to the obligations set out in Rule 13, Trainee Members must:
- (1) Sit and pass the SLSNZ Surf Lifeguard Award within the subscription year;
  - (2) On attaining the SLSNZ Surf Lifeguard Award, perform patrol duties for the Club in accordance with the roster for patrols determined by the Life Saving Committee.
- 12.5 If a Trainee (Member passes the SLSNZ Surf Lifeguard Award within the subscription year, they shall upon payment of the Membership Fee become a Patrolling Member, as the case may be for the following year.
- 12.6 **Nipper and Cadet Members** who have paid the Membership Fee for the subscription year, shall be entitled to use the Club's facilities, buildings and equipment in accordance with the regulations, policies and procedures of the Club.
- 12.7 **Associate Members** who have paid their Membership Fee for the subscription year, shall be entitled:
- (1) Attend all General Meetings of the Club and to exercise one vote at such meetings;
  - (2) Use the Club's facilities, buildings and equipment in accordance with the regulations, policies and procedures of the Club; and
  - (3) Be elected as an Officer or Management Committee Member.

- 12.8 **Family Members** who have paid the Membership Fee for the subscription year, shall be entitled to:
- (1) Attend all General Meetings of the Club and to exercise one vote between all the individual members of a Family Member at such meetings;
  - (2) Use the Club's facilities, buildings and equipment in accordance with the regulations, policies and procedures of the Club; and
  - (3) The individual members of a Family Member may be elected as an Officer or Management Committee the Club.
- 12.9 In addition to the obligations set out in Rule 13, the individual members of a family member shall perform patrol duties as if they were Patrolling Members as appropriate.
- 12.10 **Honorary / Life Members** are without payment of any Membership Fee for the subscription year are entitled to:
- (1) Attend all General Meetings of the Club and to exercise one vote at such meetings;
  - (2) Use the Club's facilities, buildings and equipment in accordance with the regulations, policies and procedures of the Club; and
  - (3) Be elected as an Officer or Management Committee Member.

### **13. MEMBERS' OBLIGATIONS**

Members acknowledge and agree that:

- 13.1 This constitution constitutes a contract between each of them, the Club, the District and SLSNZ, and that they are bound by this constitution, the constitution of the District, the SLSNZ Constitution, the regulations, and any policies and procedures of the Club, the District and SLSNZ and any determination, resolution or decision which may be made or passed by the Board;
- 13.2 They shall comply with and observe this constitution, the constitution of the District, the SLSNZ Constitution, the regulations, and any policies and procedures of the Club, the District and SLSNZ and any determination, resolution or decision which may be made or passed by the Board;
- 13.3 They are subject to the jurisdiction of the Club, District and SLSNZ;
- 13.4 This Constitution, the constitution of the District, the SLSNZ Constitution, the regulations, and the policies and procedures of the Club, the District and SLSNZ respectively, are necessary and reasonable for promoting the Objects of the Club, the District and SLSNZ.
- 13.5 This Constitution, the constitution of the District, the SLSNZ Constitution, the regulations, and any policies and procedures of the Club, the District and SLSNZ, are made in the pursuit of a common object, namely the mutual and collective benefit of SLSNZ, the District, the Club and Surf Life Saving.

#### **14. COPY OF CONSTITUTION AND RULES**

Any member of the Club is entitled, on request, to be provided with a copy of the Constitution and/or any regulations approved by the Board.

## **PART IV - MANAGEMENT OF THE CLUB**

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### **15. DIVISION OF RESPONSIBILITIES GENERALLY**

- 15.1 The management of the Club shall be divided and all necessary powers delegated according to this Constitution between the Board and Management Committees as follows:
- 15.2 The Board shall set the strategies, policies, regulations and financial arrangements of the Club, admitting and disciplining members as set out in accordance with Rule 17 (referred to as the “governance of the Club”); and
- 15.3 The Management Committees shall develop, recommend to the Board, and implement such strategies, policies, regulations and financial arrangements as set by the Board (referred to as the “operation of the Club”).

### **16. OFFICERS**

The Officers of the Club shall be:

#### **16.1 The President who shall:**

- (1) Set the agenda and preside at all meetings of the Board;
- (2) Chair all General Meetings of the Club, and have a casting vote;
- (3) Regularly review the performance of the Board Members;
- (4) Assist the Management Committees in carrying out their respective roles; and
- (5) Represent the Club as its leader.

