

**THE INCORPORATED SOCIETIES ACT 1908**

**RULES OF**

**SURFING NEW ZEALAND INCORPORATED**

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**THE INCORPORATED SOCIETIES ACT 1908**  
**RULES OF**  
**SURFING NEW ZEALAND INCORPORATED**

**1. NAME**

The name of the Society shall be "Surfing New Zealand Incorporated" ("SNZ").

**2. OBJECTIVES**

The Objectives of SNZ are:

- 2.1 To govern and administer the sport of surfing within New Zealand.
- 2.2 To, encourage, promote, and advance the sport of surfing in New Zealand.
- 2.3 To promote and conduct contests, coaching and judging courses and other events, and meetings of and for members at a national and international level.
- 2.4 To encourage involvement of members in events organised/run by SNZ.
- 2.5 To select New Zealand surfing teams.
- 2.6 To co-operate with any other society, person, or body whether incorporated or not whose Objectives are the same as or similar to those of SNZ, and to liaise with other national and international surfing bodies and associations.
- 2.7 To provide a national affiliation system and a system of regional representation for surfing clubs and surfers in New Zealand.
- 2.8 To do all such things as are incidental or conducive to the attainment of the above Objectives.

**3. REGISTERED OFFICE**

The registered office of SNZ shall be situated at such place as the Board shall from time to time determine.

**4. MEMBERSHIP**

- 4.1 Membership of SNZ shall be open to any person, unincorporated surfing club, or incorporated surfing club within New Zealand willing to support the Objectives of SNZ.

**4.2 Classes of Members**

4.2.1 Individual members.

- Junior members shall be those members 18 years or under as at 1 January in each year.
- Senior members shall be all other members.

- Competition members shall be Junior or Senior members who wish to be eligible to accept prize money in any contest sanctioned by SNZ.

#### 4.2.2 Incorporated Clubs

An Incorporated Club is a club incorporated under the Incorporated Societies Act 1908, which has Objectives consistent with the Objectives of SNZ.

#### 4.2.3 Unincorporated Clubs

An Unincorporated Club is a club that is not incorporated under the Incorporated Societies Act 1908 or any other legislation and which has Objectives consistent with those of SNZ and which has no less than three members as at the date of application for membership.

#### 4.2.4 Life members

Life members are such individual Senior members as may be granted life membership by SNZ in general meeting on the recommendation of the Board, provided that such members shall only be eligible for life membership through outstanding service to SNZ. Life members shall hold the membership rights for life without payment of subscriptions or levies.

#### 4.2.5 Probationary members

Refer Rule 4.4.4 and 4.5.4

#### 4.2.6 Such other class of membership as may be prescribed from time to time by resolution passed in the same manner as for an alteration of the Rules of SNZ (Rule 18).

### 4.3 **Application for membership by individuals**

4.3.1 Every application shall be in writing and be signed by the applicant and be accompanied by evidence of sponsorship by an existing member of SNZ (not being a Junior member).

4.3.2 The application must provide the name, residential address, date of birth and occupation of the applicant.

4.3.3 Payment of the subscription due for the current year must accompany every application for membership.

4.3.4 Acceptance for membership shall be determined by the Board and each applicant shall be notified by SNZ whether or not the application has been accepted and any terms of acceptance.

#### **4.4 Application for Membership by Incorporated Clubs**

- 4.4.1 The application must contain a copy of the Certificate of Incorporation of the applicant and a copy of the Rules of the applicant as registered in accordance with the Incorporated Societies Act 1908.
- 4.4.2 Payment of the subscription due for the current year must accompany every application for membership.
- 4.4.3 Acceptance for membership shall be determined by the Board and each applicant shall be notified by SNZ whether or not the application has been accepted and any terms of acceptance.
- 4.4.4 Should the Board accept any such application for membership, it will be a condition of such acceptance that the applicant club's membership will be subject to a probationary period of one year from date of notification of acceptance. During the probationary period the applicant will have no voting rights at any general meeting, and the Board may cancel the applicant's membership at any time within the probationary period at the Board's sole discretion.

