

# **Constitution of Surfing New Zealand Incorporated**

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# Constitution of Surfing New Zealand Incorporated

## 1. DEFINITIONS AND INTERPRETATION

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### 1.1 In this Constitution:

**Act** means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act;

**AGM** means Annual General Meeting;

**Appointed Board Member** means a Board Member appointed under Rule 19;

**BAP** means Board Appointments Panel;

**Board** means the Board of Directors of Surfing New Zealand Incorporated;

**Board Member** means a member of the Board including Elected Board Members and Appointed Board Members;

**Casual Vacancy** is a vacancy which arises on the Board when a Board Member does not serve their full term of office;

**Chief Executive** means the Chief Executive Officer of Surfing New Zealand Incorporated;

**Club** means a club described in Rule 7;

**Club Member** means the class of Individual Member described in Rule 9.1(b);

**Competitive Member** means the class of Individual Member described in Rule 9.1(a);

**Constitution** means this constitution;

**Contact Details** means a physical or an electronic address and a telephone number;

**Contact Person** means a person holding the position of contact person for Surfing New Zealand Incorporated being the person the Registrar of Incorporated Societies can contact when needed;

**Elected Board Member** means a Board Member elected in Rule 19;

**General Meeting** means an AGM or SGM;

**Incorporated Associate** means an organisation incorporated under the Act and which has purposes consistent with the Purposes;

**Incorporated Club** means a Club incorporated under the Act and which has purposes consistent with the Purposes;

**Individual Member** means an individual described in Rule 9;

**Interests Register** means the register of interest disclosures made by Officers kept under this Constitution;

**Kaitiaki** means the Kaitiaki of Surfing New Zealand Incorporated;

**Matter** means:

(a) Surfing New Zealand Incorporated's performance of its activities or exercise of its powers;  
or

(b) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by Surfing New Zealand Incorporated;

**Member** means and includes all classes of members of described in Rule 5;

**Officer** means a Board Member and any natural person occupying a position in Surfing New Zealand Incorporated that allows the person to exercise significant influence over the management or administration of Surfing New Zealand Incorporated;

**Ordinary Resolution** means a resolution passed by a majority of votes cast;

**Purposes** means the purposes of Surfing New Zealand Incorporated described under Rule 3;

**Recreational Member** means the class of Individual Member described in Rule 9.1(c);

**Regional Body** means a regional body described in Rule 6;

**Register** means the register of Members specified in Rule 14;

**Regulation** means and includes any regulation, by-law, policy, procedure, code, charter, provision or similar of Surfing New Zealand Incorporated;

**SGM** means Special General Meeting;

**Special Resolution** means a resolution passed by two-thirds of votes cast;

**Unincorporated Associate** means an organisation that is not incorporated under the Act or any other legislation and which has purposes consistent with the Purposes and which has three (3) or more members;

**Unincorporated Club** means a Club that is not incorporated under the Act or any other legislation and which has purposes consistent with the Purposes and which has three (3) or more members;

**Working Day** has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Whangamata, Coromandel.

## 1.2 In this Constitution:

- (a) the singular includes the plural and vice versa;
- (b) expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email;
- (c) **Notices:** any notices or communications given by or behalf of Surfing New Zealand Incorporated, the Board, the Chief Executive or the BAP may be given by any method of communication as determined by the Board. All periods of time or notice exclude the days on which they are given;
- (d) **Person:** a reference to a person includes individuals, incorporated bodies and unincorporated groups;

- (e) any reference to any Act includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that Act and any amendment to it and any replacement passed in substitution for it.

1.3 Subject to any other notice provision in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

- (a) a Member to the address set out in their Contact Details;
- (b) Surfing New Zealand Incorporated to [info@surfingnz.co.nz](mailto:info@surfingnz.co.nz) or by post to Surfing New Zealand Incorporated's registered office set out on the Register of Incorporated Societies.

1.4 A notice is deemed to have been received:

- (a) if given by post, when left at the address of a person or five Working Days after being put in the post; or
- (b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),

provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

## **2. NAME**

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2.1 The name of the incorporated society is Surfing New Zealand Incorporated.

2.2 The registered office of Surfing New Zealand Incorporated is at a place as determined by the Board.

## **3. PURPOSES**

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3.1 The purposes of Surfing New Zealand Incorporated are to:

- (a) be the national governing body in New Zealand to provide for the conduct encouragement, promotion, development and administration of surf-riding, mainly as an amateur sport throughout New Zealand;
- (c) in recognition of surfing's values, actively support surf safety, the preservation and conservation of the coastal environment including through education and co-operating with organisations concerned with its conservation and preservation;
- (d) recognise and actively promote surfing's positive impact on the health and wellbeing of individuals and communities;
- (e) provide a range of events and activities that reflect the importance of participation as well as competition;
- (f) promote and manage drug free participation and competition in compliance with the Sports Anti-Doping Rules (SADR) made by the Sport Integrity Commission;

- (g) affiliate and co-operate with other organisations that share similar objects and values including but not limited to international, national, regional and local bodies;
- (h) lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of Surfing New Zealand and participation in surfing;
- (i) be considerate of local surfing communities and the unique place of Taha Maori in New Zealand / Aotearoa;
- (j) support the growth of a culturally responsive surfing community based upon sharing and respect.

## **4. POWERS**

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- 4.1 Surfing New Zealand Incorporated has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation and the general law.
- 4.2 The powers listed in Rule 4.1 must only be used to further the Purposes.
- 4.3 Surfing New Zealand Incorporated agrees to be bound by and adopts the Sports Anti-Doping Rules ("SADR") made by the Sport Integrity Commission pursuant to the Integrity Sport and Recreation Act 2023, as its Anti-Doping Policy. All Members:
  - (a) agree to the application of SADR; and
  - (b) must require in their constitutions that their members agree to the application of SADR.