#### **16.2 The Vice President who shall:**

- (1) Chair the Building Committee as defined in Rule 18;
- (2) Prepare in consultation with the Building Committee an annual budget for approval by the Board;
- (3) Represent the Building Committee in any meetings of the Board and present a report of the Building Committee’s activities which shall include the minutes of any meeting(s) of the Building Committee held since the last meeting of the Board;
- (4) In the absence of the President, set the agenda, chair meetings of the Board, and have the casting vote; and
- (5) Assist the President.

#### **16.3 The Secretary who shall:**

- (1) Be responsible for all external and internal communications; and

- (2) Keep minutes of all meetings of the Club and the Board.
- 16.4 The **Treasurer** who shall:
- (1) Be responsible for the financial arrangements and management of the Club;
  - (2) At the end of each financial year, organise for the production of an audited financial statement; and
- 16.5 The **Fund Raising Manager** who shall:
- (1) Be responsible for managing all fund raising activities undertaken by the Club at the direction of the Board or a Management Committee with the approval of the Board; and
  - (2) Prepare a report of his or her activities for each meeting of the Board.
- 16.6 The **Club Captain** who shall:
- (1) Chair the Life Saving Committee as defined in Rule 19;
  - (2) Be responsible for all patrol duties and activities of the Club;
  - (3) Prepare in consultation with the Life Saving Committee an annual budget for approval by the Board;
  - (4) Represent the Life Saving Committee in any meetings of the Board and present a report of the Life Saving Committee's activities which shall include the minutes of any meeting(s) of the Life Saving Committee held since the last meeting of the Board;
  - (5) Represent the Club at District and National meetings where relevant; and
  - (6) Shall be a qualified lifeguard.
- 16.7 The **JuniorSurf Captain** who shall:
- (1) Chair the JuniorSurf Committee as defined in Rule 20;
  - (2) Be responsible for all JuniorSurf activities of the Club;
  - (3) Prepare in consultation with the JuniorSurf Committee an annual budget for approval by the Board;
  - (4) Represent the JuniorSurf committee in any meetings of the Board and present a report of the JuniorSurf Committee's activities which shall include the minutes of any meeting(s) of the JuniorSurf committee held since the last meeting of the Board; and
  - (5) Represent the Club at District and National meetings or events where relevant.
- 16.8 The **SurfSport Captain** who shall:
- (1) Chair the Competition Committee as defined in Rule 21;
  - (2) Be responsible for all SurfSport activities of the Club; and

- (3) Prepare in consultation with the SurfSport Committee an annual budget for approval by the Board;
- (4) Represent the SurfSport Committee in any meetings of the Board and present a report of the SurfSport Committee activities which shall include the minutes of any meeting(s) of the SurfSport Committee held since the last meeting of the Board; and
- (5) Represent the Club at District and National meetings where representation of the Club is required or requested.

**16.9 The Cadet Co-ordinator** who shall:

- (1) Be responsible for all JuniorSurf activities that affect Cadets Members; and
- (2) Report on such to the JuniorSurf Committee.

**16.10 The Chief Instructor** who shall:

- (1) Be responsible for the instruction of members in patrol duties and activities and the uses of the patrol equipment; and
- (2) Report on such to the Life Saving Committee.

**16.11 The Club Coach** who shall:

- (1) Be responsible for the training of Patrolling members in SurfSport activities; and
- (2) Report on such to the SurfSport Committee.

**16.12 The First Aid Officer** who shall:

- (1) Be responsible for of all first aid requirements and ensure maintenance and upkeep of the same and co-ordinate instruction of first aid equipment use; and
- (2) Report on such to the Life Saving Committee.

**16.13 The Gear Steward** who shall:

- (1) Be responsible for the usage, maintenance, acquisition and disposal of all patrol equipment; and
- (2) Report on such to the Life Saving Committee;

**16.14 The Powercraft Officer** who shall:

- (1) Be responsible for the usage, maintenance, acquisition and disposal of all powered watercraft used for patrolling; and
- (2) Report on such to the Life Saving Committee;

**16.15 The Nipper Co-ordinator** who shall:

- (1) Be responsible for all JuniorSurf activities that affect Nipper Members; and
- (2) Report on such to the JuniorSurf Committee

**16.16 The Team Manager who shall:**

- (1) Be responsible for any SurfSport teams who represent the Club at competitions and events; and
- (2) Report on such to the SurfSport Committee.

