

Clause	Existing Constution	New Constitution	Comments
Objectives:	10 objectives	8 objectives – Environmental clause 2.2 dropped	
Membership	<p>4.2 Application for membership may be by individual application, or by joining an incorporated surfing club affiliated to the Association, or by joining any scheme promoted by the Association which carries membership rights.</p>	<p>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.</p> <p>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.</p> <p>4.2.5 Probationary members</p> <p>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.</p> <p>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.</p> <p>4.6 Individual Membership through Club Membership</p> <p>4.6.1 Every individual who is a member of an incorporated surfing club is a member of SNZ</p>	<p>Very strict conditions on membership on the one hand, yet a group of 3 people can call themselves a 'club' and become a member club of SNZ. What is the purpose?</p> <p>The 'sole discretion' negates all other membership criteria. SNZ Board will accept or reject members as they please.</p>
Duties of member clubs	<p>4.6 It shall be the obligation of affiliated surfing clubs to provide full membership lists to the Association by 1 October in each year.</p>	<p>4.7.3 To hold the club's annual general meeting each year on a date subsequent to the annual general meeting of SNZ.</p> <p>4.7.4 To provide:</p> <ul style="list-style-type: none"> 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. 	<p>Why would clubs want to hold their AGM <u>after</u> the SNZ AGM? The other way would make more sense, to decide on remits. It is no business of SNZ to determine when clubs have their AGM.</p>

<p>Board/Committee</p>	<p>8. COMMITTEE 8.1 The affairs and business of the Association will be controlled and managed by a Committee of eight members. 8.2 The Committee will consist of the President, Vice-President, North Island Representative, South Island Representative, Surfer's Representative, Secretary, Treasurer, and one other member.</p>	<p>8. BOARD 8.1 The affairs and business of SNZ will be controlled and managed by a Board of five members. 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. 8.9.6 The Board shall select a secretary and treasurer by consensus.</p>	<p>Key changes: Committee now called Board. Reduced from 8 to 5 members. Secretary and Treasurer no longer elected, but are they Board members with voting rights? Two year tenure. Seems in conflict with clause 11.1.3</p>
<p>11 Powers of Committee</p>	<p>11.2.3 Borrow or raise money upon mortgage of the real or personal property of the Association, or any part of parts of the Association's property, or upon debentures or mortgage debentures of the Club and to issue such debentures or mortgage debentures charging the whole or any part of the assets of the Association, and to execute mortgages to secure such debentures, or to borrow money from banks or other financial institutions or people with or without security.</p>	<p>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.</p>	
<p>Board meetings</p>	<p>8.6 A quorum of the Committee shall be 4 members. Any absent Committee member may vote on any particular issue by way of written proxy, but a quorum may not be made up by way of proxy. Each Committee Member</p>	<p>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.</p>	<p>A Board meeting can now be a telephone conversation between 3 people.</p>

	shall have one vote, and the President shall have a casting vote in any case where votes are equal.		
Annual General Meetings	12.1.3 To elect office bearers and members to the Committee 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.	
Voting at AGM	12.3 Only authorised representatives of incorporated affiliated clubs present shall be entitled to vote and no proxy votes shall be allowed.	<p>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.</p> <p>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.</p> <p>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</p> <p>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.</p> <p>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.</p>	<p>New clauses 12.4.1 and 12.1.2 are the outcome of the High Court decision and in essence still means “no proxy voting allowed”.</p> <p>SNZ can inquire at any other time according to clause 4.7.4</p>
Quorum	14.2 At all General Meetings five incorporated society members	12.2 At all general meetings one quarter of members which are entitled to vote and Present at the meeting shall constitute a	Only SNZ will have the info of who is deemed to

	which are entitled to vote shall constitute a quorum.	quorum	have voting rights. How will members present at a meeting know what constitutes a quarter?
Notice		<p>13.1.2 Notice of an annual general meeting shall:</p> <p>i. be given (not less than) 60 days prior to the meeting date; and</p> <p>ii. advise date, time and location of the meeting; and</p> <p>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.</p> <p>13.1.3 Notice of a special general meeting shall be given (...) not less than 14 clear days before the Meeting.</p>	Clause 13.1.2. and 13.1.3 are conflicting. How can clubs submit remits 30 days prior if only 14 days notice of a general meeting is required?
Special General Meeting	12.2 The Committee may at any time call a Special General Meeting. It shall also be competent for 100 members to sign a requisition to the Secretary to convene a Special General Meeting, and on receipt of such requisition the Secretary shall call a Meeting.	<p>11.2 Special general meetings may only be called as follows:</p> <p>11.2.1 By the Board at any time by giving not less than 14 days notice; or</p> <p>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.</p>	Only SNZ will have the info of who is deemed to have voting rights. How will members present know what constitutes half?