## **5. MEMBERSHIP**

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- 5.1 Membership of SNZ is open to any individual, any surfing club, or any organisation (in each case whether incorporated or not) within New Zealand willing to support the Purposes.
- 5.2 The Members of Surfing New Zealand Incorporated are:
  - (a) Regional Bodies - see Rule 6;
  - (b) Clubs - see Rule 7;
  - (c) Associates - see Rule 8;
  - (d) Individuals - see Rule 9;
  - (e) Life Members - see Rule 10.
- 5.3 The Board may create new categories of Membership:
  - (a) with rights and obligations determined by it, but excluding voting rights;
  - (b) even if the effect of creating a new category is to alter rights or obligations of an existing category of Members.
- 5.4 A person or entity consents to become a Member by submitting an application to Surfing New Zealand Incorporated, unless otherwise specified in this Constitution.

## **6. REGIONAL BODIES**

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- 6.1 Any Regional Body which is incorporated and wishes to be a Member of Surfing New Zealand Incorporated must apply in writing to Surfing New Zealand Incorporated for Membership as a Regional Body. The application is determined by the Board.

## **7. CLUBS**

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- 7.1 Any Club which wishes to be a Member of Surfing New Zealand Incorporated must apply in writing to Surfing New Zealand Incorporated for Club Membership.
- 7.2 An application by an Incorporated Club must include:
- (a) a copy of the Certificate of Incorporation of the Club;
  - (b) a copy of the constitution of the Club;
  - (c) payment of the subscription due for the current year; and
  - (d) any other information reasonably requested by Surfing New Zealand Incorporated.
- 7.3 An application by an Unincorporated Club must:
- (a) be signed by three (3) members of the Club;
  - (b) specify the residential address and name of the person authorised by the Club to receive correspondence, who must be one (1) of the members signing the application;
  - (c) include payment of the subscription for the current year; and
  - (d) include any other information reasonably requested by Surfing New Zealand Incorporated.
- 7.4 The application is determined by the Board in its discretion. If approved, the Club membership is conditional upon:
- (a) a probationary period of one (1) year from date of the written notification of acceptance during which:
    - (i) the Club will have no voting rights at any General Meeting; and
    - (ii) the Board may terminate the Club's membership in the Board's sole discretion;
  - (b) any other terms of acceptance set for that Club by the Board.

## **8. ASSOCIATES**

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- 8.1 Any Associate which wishes to be a Member of Surfing New Zealand Incorporated must apply in writing to Surfing New Zealand Incorporated for Associate Membership.
- 8.2 An application by an Incorporated Associate must include:
- (a) a copy of the Certificate of Incorporation of the Associate;
  - (b) a copy of the constitution of the Associate;

- (c) payment of the subscription due for the current year; and
- (d) any other information reasonably requested by Surfing New Zealand Incorporated.

8.3 An application by an Unincorporated Associate must;

- (a) be signed by three (3) members of the Associate;
- (b) specify the residential address and name of the person authorised by the Associate to receive correspondence, who must be one (1) of the members signing the application;
- (c) include payment of the subscription for the current year; and
- (d) include any other information reasonably requested by Surfing New Zealand Incorporated.

8.4 The application is determined by the Board in its discretion. If approved, the Associate membership is conditional upon:

- (a) a probationary period of one (1) year from date of the written notification of acceptance during which:
  - (i) the Associate will have no voting rights at any General Meeting, and
  - (ii) the Board may terminate the Associate's membership in the Board's sole discretion;
- (b) any other terms of acceptance set for that Associate by the Board.

## **9. INDIVIDUAL MEMBERS**

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9.1 There are three categories of Individual Members:

- (a) A Competitive Member is an individual who wishes to align with the Purposes, be associated with Surfing New Zealand Incorporated activities and be eligible to compete in Surfing New Zealand Incorporated competitive events (acknowledging that some events may be restricted to NZ Citizens (as determined by New Zealand law)) and who becomes an Individual Competitive Member of Surfing New Zealand Incorporated directly by completing the Individual Competitive Membership requirements of Surfing New Zealand Incorporated.
- (b) A Club Member is an individual who wishes to align with the Purposes, be associated with Surfing New Zealand Incorporated activities and who becomes an Individual Club Member of Surfing New Zealand Incorporated by becoming a member of a Club by completing the membership requirements of the Club (as determined by the Club).
- (c) A Recreational Member is an individual who wishes to align with the Purposes and be associated with Surfing New Zealand Incorporated activities but not be eligible to compete in Surfing New Zealand Incorporated competitive events, and who becomes an Individual Recreational Member of Surfing New Zealand Incorporated directly by completing the Individual Recreational Membership requirements of Surfing New Zealand Incorporated.

9.2 Every application for individual membership is in writing and must:

- (a) be signed by the applicant;



- (b) provide the name, residential address, date of birth and occupation of the applicant;
- (c) include payment of the subscription due for the current year; and
- (d) include any other information reasonably requested by Surfing New Zealand Incorporated.

## **10. LIFE MEMBERS**

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- 10.1 Life membership may be granted in recognition and appreciation of outstanding service by an individual for the benefit of Surfing New Zealand Incorporated. Any such person may be nominated for life membership of Surfing New Zealand Incorporated but must be nominated by a Regional Body.
- 10.2 Nominations in writing, setting out the grounds for the nomination must be received by Surfing New Zealand Incorporated at least 60 days before a General Meeting. The Board must determine, in its discretion whether or not the nomination should be forwarded to a General Meeting for determination by the Members by Special Resolution at the General Meeting.
- 10.3 The benefits of Life Membership are determined by the Board.
- 10.4 A person consents to becoming a Life Member on acceptance of their life membership.