**17. THE BOARD**

**17.1 Role of the Board -**

The responsibilities of the Board in governing the club are to:

- (1) Set the strategies, policies and procedures of the Club;
- (2) Determine regulations and financial arrangements of the Club;
- (3) Evaluate applications for membership in accordance with Rule 10; and
- (4) Investigate and take disciplinary action against members in accordance with Rule 37;

**17.2 Membership of the Board -**

The Board shall be comprised of the following officers elected by the Annual General Meeting in accordance with Rule 25:

- (1) President;
- (2) Vice President;
- (3) Secretary;
- (4) Treasurer;
- (5) Fund Raising Manager;
- (6) Club Captain;
- (7) JuniorSurf Captain;
- (8) SurfSport Captain.

(Collectively referred to as “Board Members”)

**17.3 No Board Member may be elected or appointed to be more than one of the officers set out in Rule 17.2 which comprise the Board.**

**17.4 Powers of the Board -**

The Board shall have the following powers:

- (1) Develop strategies, policies, procedures, regulations and financial arrangements for the administration, promotion and development of Surf Life Saving in the Club;

- (2) Develop and implement prudent policies to protect and enhance the Club's finances and property;
- (3) Open and operate any bank or savings accounts to deal with the Club's funds and to maintain accurate records of all the Club's finances (audited annually);
- (4) Raise money by way of Membership Fees, donations, grants and sponsorship, and to grant rights and privileges to subscribers as members of the Club;
- (5) Purchase, lease or otherwise acquire or dispose of any real or personal property necessary or desirable for the Objects of the Club;
- (6) Set a budget for a Management Committee and delegate to that Management Committee the power to expend income and make purchases as set out in that budget;
- (7) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of the Club;
- (8) Establish such other commission, committees and groups as it considers appropriate to assist it to carry out its role;
- (9) Engage, contract or otherwise agree to obtain the assistance, advice or services of any person or organisation for the Board;
- (10) Delegate such powers as it considers appropriate to employees, contractors, commissions, committees or other groups appointed by it;
- (11) Subject to this Constitution, fill vacancies of the Board and Management Committees, any commissions, committees and other groups which are established by it;
- (12) Subject to this Constitution, appoint such persons as it considers appropriate to committees, positions and roles within the Club and determine the terms and conditions of such appointment and if necessary terminate such appointments;
- (13) Discipline members in accordance with Rule 37;
- (14) Resolve and determine any disputes or matters not provided for in this Constitution; and
- (15) Do all other acts and things which are within the Powers and Objects of the Club and which are not delegated to a Management Committee and which the Board considers are appropriate.
- (16) It shall have all such powers of the Club as are necessary to do all such things as may be incidental or conducive to the obtaining of any of the Objects of the Club.

#### **17.5 Meetings of the Board -**

- (1) The Board shall meet at such places and times and in such manner as it shall determine;
- (2) At least 7 days written notice shall be given by the Secretary to all the Board Members before a meeting is to be held;

- (3) The President shall chair the meeting, and in his/her absence the Vice President shall chair the meeting;
- (4) A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the Board members shall be as valid and effectual as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in like form each signed by one or more Board Member; and
- (5) The Secretary or in his/her absence any other Board Member appointed by the Board shall keep accurate minutes of the meetings.

#### **17.6 Voting at Board meetings -**

Each member shall have one vote at Board meetings. All decisions and resolutions of the Board shall be determined by a simple majority of Board Members present at a Board Meeting. Voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member). The President, and in his/her absence the Vice President shall have the casting vote.

#### **17.7 Quorum for Board Meetings -**

There shall be no less than 4 voting Board Members present at a Board Meeting to constitute a quorum.

#### **17.8 Cessation / Removal of Board Members -**

A Board Member shall cease to hold office when-

- (1) He/She is absent from 2 or more Board Meetings without prior approval of the Board, or without reasonable explanation;
- (2) He/She resigns in writing submitted to the Board;
- (3) On expiry of his/her term in office;
- (4) On his/her death;
- (5) Subject to Rule [17.8], the members in a Special General Meeting called for the purpose, resolve by a two-thirds majority to remove a Board Member before the expiration of their term of office.
- (6) Following notification of a Special General Meeting called for the purpose of removing a Board Member, and before voting on the resolution, the Board Member affected shall be given the opportunity prior to, and at the Special General Meeting, to make submissions in writing and/or verbally to the members about the proposed resolution.