#### **4.5 Application for Membership by Unincorporated Clubs**

- 4.5.1 Every application shall be in writing and signed by three members of the club and specify the residential address and name of the person authorised by the club to receive correspondence. The person authorised to receive correspondence must be one of the members signing the application.
- 4.5.2 Payment of the subscription due for the current year must accompany every application for membership.
- 4.5.3 Acceptance for membership shall be determined by the Board and each applicant shall be notified by SNZ whether or not the application has been accepted and any terms of acceptance.
- 4.5.4 Should the Board accept any such application for membership, it will be a condition of such acceptance that the applicant club's membership will be subject to a probationary period of one year from date of notification of acceptance and the Board may terminate the applicant's membership at any time within the probationary period at the Board's sole discretion.

#### **4.6 Individual Membership through Club Membership**

- 4.6.1 Every individual who is a member of an incorporated surfing club is a member of SNZ.

#### **4.7 Duties of Incorporated Club Members of SNZ**

- 4.7.1 To pay the Incorporated Club's annual membership subscription to SNZ.
- 4.7.2 To encourage all members of the club to become a Competition Member of SNZ.
- 4.7.3 To provide:

- i. a full list of its membership; and
- ii. such information as the Board may require from time to time,  
to SNZ by 1 September in each year.

## **5. PAYMENT OF SUBSCRIPTIONS AND LEVIES**

- 5.1 The annual subscription for each class of membership will be fixed each year by the Board and every member shall pay to SNZ such annual subscription no later than 90 days after the date on which the subscriptions are fixed.
- 5.2 Any levy approved in accordance with Rule 10.2.4ii will also be paid by every member to SNZ no later than 90 days after the date on which the levy is approved.
- 5.3 No member will be entitled to enter or organise any competition, be a Board member, hold office or any other position in SNZ or be entitled to attend or, in the case of any Incorporated Club member, vote at any general meeting unless any relevant subscription and/or levy has been paid on time in accordance with Rules 5.1 and 5.2.

## **6. RESIGNATION OF MEMBERS**

- 6.1 Any member may resign by giving written notice to the secretary.
- 6.2 Any resignation shall take effect from the end of the current financial year in which it occurs but the member resigning shall remain liable to pay all subscriptions, levies and any other fees to the end of that year.
- 6.3 Upon resignation the member shall cease to hold himself or herself out as a member of SNZ, and shall return to SNZ all material produced by SNZ (including any membership certificate, handbooks and other property).

## **7. CANCELLATION OF MEMBERSHIP**

- 7.1 The Board may at any time, cancel the membership of any member on the occurrence of any of the following:
  - 7.1.1 A breach of these Rules.
  - 7.1.2 A breach of the Rules made by the Board under Rule 10.2.11.
  - 7.1.3 A breach of any contest Rules sanctioned by SNZ.
  - 7.1.4 Conduct which brings disfavour or disrepute on SNZ.
  - 7.1.5 A failure to comply with the membership requirements of SNZ.
  - 7.1.6 The Board deciding in its sole discretion and for whatever reason that the membership of any member be cancelled.
  - 7.1.7 Members who are selected for national representation and fail to attend meetings, compete or act out chosen duties after being notified of selection and

costs, are liable to one year's suspension, or such action as may be thought fit by the Board.

- 7.2 Cancellation of membership shall not release a member from liability for payment of any annual subscription and any other amounts owing to SNZ.
- 7.3 Before exercising such a power of cancellation, the Board shall advise the member of the alleged breach, conduct, failure, or reason, at a meeting of the Board and furnish the member no less than 10 days to reply to the Board in writing in respect of the allegation. Having heard the member, the Board shall make a decision. Any member aggrieved by the decision of the Board may appeal to the Sports Disputes Tribunal of New Zealand. The appeal must be filed within 10 days of the Board's decision and the appeal will be heard and determined in accordance with the Rules of that Tribunal and may only be made on one or more of the following grounds:
- 7.3.1 That natural justice was denied.
- 7.3.2 That the Board acted outside of its power and/or jurisdiction.
- 7.3.3 That substantially new evidence has become available after the decision which is being appealed was made.
- 7.3.4 In respect of a decision relating to misconduct, the penalty was either excessive or inappropriate.