## **11. MEMBERS RIGHTS AND OBLIGATIONS**

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- 11.1 Members acknowledge and agree that:
  - (a) All applications for membership (except Life Membership which has its own process) will be determined by, or on behalf of the Board in the discretion of the decision maker;
  - (b) they are bound by this Constitution and the Regulations;
  - (c) they are bound by the Sports Anti-Doping Rules (see Rule 4.3);
  - (d) to receive membership entitlements, they must meet all requirements of membership set out in this Constitution or as otherwise set by Surfing New Zealand Incorporated;
  - (e) the failure to comply with Rule 11 may result in withdrawal of membership entitlements but does not excuse them from being bound by this Constitution;
  - (f) they are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution;
  - (g) any membership fee and levy must be paid as and when required by Surfing New Zealand Incorporated;
  - (h) no Member will be entitled to enter or organise any sanctioned event, be a Board Member, hold office or any position in Surfing New Zealand Incorporated or be entitled to attend or vote at any General Meeting unless all fees and levies have been paid by that Member as required by Surfing New Zealand Incorporated.
- 11.2 Each Member that is not an individual (for example Clubs, Regional Bodies and Associates) must:

- (a) administer, promote and develop surfing in accordance with the purposes of the Member, the Purposes, this Constitution and any Regulations;
- (b) if it is required to be incorporated (for example Regional Bodies, Incorporated Clubs and Incorporated Associates), maintain incorporation under the Act;
- (c) on request, provide to Surfing New Zealand Incorporated a copy of its constitution and any proposed amendments to it;
- (d) adopt the Purposes and adopt a constitution which is not inconsistent with this Constitution;
- (e) amend its constitution if Surfing New Zealand Incorporated determines that any rule in it is inconsistent with this Constitution or the Regulations and in respect of Clubs then of the Regional Body of which a Club is a member. If a Club is not a member of a Regional Body then the relevant Regional Body (if any) stipulated by Surfing New Zealand Incorporated as the appropriate one for the region in which that Club is based;
- (f) act in good faith with loyalty to Surfing New Zealand Incorporated to ensure the maintenance and enhancement of surfing and Surfing New Zealand Incorporated, and its reputation, and to do so for the collective and mutual benefit of the Members and surfing;
- (g) operate with, and promote, mutual trust and confidence between Surfing New Zealand Incorporated and the Members;
- (h) maintain a register of its members and provide the register as requested by Surfing New Zealand Incorporated, and provide written notice of any change to the details of itself and its members, to Surfing New Zealand Incorporated within thirty (30) days of the change taking place;
- (i) in collecting personal information from individuals, seek the consent of the individual concerned and at all times comply with the Privacy Act 2020; and
- (j) at all times act in the interests of the Members and surfing.

11.3 Membership is annual, expiring on December 31. The membership requirements in this Constitution and any Regulations must be completed by each Member by December 31 to renew their membership.

## **12. RESIGNATION AND TERMINATION OF MEMBERSHIP**

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12.1 A Member ceases to be a Member:

- (a) if an individual on death, or if a body corporate on liquidation;
- (b) by giving notice to Surfing New Zealand Incorporated of their resignation;
- (c) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

12.2 A Member's resignation takes effect from the end of the current financial year in which it occurs but the Member resigning remains liable to pay all fees, levies and any other amounts to the end of that year.

- 12.3 Upon ceasing to be a Member, the person must cease to hold themselves out as a Member and must return any property owned by Surfing New Zealand Incorporated.
- 12.4 A Member whose membership is suspended or terminated as a result of a complaint or disciplinary process may appeal or have the matter reviewed if there is any such process specified in any Regulations. For Termination also see Rule 27.15.

## **13. MEMBERSHIP FEES**

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- 13.1 Surfing New Zealand Incorporated will annually determine:
- (a) any membership or other fees payable by each Member;
  - (b) the due date for such fees; and
  - (c) the manner for payment of such fees.

## **14. REGISTER OF MEMBERS**

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- 14.1 Surfing New Zealand Incorporated keeps and maintains a Register recording the full name, Contact Details, class of membership, date of birth (for individuals), and the date of entry of each Member and any other details about each Member as reasonably required to manage memberships or as required by law or as agreed by that Member.
- 14.2 A Member must provide notice to Surfing New Zealand Incorporated of any change to their Contact Details. The Register will be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the Register.
- 14.3 The Board will keep a record of the name of each person who has ceased to be a Member of Surfing New Zealand Incorporated within the previous 7 years and the date on which they ceased to be a Member.

## **15. CONTACT PERSON**

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- 15.1 At its first meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

## **16. KAITIAKI (PATRON)**

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- 16.1 Surfing New Zealand Incorporated has a Kaitiaki (Patron).
- 16.2 Nominations for the Kaitiaki (Patron) are made in the same manner and at the same time as nominations for Appointed Board Members under Rule 19 but instead of being referred to the BAP the nominations are referred to the Board. The Board will:
- (a) assess the experience and ability of the nominees to perform the Kaitiaki (Patron) role as set by the Board; and

- (b) consult with such Members in such timeframe and manner, all as determined by the Board.
- 16.3 The Kaitiaki (Patron) selected by the Board after the assessment/consultation process:
  - (a) will be invited by the Board to be the Kaitiaki (Patron);
  - (b) will be appointed at the AGM;
  - (c) will hold office for one (1) year until the conclusion of the next AGM; and
  - (d) may be re-appointed for further subsequent and consecutive terms.
- 16.4 The Kaitiaki (Patron) is entitled:
  - (a) to attend and speak at General Meetings but with no right to vote;
  - (b) if requested by the Board, to attend and speak at Board meetings but with no right to vote.