### **18. THE BUILDING COMMITTEE**

#### **18.1 Role of the Building Committee -**

The responsibilities of the Building Committee are to:

- (1) Recommend to the Board and implement strategies, policies and procedures affecting the usage, maintenance, acquisition and disposal of the Club's buildings and facilities;
- (2) Recommend to the Board and implement regulations affecting the usage and maintenance of the Club's buildings and facilities; and
- (3) Keep minutes of its meetings and prepare reports on its activities for the Board.

#### **18.2 Membership of the Building Committee -**

The Building Committee shall be comprised of:

- (1) The **Vice president**;
- (2) The **Lodge Custodian**; and
- (3) The **Tower Custodian**.

(Collectively referred to as "Building Committee Members")

#### **18.3 Powers of the Building Committee -**

The Building Committee shall have the power to:

- (1) Develop and recommend to the Board, strategies, policies and procedures for the usage, maintenance, acquisition and disposal of the Club's facilities and buildings;
- (2) Develop and recommend to the Board, regulations for the usage, maintenance, acquisition and disposal of the Club's facilities and buildings;
- (3) Expend income and make payments as authorised by resolution of the Board or in accordance with a budget approved by the Board;
- (4) Engage, contract or otherwise agree to obtain the assistance, advice or services of any person or organisation for the Building Committee;
- (5) Subject to this Constitution, appoint such persons and delegate such of its powers as it considers appropriate to committees, positions and roles within the Club and determine the terms and conditions of such appointment, and if necessary, terminate such appointments.

### **19. THE LIFE SAVING COMMITTEE**

#### **19.1 Role of the Life Saving Committee -**

The responsibilities of the Life Saving Committee are to:

- (1) Recommend to the Board and implement strategies, policies and procedures for carrying out the Club's patrol duties, training members to perform patrol duties and acquiring, maintaining and disposing of patrol equipment;

- (2) Recommend to the Board and implement regulations for carrying out the Club's patrol duties, training members to perform patrol duties and acquiring, maintaining and disposing of patrol equipment; and
- (3) Keep minutes of its meetings and prepare reports on its activities for the Board.

#### **19.2 Membership of the Life Saving Committee -**

The Life Saving Committee shall be comprised of:

- (1) The **Club Captain**;
- (2) The **Chief Instructor**;
- (3) The **First Aid Officer**;
- (4) The **Gear Steward**;
- (5) The **Powercraft Officer**; and
- (6) At least 2 other Patrolling members.

(Collectively referred to as "Life Saving Committee Members")

#### **19.3 Powers of the Life Saving Committee -**

The Life Saving Committee shall have the power to:

- (1) Develop and recommend to the Board, strategies, policies and procedures for carrying out patrol duties, training members to perform patrol duties and acquiring, maintaining and disposing of patrol equipment;
- (2) Develop and recommend to the Board, regulations for carrying out the Club's patrol duties, training members to perform patrol duties and acquiring, maintaining and disposing of patrol equipment;
- (3) Expend income and make payments as authorised by resolution of the Board or in accordance with a budget approved by the Board;
- (4) Engage, contract or otherwise agree to obtain the assistance, advice or services of any person or organisation for the Life Saving Committee; and
- (5) Subject to this Constitution, appoint such persons and delegate such of its powers as it considers appropriate to committees, positions and roles within the Club and determine the terms and conditions of such appointment, and if necessary, terminate such appointments.

## **20. THE JUNIORSURF COMMITTEE**

### **20.1 Role of the JuniorSurf Committee -**

The responsibilities of the JuniorSurf Committee are to:

- (1) Recommend to the Board and implement strategies, policies and procedures for the activities and training of Nipper and Cadet Members, and for acquiring, maintaining and disposing of JuniorSurf equipment;
- (2) Recommend to the Board and implement regulations for the activities and training of Nipper and Cadet Members, and for acquiring, maintaining and disposing of JuniorSurf equipment; and
- (3) Keep minutes of its meetings and prepare reports on its activities for the Board.

## **20.2 Membership of the JuniorSurf Committee -**

The JuniorSurf Committee shall be comprised of:

- (1) **JuniorSurf Captain;**
- (2) **Nipper Co-ordinator;**
- (3) **Cadet co-ordinator;** and
- (4) At least 2 other members of the Club.