## 8. **BOARD**

- 8.1 The affairs and business of SNZ will be controlled and managed by a Board of five members.
- 8.2 For the purposes of this Rule 8, the word "member(s)" means "Individual Senior member(s)".
- 8.3 The Board shall consist of a president, vice-president, North Island representative, South Island representative, and one other member.
- 8.4 The president, vice-president, North Island and South Island representatives will be elected for a term of 2 years. The other member of the Board will be elected for a term of 1 year.
- 8.5 No member may be elected as president unless they are a present or past member of the Board and have been a member for at least one year.
- 8.6 No member may be elected as a North Island representative unless that member resides in the North Island and is a member of an incorporated North Island surfing club which is also a member of SNZ.
- 8.7 No member may be elected as a South Island representative unless that member resides in the South Island and is a member of an incorporated South Island surfing club which is also a member of SNZ.
- 8.8 Each Board member must be a member of SNZ throughout that member's term in office and pay all subscriptions and levies due at all times.
- 8.9 The Board shall be elected as follows:

- 8.9.1 A president, a vice-president, a North Island representative, a South Island representative, and one other member will be elected at an annual general meeting. Nominations of all candidates must be:
- i. In writing, specify the position sought on the Board, and signed by the candidates;
  - ii. Signed by two other members as proposer and seconder respectively; and
  - iii. Notified to SNZ not less than 30 days before the date set by the Board for the annual general meeting; and
- 8.9.2 SNZ shall publish the names of all nominated candidates whose nominations have been accepted along with the Board positions sought by each candidate on the SNZ website as soon as reasonably possible following the closure of the time period for nominations.
- 8.9.3 If insufficient valid nominations are received, such members of the Board as are elected can co-opt additional members to make up the balance of the Board in accordance with Rule 10.2.10.
- 8.9.4 For the sake of certainty no person can be elected to or serve on the Board while employed by SNZ.
- 8.9.5 Once elected, the names of the Board members will be recorded in writing by the chairperson and published:
- i. to all Incorporated Club members;
  - ii. to all Unincorporated club members;
  - iii. in SNZ's next newsletter to its members;
  - iv. posted on SNZ's website; and
  - v. to any member who requests that information in writing.
- 8.9.6 The Board shall select a secretary and treasurer by consensus.
- 8.9.7 Any vacancy in the Board occurring after the annual general meeting in any year may be filled by the Board in accordance with Rule 10.2.10.

## 9. OFFICERS

### 9.1 The office of president

- 9.1.1 The president shall chair meetings of the Board and general meetings.
- 9.1.2 The president is the mouthpiece of SNZ and shall be responsible for explaining the policies and decisions of the Board, and to see that the Board and office bearers and members carry out their duties and behave in accordance with the Rules.



9.2 The office of vice-president

9.2.1 The vice-president shall substitute for the president should the president be unavailable for whatever reason.

9.3 The office of secretary

9.3.1 The secretary shall:

- i. conduct the correspondence of SNZ and have the custody of all documents belonging to SNZ;
- ii. shall keep full and correct minutes of all Board and general meetings and shall produce them at all meetings;
- iii. shall keep a register of any formal resolutions made by the Board or at general meetings and of all documents to which the seal of SNZ is affixed, and a rule book containing an up to date copy of any rules made by the Board under Rule 10.2.11.
- iv. file all records, reports and communications connected with the business of SNZ.
- v. keep a register of members in terms of Section 22 of "The Incorporated Societies Act 1908". The register must record an up to date list of all members, showing date of joining, and any other pertinent facts relating to each member as are authorised by law or the member.

9.3.2 The Board may delegate the duties of the secretary to any competent person as it thinks fit.

9.3.3 The secretary shall not have the power to delegate the secretary's duties.

9.4 The office of treasurer

9.4.1 The treasurer shall:

- i. receive all money due to SNZ and issue SNZ's receipt;
- ii. pay all money to SNZ's account with such bank or banks as the Board may from time to time decide;
- iii. submit to the annual general meeting each year an audited account of the receipts and disbursements and a statement of the assets and liabilities, and shall forward a certified copy to the Registrar as required under Section 23 of "The Incorporated Societies Act 1908"; and
- iv. produce a statement of all cash transactions at each meeting of the Board.

9.4.2 The Board may delegate the duties of the treasurer to any competent person as it thinks fit.

9.4.3 The treasurer may delegate the duties of the treasurer to an employee or contractor of SNZ only with the prior written consent of the Board.