## 17. BOARD

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- 17.1 The governance of Surfing New Zealand Incorporated is vested in the Board, which may exercise all the powers of Surfing New Zealand Incorporated and do all things which are not expressly required to be undertaken by Surfing New Zealand Incorporated at a General Meeting. The Board comprises:
  - (a) four (4) individuals elected at the AGM (**Elected Board Members**) being:
    - (i) the North Island Elected Member who is elected by North Island Club Delegates and North Island Regional Body Delegates, and who must have their primary residence in the North Island;
    - (ii) the South Island Elected Member who is elected by South Island Club Delegates and South Island Regional Body Delegates, and who must have their primary residence in the South Island;
    - (iii) the General Elected Board Member elected from among and by the Club Delegates, the Associate Delegates and the Regional Body Delegates; and
    - (iv) the Maori Elected Board Member who is an individual who identifies themselves as being of the Maori race or a descendent of such individual, and who is elected by the Club Delegates, the Associate Delegates and the Regional Body Delegates; and
  - (b) four (4) individuals appointed in accordance with Rule 19 (**Appointed Board Members**).

## 18. BOARD APPOINTMENTS PANEL

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- 18.1 A **Board Appointments Panel** (BAP) is responsible for appointing the four (4) Appointed Board Members.
- 18.2 The BAP comprises three (3) individuals:

- (a) one (1) being the Chairperson of the Board (or their nominee), or if they are seeking reappointment or re-election to the Board or have reached the end of their maximum term, then another Board Member not seeking re-appointment or re-election and who has not reached the end of their maximum term, as determined by the Board;
  - (b) one (1) nominee who is an independent professional experienced in governance and the functions and appointment process of directors and/or trustees in New Zealand, as determined by the Board; and
  - (c) one (1) nominee who is independent of the Board and who has an interest and understanding of surfing in New Zealand, as determined by the Board; and
  - (d) at all times, the Board takes into account and endeavours to ensure a reasonable representation of gender on the Panel.
- 18.3 No person will be eligible to be a member of the BAP, or to remain on the BAP, if any of the circumstances listed in Rule 19.7 have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to an appointee to, or a member of, the BAP.
- 18.4 If the Board is unable to, or fails to appoint the BAP, it is appointed by an individual nominated for that purpose by Sport New Zealand.
- 18.5 The convenor of the BAP is the Chairperson of the Board or their nominee.
- 18.6 The members of the BAP remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the BAP was established. This is not to extend beyond the tenure of three (3) years. There is no limit to the number of occasions a person can be appointed to the BAP.
- 18.7 The BAP operates independently of the Board and is responsible for:
- (a) identifying and inviting suitable applicants to be Appointed Board Members;
  - (b) advertising and inviting members of the public to apply to be an Appointed Board Member;
  - (c) receiving and assessing applications and making enquiries and holding interviews and meetings as it sees fit;
  - (d) deciding the appointees.
- 18.8 The BAP determines the Appointed Board Members, based on merit taking into account the following factors about the applicant and the Board as a whole:
- (a) prior experience as a director, trustee, or experience in any other governance role;
  - (b) knowledge of, and experience in surfing generally, at international, national, and/or local level;
  - (c) occupational skills, abilities and experience;
  - (d) knowledge of, and experience in, community, sports and/or not for profit organisations;
  - (e) the desire for conflicts of interest on the Board to be minimised;
  - (f) the desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally;

- (g) the desire to always achieve at least 40% representation of female members on the Board; and
  - (h) an appreciation of Kaupapa Maori so as to reflect the values of and endeavour to have the voice of Mana Whenua.
- 18.9 No member of the BAP may apply to be a Board Member while a member of the BAP.
- 18.10 The BAP:
  - (a) meets when required and in such manner as it thinks fit, including by teleconference;
  - (b) has a quorum of three (3) BAP members for each meeting;
  - (c) makes appointments by unanimous decision.
- 18.11 All information received by the BAP, and its deliberations, are kept confidential except to the extent required by law. Any BAP member who considers they may have a potential conflict of interest in considering an applicant, must declare that potential conflict to the convenor. If the convenor considers it appropriate to do so, they may require that member to vacate their position on the BAP. If the convenor considers they may have a potential conflict of interest, they must notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the BAP.
- 18.12 Any vacancy in the membership of the BAP is filled with a replacement member from the same category under Rule 18.2 from which the vacancy arises.
- 18.13 The Board may remove any member of the BAP if the Board considers, in its sole discretion, that:
  - (a) the member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the convenor;
  - (b) there are circumstances which may give rise to a question of actual or apparent bias in the BAP's composition and/or process; or
  - (c) any of the circumstances listed in Rule 19.7 have occurred to the member.
- 18.14 Before removing any member from the BAP, the Board must notify the member of its proposal to remove them and give the member and the other members of the BAP the opportunity to make submissions on the proposed removal.