(Collectively referred to as “JuniorSurf Committee Members”)

## **20.3 Powers of the JuniorSurf Committee -**

The JuniorSurf Committee shall have the power to:

- (1) Develop and recommend to the Board, strategies, policies and procedures for the training and activities of Nipper and Cadet Members, and for acquiring, maintaining and disposing of JuniorSurf equipment;
- (2) Develop and recommend to the Board, regulations for the training and activities of Nipper and Cadet Members, and for acquiring, maintaining and disposing of JuniorSurf equipment;
- (3) Expend income and make payments as authorised by resolution of the Board or in accordance with a budget approved by the Board;
- (4) Engage, contract or otherwise agree to obtain the assistance, advice or services of any person or organisation for the JuniorSurf Committee; and
- (5) Subject to this Constitution, appoint such persons and delegate such of its powers as it considers appropriate to committees, positions and roles within the Club and determine the terms and conditions of such appointment, and if necessary, terminate such appointments.

## **21. THE SURFSPORT COMMITTEE**

### **21.1 Role of the SurfSport Committee -**

The responsibilities of the SurfSport Committee are to:

- (1) Recommend to the Board and implement strategies, policies and procedures for the instruction and participation of members in SurfSport, and for acquiring, maintaining and disposing of SurfSurf equipment;
- (2) Recommend to the Board and implement regulations for the instruction and participation of members in SurfSport, and for acquiring, maintaining and disposing of SurfSurf equipment; and
- (3) Keep minutes of its meetings and prepare reports on its activities for the Board.

#### **21.2 Membership of the SurfSport Committee -**

The SurfSport Committee shall be comprised of:

- (1) **SurfSport Captain;**
- (2) **Club Coach;**
- (3) **Team Manager.**

(Collectively referred to as “SurfSport Committee Members”)

#### **21.3 Powers of the SurfSport Committee -**

The SurfSport Committee shall have the power to:

- (1) Develop and recommend to the Board, strategies, policies and procedures for the instruction and participation of members in SurfSport, and for acquiring, maintaining and disposing of SurfSurf equipment;
- (2) Develop and recommend to the Board, regulations for the instruction and participation of members in SurfSport, and for acquiring, maintaining and disposing of SurfSurf equipment;
- (3) Expend income and make payments as authorised by resolution of the Board or in accordance with a budget approved by the Board;
- (4) Engage, contract or otherwise agree to obtain the assistance, advice or services of any person or organisation for the SurfSport Committee; and
- (5) Subject to this Constitution, appoint such persons and delegate such of its powers as it considers appropriate to committees, positions and roles within the Club and determine the terms and conditions of such appointment, and if necessary, terminate such appointments.

## **22. NOMINATION AND ELECTION OF OFFICERS AND MANAGEMENT COMMITTEE MEMBERS**

- 22.1 Nominations for any Officer or Management Committee Member must be made in accordance with Rule 25.4.
- 22.2 Subject to Rule 17.3, any member may be nominated and elected to more than one office or Management Committee position.
- 22.3 Election of officers shall be conducted in accordance with Rule 28.

**23. APPOINTMENT AND REPLACEMENT OF OFFICERS AND MANAGEMENT COMMITTEE MEMBERS**

- 23.1 Subject to Rule 17.8, the Board may declare that any Officer or Management Committee Member has failed to fulfil his or her duties. On such declaration the Officer of Management Committee Member is deemed to have resigned.
- 23.2 Any Officer may choose to resign at any time.
- 23.3 The Board may fill any vacancies however arising in its own membership or that of a committee in the course of the Boards term of office.
- 23.4 The Board may decline to fill any vacancy or resolve that instead of it making an appointment, an Extraordinary meeting and election should be held.
- 23.5 The Board may create a position with title for specific purpose and appoint an officer to the newly created position for the duration of the Board's term of office.

**24. PERIOD IN OFFICE**

- 24.1 The elected Officers, Board Members and Management Committee Members of the Club shall be elected at each Annual General Meeting in accordance with this Constitution and remain in office until the next Annual General Meeting.
- 24.2 Any official appointed by the Board in accordance with Rule 28 shall remain in office until the next Annual General Meeting.

## **PART V - MEETINGS OF THE CLUB**

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### **25. ANNUAL GENERAL MEETING**

- 25.1 In each year the Annual General Meeting (referred to as "AGM") shall be held on Easter Sunday or failing that no later than the second Monday of June being Queen's Birthday Weekend, at such place and time that the Board shall deem suitable.
- 25.2 Twenty percent (20%) of the Clubs membership who are eligible to vote shall constitute a quorum for an AGM.
- 25.3 An AGM shall be called by the Secretary giving no less than 60 days written notice to every member entitled to vote.
- 25.4 Not less than 30 days before the date set for an AGM, agenda items (including any proposed alterations to this Constitution) and nominations under Rule 22 must be received by the Secretary from members and officers of the Club.
- 25.5 An agenda containing the business to be discussed at an AGM shall be sent to all members and officers of the Club by no later than 21 days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those members entitled to vote at the meeting.
- 25.6 The business which must be discussed at the AGM includes:
- (1) Consideration of the President's report and financial balance sheet;
  - (2) Consideration of the Club Captain's report;
  - (3) Election of the Officers;
  - (4) Any agenda items for which notice has been received in accordance with Rule 25.4; and
  - (5) To fix subscriptions.