## 10. POWERS AND DUTIES OF THE BOARD

- 10.1 Subject to the directions of SNZ in general meeting, the Board will be responsible for the conduct of SNZ's affairs. The Board may exercise all SNZ's powers, other than those required by statute or by these Rules to be exercised by SNZ in general meeting.
- 10.2 Without prejudice to the general powers of the Board, the Board may do any of the following:
- 10.2.1 Purchase, lease or acquire for SNZ any real or personal property or any rights or privileges at such considerations or price and generally on such terms and conditions as it thinks fit, and to give and execute mortgages and enter into security agreements over the real and personal property purchased or acquired for the purchase money or any part of the purchase money upon such terms and conditions as the Board thinks fit.
  - 10.2.2 Purchase, construct, alter and maintain buildings, fences, machinery and other works as it considers necessary for the use of SNZ, and to lease any land or tenement, and to purchase, sell, lease or let land or any interest in land for such consideration or price or for such term and upon such rental as the Board thinks fit.
  - 10.2.3 Borrow or raise money by bonds, mortgages and other means from banks or other financial institutions and people with or without security over the real or personal property of SNZ charging the whole or any part of the assets of SNZ, and execute mortgages and security agreements to secure the same.
  - 10.2.4 To raise money by way of:
    - i. Subscriptions from members.
    - ii. Levies on members where the imposition of such levies has been approved by a resolution passed by a two thirds majority at a general meeting.
    - iii. Competition membership fees from Competition members.
  - 10.2.5 Enter into all negotiations, contracts and agreements in the name and on behalf of SNZ as it may consider expedient for SNZ's purposes, provided that such negotiations, contracts and agreements are not in conflict with SNZ's Objectives,
  - 10.2.6 Receive and give receipts and sign discharges for all gifts, legacies, bequests or other money, and to execute any trust created for any of the Objectives of SNZ or for the purpose of furthering any of the Objectives.
  - 10.2.7 Invest the funds of SNZ in such securities as would be considered prudent trustee investments, deposit funds with Banks, and from time to time vary such investments.
  - 10.2.8 Exercise all the rights, powers and duties which under these Rules are required to be exercised by the Board.
  - 10.2.9 Engage, control and dismiss employees and exercise all administrative power as may be necessary to effect SNZ's purposes.

- 10.2.10 Co-opt any person with the appropriate skills for any specific purpose or for a limited period, or generally until the next annual general meeting to serve on the Board under the control of the Board upon such conditions as the Board may determine.
  - 10.2.11 Make, alter, and repeal rules not inconsistent with these Rules and such as are not required to be made in general meeting as it may consider necessary from time to time for the well being and proper conduct of SNZ. Any such rules are to be recorded in writing and kept by the secretary and published to member clubs on SNZ's website, and sent to the Individual members upon request and payment of any reasonable cost of copying and postage.
  - 10.2.12 Can delegate any of its powers and duties on such terms and conditions as the Board thinks fit. Any such appointment or delegation may be revoked at will by the Board.
  - 10.2.13 Subject to any rights and procedures set out in these Rules to deal with discipline and disputes, the Board may in its discretion agree to refer certain sports related matters to the Sports Disputes Tribunal of New Zealand as set out in the rules of that Tribunal. The Board must deal with any anti doping violation in accordance with SNZ's Model Anti Doping Policy.
  - 10.2.14 Conduct any activity or carry on any business and do all such things as are incidental or conducive to the attainment of the Objectives of SNZ.
  - 10.2.15 Promote form and incorporate or concur in any steps of proceedings which may be taken to incorporate a limited liability company for any purpose consistent with the Objectives of SNZ.
  - 10.2.16 Use SNZ's funds as it thinks necessary and proper in payment of its costs and expenses.
  - 10.2.17 Consider applications for membership and reject or grant any application in the Board's sole discretion, and any membership may be granted subject to any terms or conditions as the Board in its sole discretion deems fit.
- 10.3 Meetings of the Board shall take place at such times and places and in such manner as the Board may determine, subject to the following Rules:
- 10.3.1 Any Board member who does not attend 3 consecutive Board meetings shall, in the absence of any reasonable excuse, be removed from office on the Board. The vacancy shall be filled by the Board in accordance with the Rules.
  - 10.3.2 A quorum of the Board shall be 3 members. Only Board members present in person or attending by telephone or video link shall be counted in the quorum.
  - 10.3.3 Any absent Board members may vote on any particular issue by giving their vote, in writing, to the secretary prior to the commencement of the meeting.
  - 10.3.4 Each Board member shall have 1 vote and the president shall have a casting vote in any case where votes are equal.