## **19. APPOINTMENT AND ELECTION OF BOARD MEMBERS**

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- 19.1 The Board Members are appointed and elected as follows:
  - (a) the BAP determines the recruitment and selection process for Appointed Board Members;
  - (b) after completion of its process and no later than 60 days prior to the AGM the BAP notifies the Chief Executive, the Board, the successful applicants and the unsuccessful applicants of the Appointed Board Member(s) of who is to assume office at the completion of the AGM;
  - (c) not later than 55 days prior to the AGM the Chief Executive notifies the Members of the new Appointed Board Members;

- (d) any individual wishing to be elected as an Elected Board Member must no later than 50 days prior to the AGM, supply to the Chief Executive a form recording their nomination in writing signed by two (2) Members eligible to vote for such Board position and accompanied by a statement of up to 500 words in support of their candidacy;
  - (e) not later than 45 days prior to the AGM the Chief Executive must notify Members of the names and statements in support of the candidates for election at the AGM as Elected Board Members.
- 19.2 Subject to Rules 19.6 and 19.12, the term for all Board Members is three (3) years, expiring on conclusion of the relevant AGM. A Board Member may be re-elected for a maximum of one (1) subsequent and consecutive term of office. For the purpose of this Rule 19.2 any term of less than two (2) years served by an individual filling a Board vacancy is not included.
- 19.3 No more than three (3) new Board Members will be elected or appointed annually but this restriction does not apply to the elections or appointments to fill vacancies.
- 19.4 If there is a vacancy on the Board of:
  - (a) an Appointed Board Member and:
    - (i) the vacancy arose six (6) months or more after the last AGM, 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;
    - (ii) the vacancy arose less than six (6) months after the last AGM the Board must refer the appointment to the BAP which should seek to fill the vacancy in accordance with Rule 19, with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable;
  - (b) an Elected Board Member, then Surfing New Zealand Incorporated must, unless agreed otherwise by a majority of the Members eligible to vote for the position, call for nominations and conduct an election by secret ballot whether in person or by postal or electronic voting to fill the vacancy.
- 19.5 An individual who fills a vacancy under Rule 19.4 continues the term of the Board Member they replace.
- 19.6 Every Board Member must, in writing:
  - (a) consent to be a Board Member; and
  - (b) certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act.
- 19.7 An individual seeking appointment, election, or to remain in office as a Board Member is eligible to do so whether or not they are a Member of Surfing New Zealand Incorporated, but the following individuals are disqualified from being appointed, elected, or remaining in office as a Board Member:
  - (a) an employee of, or contractor to Surfing New Zealand Incorporated;
  - (b) a person who is disqualified from being elected, appointed or holding office as a Board Member under section 47 of the Act;

- (c) a person who has been removed as a Board Member following a process under this Constitution or the Regulations .
- 19.8 If any of the circumstances listed in Rule 19.7(b) occur to a Board Member, that Board Member is deemed to have vacated their office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes an employee or contractor of Surfing New Zealand Incorporated then upon appointment to such position, that Board Member is deemed to have vacated their office as a Board Member.
- 19.9 A Board Member who is no longer eligible because they have served the maximum term allowed may still stand again or be considered by the BAP if the BAP decides there is no reasonable replacement.
- 19.10 If a Board Member is or may be the subject of an allegation or notice relating to a matter described under Rule 19.7(b) or any other circumstances arise in relation to a Board Member which are or may be of concern to the Board, the remaining Board Members may, by Special Resolution, suspend the Board Member from the Board and set conditions it requires pending the final determination of the allegation, notice or circumstances. Before imposing any suspension, the Board Member must be given notice of the suspension.
- 19.11 The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member if the Members consider the Board Member has breached their duties as specified in Rule 19.
- 19.12 Upon receiving a request for an SGM for the purpose of removing a Board Member, the Chief Executive must notify the Members of the SGM in accordance with this Constitution and send the notice to all Board Members.
- 19.13 Before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution is given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
- 19.14 The Board may, with the approval of a motion by no less than two-thirds of the other Board Members (i.e. excluding the Board Member who is the subject of the motion), remove any Board Member from the Board, before the expiry of their term if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 20 such that immediate removal is considered appropriate. Before considering such a motion:
- (a) the Board Member is notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
  - (b) the Board Member is given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.
- 19.15 A person ceases to be a Board Member if:
- (a) their term expires;
  - (b) the person resigns by delivering a signed notice of resignation to the Board;
  - (c) the person is removed from office under this Constitution;
  - (d) the person becomes disqualified from being an officer under section 47(3) of the Act;



- (e) the person dies.

## 20. OFFICERS' DUTIES

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20.1 The duties of each Officer are to:

- (a) regularly attend Board meetings and General Meetings of Surfing New Zealand Incorporated;
- (b) provide good governance for Surfing New Zealand Incorporated;
- (c) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of Surfing New Zealand Incorporated;
- (d) must exercise a power as an Officer for a proper purpose;
- (e) must not act, or agree to Surfing New Zealand Incorporated acting, in a manner that contravenes the Act or this Constitution;
- (f) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of Surfing New Zealand Incorporated, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- (g) must not agree to the activities of Surfing New Zealand Incorporated being carried on in a manner likely to create a substantial risk of serious loss to Surfing New Zealand Incorporated's creditors or cause or allow the activities of Surfing New Zealand Incorporated to be carried on in a manner likely to create a substantial risk of serious loss to Surfing New Zealand Incorporated's creditors;
- (h) must not agree to Surfing New Zealand Incorporated incurring an obligation unless the Officer believes at that time on reasonable grounds that Surfing New Zealand Incorporated will be able to perform the obligation when it is required to do so; and
- (i) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
  - (i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - (ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
  - (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted;

- (j) not disclose information that the Board Member would not otherwise have available other than in their capacity as a Board Member, to any person, or make use of or act on the information except:
  - (i) as agreed by the Board for the purposes of Surfing New Zealand Incorporated;
  - (ii) as required by law; or
  - (iii) to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993.

20.2 If any situation arises that, in the opinion of the Board, is not provided for in this Constitution or any Regulations, or if any disputes arises out of the interpretation of this Constitution or any Regulations, the matter or dispute will be determined by the Board.