### **26. SPECIAL GENERAL MEETINGS**

- 26.1 Requisition for Special General Meetings shall be made in writing and delivered to the Secretary, signed by at least six (6) members of the Club entitled to vote and stating the business to be discussed at the meeting.
- 26.2 The Board in it's own right can direct the Secretary to call a Special General Meeting.
- 26.3 Special General Meetings shall be held within 28 days of receipt of a requisition for such and shall give at least 21 days written notice of such meeting to each member entitled to vote.
- 26.4 The Chairperson shall have the power to declare the meeting void if any of the members who signed the requisition are not present in person.

- 26.5 Twenty percent (20%) of the Club's members entitled to vote shall constitute a quorum for a Special General Meeting.

## **27. ADJOURNMENT**

- 27.1 Any meeting of the Club where a quorum is not reached will be adjourned for 1 week to the same place or such other time or place as may be fixed by the Board, and of which members are given not less than 3 days notice in writing.
- 27.2 Any meeting may be adjourned upon resolution of the majority of the members present.

## **28. VOTING**

- 28.1 All resolutions and matters brought before a meeting of the Club shall be decided by the simple majority of votes of the members present.
- 28.2 Members shall vote personally or by proxy. Proxy votes must be in writing and signed by the member.
- 28.3 Where the Board considers it appropriate to do so, voting for a General Meeting may occur by post. For the purpose of this Rule "post" includes facsimile, electronic mail, or other form of visible or other electronic communication. The procedure for postal voting shall be as specified in the regulations.
- 28.4 Each member shall have one vote and in the case of equality of votes the Chairperson of the meeting shall have the casting vote in addition to their vote as a member.
- 28.5 Where the number of nominations for any office does not exceed the number of vacancies then the nominee(s) shall be declared elected.
- 28.6 Where the number of nominations for any office exceeds the number of person required then an election shall be held by ballot with a majority deciding who is elected.
- 28.7 Voting shall be by voice or at the option of the Chair by a show of hands. A show of hands shall be taken if demanded by two (2) or more members. A secret ballot shall be taken if demanded by the Chair or by two (2) or more members.

## **29. MINUTE BOOK**

Minutes of the proceedings of all meetings of the Club including meetings of the Board, shall be kept by the Secretary and entered into a book and shall be read and confirmed at the next meeting. The meeting book of the Club shall be open to inspection of any member at all reasonable times by prior arrangement.

## **PART VI - FINANCE**

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### **30. FINANCIAL YEAR**

The financial year shall commence on the 1<sup>st</sup> April and finish on the 31<sup>st</sup> March of the following year.

### **31. APPLICATION OF INCOME**

- 31.1 All monies shall be banked in the name of the Club.
- 31.2 The income and property of the Club shall be applied solely towards the promotion of the Objects of the Club.
- 31.3 Except as provided for in this Constitution:
- (1) 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 Officer; and
  - (2) No remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member or Officer
- 31.4 Nothing in Rule 31.3 shall prevent payment in good faith of, or to any, member or officer for:
- (1) Any services actually rendered to the Club whether as an employee or otherwise;
  - (2) Goods supplied to the Club in the ordinary and usual course of operation;
  - (3) Interest on money borrowed from any member or Officer;
  - (4) Rent for premises demised or let by any Member or Officer to the Club; and
  - (5) Any out-of-pocket expenses incurred by a Member or Officer on behalf of the Club or any other reasons;

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

### **32. EXPENDITURE**

- 32.1 Expenditure and/or payments shall only be made after being passed by the Board or in accordance with regulations of the Club.
- 32.2 For the purposes of Rule 32.1, the Board may pass a resolution approving a budget for a Management Committee, following which the Management Committee may make payments or incur expenditure without seeking a resolution of the Board for each expenditure or payment provided that such expenditure or payment is made in accordance with the budget and any regulations of the Club.

- 32.3 Cheques shall be signed by any 2 of the following - President, Treasurer, or Secretary.