10.3.5 If the president is unavailable to chair the meeting, the quorum members shall vote a chairperson for the meeting.

10.3.6 The Board may transact business in open or closed Board. Any financial member shall be entitled to attend any Board meeting and witness any business transacted in open Board. The member shall have no speaking or voting rights, may not take part in any debates and may only address the Board on the invitation of the chairperson.

## 11. MEETINGS

11.1 An annual general meeting shall be held once each year at a time and place fixed by the Board but no later than five months after the end of the financial year (for the sake of certainty, the end of SNZ's financial year is 30 June in each year). At the meeting the business to be transacted shall be:

11.1.1 To receive and consider the Annual Report of the Board.

11.1.2 To receive the annual statement of accounts of the preceding year and an estimate of the receipts and expenditure for the ensuing year.

11.1.3 To elect the president, vice-president, North Island representative, South Island representative, and one other member to the Board.

11.1.4 To decide on any resolution that may be properly submitted to the meeting.

11.1.5 To discuss any other business.

11.2 Special general meetings may only be called as follows:

11.2.1 By the Board at any time by giving not less than 14 days notice; or

11.2.2 By the secretary on receipt of a written request to do so signed by one half of members entitled to vote at general meetings.

11.3 Any notice of or request for a special general meeting shall include details of the business to be discussed, and the business to be dealt with at a special general meeting shall be limited to the matters stated in the written request or notice of the meeting.

## 12. PROCEDURE AT GENERAL MEETINGS

12.1 In this clause:

12.1.1 "Present" means physically present at the meeting or present by means of audio and visual communication link by which all members constituting a quorum can simultaneously see and hear each other throughout the meeting. The link will be set up by SNZ and notified in the notice of meeting in accordance with Rule 13.1.2.

12.1.2 "Representative" means a person who is a member of an Incorporated Club and who is authorised to vote on behalf of that Incorporated Club, and where such authorisation is recorded in writing and signed by that Incorporated Club's president and one other member of that Incorporated Club's committee and provided in hard copy (or electronic form able to be printed) to SNZ 24 hours prior to the meeting.

For the avoidance of doubt a Representative may only represent one Incorporated Club at a general meeting.

12.2 At all general meetings one quarter of members which are entitled to vote and Present at the meeting shall constitute a quorum.

12.3 At all general meetings the president, and in that person's unavailability the vice president, shall chair the meeting. If the president and the vice-president are not available then a chairperson must be elected from the Board members Present by majority vote by the Representatives of the members entitled to vote and who are Present at the meeting.

12.4 Voting

12.4.1 Any member which is an Incorporated Club, and which is Present via a Representative at any meeting shall have one vote upon every motion. In any case where the votes are equal the chairperson shall have a casting vote.

12.4.2 For the sake of certainty, it is recorded that any member who is an Individual, a Probationary member, or an Unincorporated Club does not have the right to vote at any general meeting, apart from the chairperson in exercising a casting vote.

12.4.3 The method of voting by members Present at any meeting shall be determined by the chairperson.

12.4.4 If there is any uncertainty about a Representative's authority to vote, or an Incorporated Club's right to vote, the chairperson shall have absolute discretion at the meeting to decide whether or not the vote can be cast.

12.5 Agenda items and remits to be considered at general meetings must be submitted in advance of the meeting to SNZ on the form provided with the notice of meeting served in accordance with Rule 13.

12.6 SNZ is not required to enquire into the internal management of any Incorporated Club or the authorisation of its Representative at any general meeting.

## 13. **NOTICES**

13.1 Service of Notices

13.1.1 Every notice required to be given to a member (including a Board member) will be deemed to have been given when it is:

- i. Posted on SNZ's website; or
- ii. Posted by pre-paid post to, or left at, the Member's last known address or place of business; or
- iii. Given to members (including Board members) in person; or
- iv. Emailed to the member's last known email address if given to SNZ for that purpose.