## 21. INTERESTS

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21.1 An Officer is **Interested** in a Matter if the Officer:

- (a) may obtain a financial benefit from the Matter; or
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter; or
- (c) may have a financial interest in a person to whom the Matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates,

but an Officer is not interested in a Matter:

- (e) merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- (f) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of Surfing New Zealand Incorporated due to the membership of those Members; or
- (g) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.

21.2 The Board must keep an Interests Register.

21.3 An Officer who is Interested in a Matter relating to Surfing New Zealand Incorporated must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the Interests Register.

21.4 A Board Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;

- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;
  - (c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent;
  - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 21.5 Despite Rule 21.4, if 50% or more Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.
- 21.6 The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

## **22. BOARD MEETINGS AND PROCEDURE**

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- 22.1 At its first meeting following the AGM, the Board must elect a Chairperson.
- 22.2 Except to the extent specified in this Constitution, the Board regulates its own procedure.
- 22.3 The role of a Chairperson is to chair meetings of the Board and to represent the Board and guide the organisation while also supervising the CEO. If the Chairperson is unavailable, another Board Member appointed by the Board undertakes the Chairperson's role during the period of unavailability.
- 22.4 Board meetings may be called at any time by the Chairperson or three (3) Board Members but generally the Board meets at regular intervals agreed by the Board.
- 22.5 The quorum for a Board meeting is five (5) Board Members.
- 22.6 Each Board Member has one (1) vote. On a tied vote the Chairperson has an additional casting vote. Voting is by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 22.7 A resolution in writing, signed or consented to by email or other forms of visible or other electronic communication by the required majority for such resolution is as valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one (1) or more Board Members.
- 22.8 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution without being physically present. This may only occur at meetings by telephone, through video conference or by other 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 a Board Member in this manner at a meeting constitutes the presence of that Board Member at that meeting.
- 22.9 The Board may, by majority vote, pay an honoraria and/or reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of Surfing New Zealand Incorporated's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.

## **23. CHIEF EXECUTIVE**

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- 23.1 There is a Chief Executive of Surfing New Zealand Incorporated employed on terms determined by the Board.
- 23.2 The Chief Executive is under the direction of the Board and is responsible for the day-to-day management of Surfing New Zealand Incorporated within any authority delegated by the Board.
- 23.3 The Chief Executive may attend Board meetings if required by the Board, but has no vote.

## **24. GENERAL MEETINGS**

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- 24.1 Surfing New Zealand Incorporated must hold an AGM once every year at such time, date and place as the Board determines but not more than six months after the balance date of Surfing New Zealand Incorporated and not more than 15 months after the last AGM.
- 24.2 Any other General Meeting is a SGM.
- 24.3 Surfing New Zealand Incorporated must give Members at least 120 days' written notice of the AGM.
- 24.4 By no later than 30 days before the date set for the AGM, proposed motions (including alterations to the Constitution), and other items of business must be received in writing by the Chief Executive from the Members and/or the Board.
- 24.5 The following items of business are discussed at the AGM:
  - (a) the annual report for the preceding financial year;
  - (b) the receipt from the Board of the annual financial statements;
  - (c) the auditor's report to Members on the financial statements audited by a qualified auditor or the reviewer's report of the financial statements for the preceding financial year;
  - (d) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate) for the preceding financial year;
  - (e) the announcement of any new Appointed Board Members;
  - (f) the election of Elected Board Members;
  - (g) the appointment of scrutineers for the meeting;
  - (h) any motion(s) proposing to alter the Constitution properly submitted for consideration at the AGM;
  - (i) any other motions properly submitted for consideration at the AGM; and
  - (j) any other items of business properly submitted for consideration at the AGM.
- 24.6 In addition to the notification to Members of the candidates for election by no later than 45 days prior to the date of the AGM (Rule 19), an agenda of items of business for the AGM is sent to the Board and the Members by no later than 21 days before the date of the AGM. No

additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

- 24.7 The Board must call a SGM upon a written request from:
- (a) the Board itself; or
  - (b) Members with signed support for their request from all of the following:
    - (i) 35% of the number of Incorporated Clubs; and
    - (ii) 35% of the number of Regional Bodies; and
    - (iii) 35% of the number of Unincorporated Clubs; and
    - (iv) 35% of the number of Associates.
- 24.8 The written request for an SGM must state the purpose for which the SGM is requested.
- 24.9 The SGM must only deal with the business for which the SGM is requested.
- 24.10 Not less than 30 days' notice of the SGM together with a copy of the written request for the AGM is communicated to Members and the Board. The Board can shorten the period of notice if the Board in its discretion determines that the SGM business is of such urgency that a shorter period of notice is to be given.
- 24.11 Minutes are kept of General Meetings and are available upon request by Members.
- 24.12 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 to all Members and any other error in the organisation of the meeting does not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) the Chairperson in their 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 a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.
- 24.13 No business is transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting is 40% of the Members who are entitled to vote, including Members present by casting votes by electronic means (if that method of voting is permitted by the Board under Rule 24.19). The quorum must be present at all times during the meeting.
- 24.14 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting is adjourned to such other day, time and place as determined by the Board. If no quorum is obtained at a further AGM, the Members present are deemed to be a valid quorum for the AGM. If no quorum is obtained at a further SGM, the SGM is cancelled.
- 24.15 If the Board allows it for the particular General Meeting, Members eligible to do so may participate and vote in a General Meeting without being physically present. This may only occur by audio, audio-visual or electronic communication specified by the Board, and provided that:

- (a) prior notice of the Member intention to be present by such means is given to, and as required by Surfing New Zealand Incorporated; and
- (b) all persons participating in the General Meeting are able to hear each other effectively and simultaneously.

Participation by a Member in this manner at a General Meeting constitutes their presence at that meeting.