### **33. ACCOUNTING RECORDS**

True accounts shall be kept of all moneys received and expended by the Club on all matters to which receipts and expenditure relate, and/or the assets, credits and liabilities of the Club are involved then all details are to be kept in books of account.

### **34. AUDIT OF ACCOUNTS**

- 34.1 At the AGM an Auditor shall be appointed by resolution and who shall hold office until the next AGM. The Auditor shall be eligible for re-election.
- 34.2 The Auditor shall audit the accounts of the Club prior to the AGM and a statement showing the financial position of the Society examined and certified by the Auditor shall be presented at the AGM and shall be available for inspection at all reasonable times thereafter by any member of the Club.

### **35. MEMBERSHIP FEES**

The annual Membership Fee of members shall be fixed at the AGM in each year and shall become due at the beginning of the next subscription year. Notification of Membership Fee shall be made in a newsletter to all members in September of each year.

## **PART VII - ADDITIONAL MATTERS**

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### **36. REGULATIONS**

- 36.1 On recommendation from a Management Committee or on its own accord, the Board may determine and amend such regulations as it considers necessary or desirable. Such regulations must be consistent with the Objects and Powers of the Club and any directives given by a General Meeting.
- 36.2 All regulations shall be binding on the members.
- 36.3 All regulations and any amendments to them shall be advised to all members in writing or electronically as approved by the Board.

### **37. DISCIPLINARY ACTIONS**

- 37.1 If an allegation is made to the Board or if the Board considers that a member has:
- (1) Breached, failed or refused to comply with any provision of this Constitution, the regulations of the Club, the regulations of Surf Life Saving New Zealand or any District;
  - (2) Acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Club; or
  - (3) Brought the Club into disrepute;
- Then the Board may by giving at least 7 days notice in writing, such notice to include a statement setting out the nature of the allegations to be considered (unless the Board rejects the allegations as groundless or trivial), invite the member concerned to appear before a Board meeting at which the allegations will be considered. The member concerned shall have the right to be heard on any complaint and to produce evidence in his or her defence.
- 37.2 Having completed an inquiry as set out in Rule 37.1, the Board if it finds the member at fault may impose all or any of the following penalties -
- (1) A reprimand;
  - (2) A fine not exceeding \$100.00;
  - (3) Order the member to make good any damage to property of any kind;
  - (4) Suspend the member from any enjoyment of any or all of the rights and privileges of membership for a period not exceeding 6 months. Notice of such suspension shall be placed on the Club notice-board and/or the Club newsletter;
  - (5) Call on the member to resign and if resignation is not forthcoming then forward for confirmation by Special General Meeting the recommendation that the member be expelled;

- (6) Recommend that by resolution the member be expelled from membership of the Club, that resolution to be passed by a majority of at least two-thirds of the Board.
- 37.3 Should any member of the Board consider that the conduct of any member has or may gravely prejudice the peace and goodwill of any premises being used by the Club or any function or contest being conducted by or participated in by the Club, it may immediately suspend the membership rights of that member until the procedure provided for in Rule 19.2 has been followed.
- 37.4 Nothing in this Rule shall derogate from the general right of the Board or of any person authorised by it to control the admission to or rescind the right of any person to remain on or at any premises or functions of the Club.

### **38. INDEMNITY**

All officers of the club or servants of the Club shall be indemnified by the Club out of Club funds against any liability incurred by them, acting in good faith in defending any proceedings whether civil or criminal taken against them by reason of their actions in relation to or connected with the affairs of the Club.

### **39. CONSTITUTIONAL AMENDMENTS**

- 39.1 The rules of the Club may be altered, added to, rescinded or otherwise varied or amended by a resolution passed by a two-thirds majority of members eligible to vote at any AGM or Special General Meeting for which notice of the meeting and proposed resolution has been given.
- 39.2 Notice of any proposed amendment to the Constitution shall be in writing and submitted to any meeting of the Board or forwarded to the Secretary. Such notice shall be signed by no fewer than 6 members of the club and will request the calling of a Special General Meeting to consider the proposed resolution.
- 39.3 The Club may amend any proposed resolution coming before it pursuant to this Rule provided that such amendment shall be restricted to the notice of motion given.

### **40. MATTERS NOT PROVIDED FOR**

If any matter shall arise for which there is not or in the opinion of the Board there is not a provision in this constitution, then that matter shall be determined by the Board and every determination shall be notified to all members of the Club and shall be binding on the Club and members until or unless set aside by a resolution of the Club.