13.1.2 Notice of an annual general meeting shall:

- i. be given (not less than) 60 days prior to the meeting date; and
- ii. advise date, time and location of the meeting; and
- iii. advise the location and procedure for members to be present at the meeting via any audio and visual communication link set up by SNZ; and
- iv. state the nature of the business and call for remits and Board nominations to be given 30 days prior to the meeting.

13.1.3 Notice of a special general meeting shall be given by:

- i. publishing notice of the meeting in daily newspapers circulating in the regions of Auckland, Wellington, Christchurch and Dunedin; and
- ii. posted on the SNZ website; and
- iii. emailed to the member's last known email address if given to SNZ for that purpose; and
- iv. posted to all member clubs,

not less than 14 clear days before the Meeting.

#### 14. **ACCOUNTS**

14.1 Accounts shall be properly maintained with respect to all money received and expended by SNZ and a Statement of Income and Expenditure shall be drawn up to the 30th day of June in each year. The accounts shall be subject to an audit by an auditor appointed by SNZ and an audited copy of the Statement shall be made available at the annual general meeting.

#### 15. **COMMON SEAL**

15.1 SNZ shall provide a common seal which shall be in the custody of the president. The seal shall only be affixed to any document after the passing of a resolution of the Board and must be witnessed by two Board members.

#### 16. **PRIVATE PECUNIARY PROFIT**

16.1 Any income benefit or advantage shall be applied to the purposes of SNZ.

16.2 No member of SNZ or any person associated with a member shall participate in or materially influence any decision made by SNZ in respect of the payment to or on behalf of that member or associated person of any income, benefit or advance whatsoever.

16.3 Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).

16.4 The provisions and effect of this clause shall not be removed from these Rules and shall be included and implied into any Rules replacing these Rules.

**17. CONTROL AND INVESTMENT OF FUNDS**

17.1 All money received by and on behalf of SNZ shall immediately be paid into a bank account in the name of SNZ. Procedures for the operation of SNZ bank accounts shall be established by the Board in accordance with Rule 10.2.11.

**18. ALTERATIONS OF THE RULES**

18.1 These Rules may be altered, added to or rescinded by resolution passed by a two thirds majority of members voting in the manner provided in Rule 12 at a general meeting.

18.2 No addition to or alteration or rescission of these Rules shall be approved if it affects Private Pecuniary Profit Rule 16 or Dissolution Rule 22.

**19. DISPUTES**

19.1 The Board may make rules for dealing with disputes in accordance with Rules 10.2.11 and 10.2.13.

**20. SNZ MODEL ANTI DOPING POLICY**

20.1 All members must adhere to and be bound by the current SNZ Model Anti-Doping Policy (as in force from time to time).

**21. CODES OF CONDUCT**

21.1 All members must adhere to and be bound by all SNZ Codes of Conduct developed by SNZ from time to time and published on the SNZ website.

**22. DISSOLUTION**

22.1 SNZ may be voluntarily wound up in accordance with the provision of any act or statute under which SNZ may be registered by Resolution of a eighty percent majority of the members voting at an annual or special general meeting of SNZ, convened for the purpose.

22.2 If upon the winding up of SNZ, whether voluntarily or by the Registrar of Incorporated Societies or otherwise, there remains after satisfaction of all its debts and liabilities, any property whatsoever, it shall be held in trust by the Board to be converted to cash and handed over to one or more organisations having objectives similar or in part similar to those of SNZ, provided that such donation shall in no way breach Rule 16. No member shall receive any money or property of SNZ whatever.

**23. INDEMNITY**

The Board shall be indemnified by SNZ against all liabilities, expenses, disbursements, and losses incurred by them jointly and severally in and about the discharge of their duties and the exercise of powers granted under these Rules, except as shall be occasioned by their own wilful, negligent or fraudulent act.

These are the altered Rules of Surfing New Zealand Incorporated as approved in accordance with Rule 18 at a Special General Meeting held in Raglan on 29 August 2009.

\_\_\_\_\_  
Members Name                      Members Name                      Members Name

\_\_\_\_\_  
Signature                              Signature                              Signature