24.16 The Chairperson of Surfing New Zealand Incorporated presides at the General Meeting but if unavailable another member of the Board (appointed by the Board) presides. In the absence of both, the Members present elect a chairperson.

24.17 The following persons are eligible to be present, speak and vote at a General Meeting:

- (a) one (1) delegate of each Club; and
- (b) one (1) delegate of each Associate; and
- (c) one (1) delegate from each Regional Body.

Individual Members may attend and speak at a General Meeting but do not have voting rights.

24.18 The voting entitlement for electing Elected Board Members is:

- (a) one (1) delegate of each North Island Club is eligible to vote on the election of the North Island Elected Board Member, the General Elected Board Member and the Maori Elected Board Member;
- (b) one (1) delegate of each South Island Club is eligible to vote on the election of the South Island Elected Board Member, the General Elected Board Member and the Maori Elected Board Member;
- (c) one (1) delegate of each North Island Regional Body is eligible to vote on the election of the North Island Elected Board Member, the General Elected Board Member and the Maori Elected Board Member;
- (d) one (1) delegate of each South Island Regional Body is eligible to vote on the election of the South Island Elected Board Member, the General Elected Board Member and the Maori Elected Board Member;
- (e) one (1) delegate of each Associate is eligible to vote on the election of the General Elected Board Member and the Maori Elected Board Member.

24.19 Voting is by voices or show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution. Postal, e-mail or electronic votes are permitted where the Board has determined that they will be allowed for the specific meeting and subject to any conditions set by the Board.

24.20 Elections of the Elected Board Members at an AGM are undertaken by secret ballot. The highest polling candidate will be declared elected. If the votes are tied for the highest polling candidates, a further vote will occur between the tied candidates and if still tied, the tied candidates draw lots to determine the successful candidate.

24.21 If there are:

- (a) the same number of nominations for Elected Board Members as positions available those nominees are deemed elected without an election;
  - (b) insufficient nominations for an Elected Board Member position it is left vacant and dealt with as a vacancy.
- 24.22 An Ordinary Resolution at a General Meeting is sufficient to pass a resolution except as specified in this Constitution.
- 24.23 In the event of a tied vote on an Ordinary Resolution at a General Meeting, but excluding elections, the Chairperson has an additional or casting vote.
- 24.24 If a secret ballot is conducted, two (2) scrutineers must be appointed to count the votes.
- 24.25 Written resolutions may not be passed in lieu of a General Meeting.

## 25. FINANCES

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- 25.1 The funds and property of Surfing New Zealand Incorporated are:
  - (a) controlled, invested and disposed of by the Board, subject to this Constitution; and
  - (b) devoted solely to the promotion of the Purposes.
- 25.2 Unless otherwise determined by the Board, the financial year of Surfing New Zealand Incorporated ends on the 30th day of June.
- 25.3 Financial statements are audited (if required by law or the Board) each year and if so the audited accounts are submitted to the AGM. If a review is permitted then the reviewed accounts are submitted to the AGM. The auditors or reviewers are appointed each year by the Board.

## 26. INTEGRITY

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- 26.1 In this Rule 26 **Integrity Code** means an integrity code issued by the Sport Integrity Commission under section 19 of the Integrity Sport and Recreation Act 2023.
- 26.2 If Surfing New Zealand Incorporated adopts an Integrity Code, the Members of Surfing New Zealand Incorporated are bound by the Integrity Code.

## 27. DISPUTE RESOLUTION

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- 27.1 In this Rule 27:
  - (a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and Surfing New Zealand Incorporated, that relates to an allegation that:
    - (i) a Member or an Officer has engaged in misconduct, including but not limited to where a Member has acted in a manner which is harmful to Surfing New Zealand Incorporated or inconsistent with the standards of behaviours expected of a Member; or

- (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (iii) Surfing New Zealand Incorporated has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;
- (b) **Disputes Procedure** means the procedure for resolving a Dispute set out in Rules 27.5 to 27.15;
- (c) a **Member** is a reference to a Member acting in their capacity as a Member;
- (d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

27.2 The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

27.3

- (a) If the Dispute is dealt with by a separate procedure under this Constitution or in a Regulation (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.
- (b) If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

27.4 If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

### ***Disputes Procedure***

27.5 A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Board setting out:

- (a) the allegation to which the dispute relates and who the allegation is against; and
- (b) any other information reasonably required by Surfing New Zealand Incorporated.

27.6 Surfing New Zealand Incorporated may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.

27.7 The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

27.8 A Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If Surfing New Zealand Incorporated makes a Complaint, Surfing New Zealand



Incorporated has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of Surfing New Zealand Incorporated.

27.9 A Member or Officer or Surfing New Zealand Incorporated must be taken to have been given the right if:

- (a)
- (b) the Member or Officer or Surfing New Zealand Incorporated has a reasonable opportunity to be heard in writing or at an oral hearing (if one is to be held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the Member's or Officer's or Surfing New Zealand Incorporated's written statement or submissions are considered by the decision maker.

27.10 The Member or Officer who, or Surfing New Zealand Incorporated which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is Surfing New Zealand Incorporated, a Board Member may exercise the right on behalf of Surfing New Zealand Incorporated. A Member must be taken to have been given the right if:

- (a) the Member or Officer or Surfing New Zealand Incorporated is fairly advised of all allegations, with sufficient details and time given to enable a Member to prepare a response; and
- (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the Respondent's written statement or submissions are considered by the decision maker.

27.11 Surfing New Zealand Incorporated must as soon as is reasonably practicable after receiving a Complaint, investigate and determine the Complaint in a fair, efficient and effective manner. Surfing New Zealand Incorporated. Any person who is a decision maker may impose any reasonable penalty or sanction including but not limited to suspension or termination of a Member's rights or membership.