### **41. DISSOLUTION OF THE CLUB**

- 41.1 The Club may voluntarily be put into liquidation if:
  - (1) A two-thirds majority vote of those entitled to vote at an Annual General Meeting passes a resolution appointing a liquidator; and

- (2) Such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held not later than 30 days after the date on which the resolution was passed.
- 41.2 On appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of the Club.
- 41.3 Any surplus assets of the Club after payment of all costs, debts, and liabilities shall subject to any trust effecting the same, shall pass to the Pauanui Surf Life Saving Club Trustees, together with all life saving equipment owned by the club at the time of liquidation except for equipment purchased by way of a grant from Surf Life Saving Bay of Plenty, and the Surf Life Saving New Zealand, shall be returned to those bodies. The Equipment and funds shall be held by the Trustees and shall be used to encourage the re-formation of a Surf Life Saving Club at Pauanui when it is considered possible.
- 41.4 The Pauanui Surf Life Saving Club Trustees shall consist of:
- (a) President or nominee of the Pauanui Sports and Recreational Club,
  - (b) Chief Executive Officer or nominee from the Thames Coromandel District Council,
  - (c) Nominee from the (Local) Community Board
  - (d) Chief Executive Officer or nominee from Surf Life Saving Bay of Plenty
- 41.5 That the Pauanui Surf Life Saving Club Trustees shall be elected/confirmed at any General Meeting by two thirds majority at which a decision is passed to dissolve the Pauanui Surf Life Saving Club under clause 41.1.

# APPENDIX I - MANAGEMENT STRUCTURE

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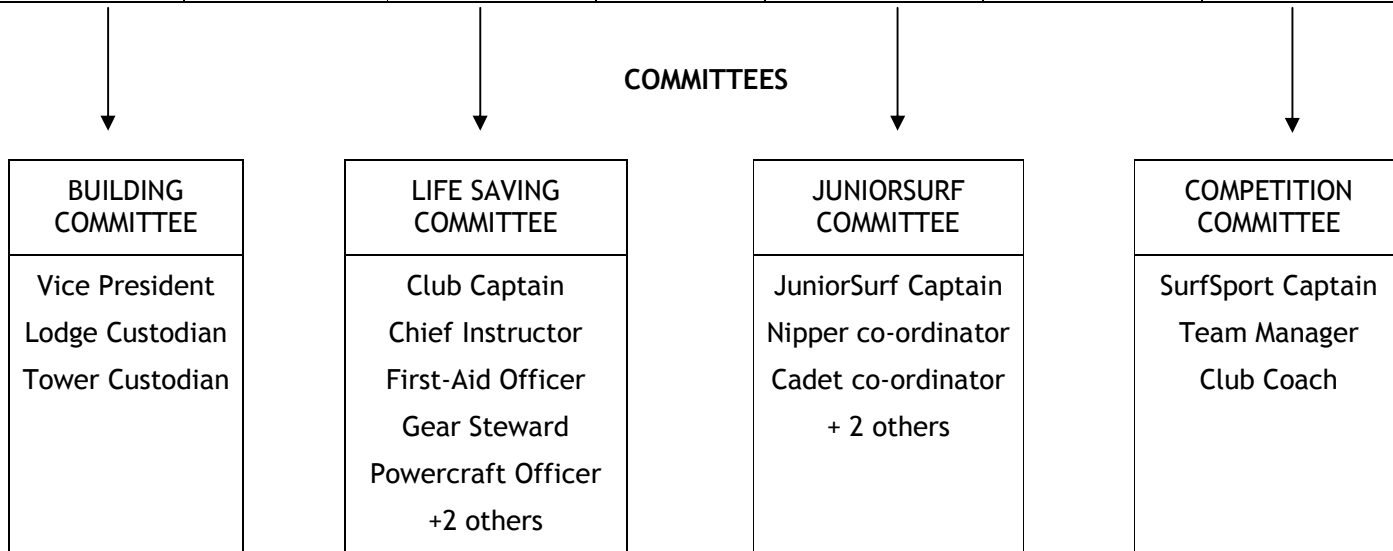
GOVERNANCE

**BOARD**

PRESIDENT

VICE PRESIDENT	SECRETARY	CLUB CAPTAIN	TREASURER	JUNIOR CLUB CAPTAIN	FUND RAISING MANAGER	COMPETITION CO-ORDINATOR
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**COMMITTEES**



OPERATIONS