27.12 Despite the content of this Rule 27 and any other provision in this Constitution or in Regulations, Surfing New Zealand Incorporated may decide not to proceed with a matter if:

- (a) the Complaint is trivial; or
- (b) the Complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) any material misconduct; or

- (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
  - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
- (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the Complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
- (f) there has been undue delay in making the Complaint; or
- (g) the Complaint involves two Members who are also members of an organisation (**Organisation X**) which is also a Member of Surfing New Zealand Incorporated and the Complaint has either been dealt with by Organisation X or is required to be, pursuant to the dispute resolution procedures of Organisation X.

27.13 Surfing New Zealand Incorporated may refer a complaint or grievance to:

- (a) a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or
- (b) a subcommittee or an external person to investigate and report: or
- (c) a subcommittee, a tribunal or an external person to investigate and make a decision; or
- (d) any type of consensual dispute resolution with the consent of all parties to the Complaint.
- (e) The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.

27.14 An individual may not act as a decision maker in relation to a Complaint if two (2) or more members of the Board consider that there are reasonable grounds to believe that the individual may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

27.15 If any process of Surfing New Zealand Incorporated affords a right of appeal or review for a person who is subject to any matter referred to in Rule 27 the person may access that process but has no other or additional rights of appeal or review except in the following case. If the penalty is that a Member's membership is terminated and the appeal process has not already included a right of appeal to the Sports Tribunal of New Zealand, the Member may appeal to the Sports Tribunal. The appeal must be filed within 10 days of the decision which is being appealed and the appeal will be heard and determined in accordance with the Rules of the Tribunal and may only be made on one (1) or more of the following grounds:

- (a) that natural justice was denied;
- (b) that the decision maker acted outside of its power and/or jurisdiction;

- (c) that substantially new evidence has become available after the decision which is being appealed was made;
- (d) the penalty was either excessive or inappropriate.

## **28. ALTERATIONS OF CONSTITUTION**

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- 28.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 28.2 No alteration, addition to or revision of this Constitution is approved if it would allow personal pecuniary profits to any individual. This Rule 28.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.
- 28.3 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

## **29. PROHIBITION ON PERSONAL BENEFIT**

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- 29.1 The Officers and Members may not receive any distributions of profit or income from Surfing New Zealand Incorporated. This does not prevent Officers or Members:
  - (a) receiving reimbursement of actual and reasonable expenses incurred, or
  - (b) entering into any transactions with Surfing New Zealand Incorporated for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,provided no Officer or Member is allowed to influence any such decision made by Surfing New Zealand Incorporated in respect of payments or transactions between it and them, their direct family or any associated entity. This provision and its effect must not be removed from this Constitution and must be included in any alteration of, addition to, or revision of, this Constitution.

## **30. LIQUIDATION AND REMOVAL**

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- 30.1 The Board must give notice to all Members at least 20 Working Days of a proposed motion:
  - (a) to appoint a liquidator;
  - (b) to remove Surfing New Zealand Incorporated from the Register of Incorporated Societies; or
  - (c) for the distribution of Surfing New Zealand Incorporated's surplus assets.
- 30.2 The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

- 30.3 Surfing New Zealand Incorporated must be liquidated if:
- (a) at a General Meeting of its Members, a Special Resolution is passed appointing a liquidator and requiring Surfing New Zealand Incorporated to be liquidated;
  - (b) the resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days later.
- 30.4 Any resolution for a motion set out in Rules 30.1(b) and 30.1(c) must be passed by a Special Resolution of Members.
- 30.5 If upon the winding-up or dissolution of Surfing New Zealand Incorporated there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property is not to be paid to or distributed among the Members but is to be given or transferred to some other not for profit entity having purposes similar to the Purposes, or to some other not for profit entity within New Zealand.

## **31. INDEMNITY AND INSURANCE**

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- 31.1 Surfing New Zealand Incorporated indemnifies every current and former member of the Board, the BAP, the Chief Executive and other Officers and employees of Surfing New Zealand Incorporated as permitted by section 96 of the Act.
- 31.2 With the prior approval of its Board, Surfing New Zealand Incorporated may effect insurance for its current and former Officers and employees as permitted by section 97 of the Act.
- 31.3 Surfing New Zealand Incorporated is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:
- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
  - (b) costs incurred by the Officer for any claim or proceeding relating to that liability.

## **32. TRANSITION**

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- 32.1 This Rule 32 applies to facilitate transition of Surfing New Zealand Incorporated from the previous constitution to this Constitution. If there is inconsistency between this Rule 32 and any other Rule in this Constitution, this Rule 32 applies to the extent of the inconsistency and the other Rule does not.
- 32.2 Subject to the Act, the Board may amend any requirement for and/or the date by which this Constitution requires anything to be done. This Rule 32 applies for a period of 13 months and is solely to enable flexibility in the transition of Surfing New Zealand Incorporated from the previous constitution to this Constitution and to correct any unintended consequences occurring through different wording being used.
- 32.3 Subject to this Constitution:
- (a) every Board Member who was a Board Member of Surfing New Zealand Incorporated immediately prior to the commencement of this Constitution, continues as a Board Member.

- (b) every Member which was a member of Surfing New Zealand Incorporated and recorded on the Register immediately prior to the commencement of this Constitution, continues as a Member.

32.4 All bylaws, policies, regulations of Surfing New Zealand Incorporated which were in force immediately prior to this Constitution or any previous constitution coming into force continue in force, until such time as they are revoked by the Board. If any of those bylaws, policies, regulations are inconsistent with this Constitution (whether in whole or in part), the Board will determine the matter as it sees fit, to the extent of any such inconsistency.