



The Incorporated Societies Act 1908

Rules (updated 31 August 2012) for

Surfbreak Protection Society Incorporated

A Society dedicated to the conservation of the 'treasures' of the New Zealand Surfing Community - our surfbreaks - through the preservation of their natural characteristics, water quality, marine eco systems and low-impact access for all.

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1. Name

The name of the society will be Surfbreak Protection Society Incorporated (the Society).

Introduction:

Surfing is a sport and recreational pastime enjoyed by growing numbers of New Zealanders and visitors to New Zealand. Approximately 7% of New Zealanders are estimated to surf on a regular basis. Surfing makes a valuable contribution to the wellbeing of New Zealanders. Regular surfing promotes health and fitness, cross cultural and intergenerational camaraderie and a sense of connection to and respect for New Zealand's coastal environment and resources. Surfing makes as significant contribution to the New Zealand economy through the manufacture and sale of surfing equipment and accessories and the expenditure on travel and accommodation associated with New Zealanders' and tourists search for quality surf. Surfbreaks are the most indispensable resource in this broad spectrum of social and economic activity. The founders and Members of 'Surfbreak Protection' regard surfbreaks as an invaluable national treasure or taonga which demand advocacy and protection for the sake of future generations. The compounding pressures of development, growing urbanization, changing patterns of land and marine resource use can have very negative impacts on coastal ecology and on surfbreaks and public access to surfbreaks.

For the purposes of the Surfbreak Protection Society, a surfbreak is defined as a feature of the foreshore exposed to open ocean swell which has the unique combination of natural features required to produce quality surf for surf riding or surfing. Surfbreaks can occur at sand bottom beaches, river or estuary sandbars, rock or reef lined points and outcrops.

2. Mission Statement

The Society is dedicated to the protection and enhancement of New Zealand's surfbreaks for the benefit of New Zealand's surfing community and all New Zealanders.

3. Objectives

- 3.1 The Society will promote the conservation and protection of the unique **natural characteristics** of surfbreaks throughout New Zealand /Aotearoa.
- 3.2 The Society will promote the maintenance of **water quality** at surfbreaks sufficient for human health and the healthy functioning of local marine life and ecosystems.
- 3.3 The Society will promote the protection of local **marine life and ecosystems** at surfbreaks
- 3.4 The Society will promote the **public right to low impact access** to surfbreaks throughout New Zealand
- 3.5 The Society will promote the public recognition of the unique **values of surfbreaks** and their contribution to New Zealand's cultural, spiritual and economic wellbeing.
- 3.6 The Society may co-operate and liaise with any other individual, organization, or institution whose objectives are the same as or connected to those of the Society.
- 3.7 The Society may undertake such other activities as are compatible with, and will support, the objectives of the Society.

PRINCIPLES

The Society will in the pursuit of its activities take into account the following principles:

A) 'The principles of the Treaty of Waitangi'. Consultation is a principle of the Treaty and there is an obligation to ensure that consultation does take place where tangata whenua are likely to be directly affected by any of the Society's activities.

B) Principles outlined in the Resource Management Act, in particular:

- **The preservation of the natural character of the coastal environment** (including the coastal marine area), wetlands, and lakes and rivers and their margins, and the protection of them from inappropriate subdivision, use and development
- **The protection of recognised customary activities**

A 'recognised customary activity' is defined in the RMA as being 'an activity, use, or practice carried on, exercised, or followed under a customary rights order'. Customary rights orders can be granted over a specified marine area (below mean high water springs) under the Foreshore and Seabed Act 2004. Such orders recognize a particular activity, use or practice which has been carried out in that area since 1840.

C) Transparency and Accountability

Endeavour to conduct the Society's activities with accountability and transparency. To regularly and openly convey information to the public about our mission, activities, accomplishments and decision-making processes. Information to be easily accessible to the public and should create external visibility, public understanding and trust in the organization. In its funding sources the Society will ensure its independence from influence incompatible with its goals, objectives and principles.

4 Membership

- 4.1 Any person who agrees with the objects of the Society may, subject to the Committee's approval, become a member (Member) of the Society by application in writing and upon payment of the membership subscription set from time to time by a General Meeting of the Society.
- 4.2 A register of Members of the Society will be maintained by the Secretary in accordance with the provisions of the Incorporated Societies Act, 1908 and subsequent enactments.
- 4.3 Any person may resign membership of the Society by giving oral or written notice to the Secretary. The Secretary will maintain a record of any resignation.
- 4.4 All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 4.5 Cessation of Membership
 - a. Any Member may resign by giving written notice to the Secretary.
 - b. Any Member whose subscription is not paid by such date as shall be fixed by the Committee shall not be entitled to be a Committee Member or hold office in the Society or attend or vote at any General Meeting until the relevant subscription is paid and any Member whose subscription remains unpaid 90 days after the close of the Annual General Meeting shall be deemed to have resigned from the Society.
 - c. Membership may also be terminated in the following way:
 - i. If, for any reason whatsoever, the Committee is of the view that a Member is breaching these Rules (the Rules) or Committee Made Rules or is acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member (the Committee's Notice). The Committee's Notice must:
 1. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society.
 2. State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's membership.
 3. State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's membership.

4. State that if the Committee terminates the Member's membership, the Member may appeal to the Society.
 - ii. 14 days after the Member receives the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's membership by giving the Member written notice (Termination Notice) which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society (Member's Notice) within 14 days of the Member's receipt of the Termination Notice.
 - iii. If the Member gives the Member's Notice to the Secretary the Member may provide the Secretary with a written explanation of the events as the Member sees them (the Member's Explanation) and the Member may require the Secretary to forward the Member's Explanation, along with the Committee's Notice and Member's Notice, to every other Member within 7 days of the Secretary receiving the Member's Explanation.
 - iv. No earlier than 7 days after that, the Society shall, by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final

5. General Meetings

'General Meeting' refers to both the Annual General Meeting and Special General Meeting, unless otherwise specified.

5.1 The Annual General Meeting of the Society shall be held within 6 months of the end of the Society's financial year.

5.2 The President, or any six Members of the Committee, or 10 Members of the Society may request the Secretary in writing to call a Special General Meeting of all Members of the Society at any other time than the Annual General Meeting to discuss matters nominated in the requisition. Within 14 days after receipt of any such requisition the Secretary shall notify all Members of the Society in writing of the time and place at which a General Meeting shall be held and the business to be conducted. Such meeting shall be held within 42 days after the request for a meeting is received.

5.3 The Secretary shall provide:

- a. All Members of the Society with at least 14 days' notice of the business to be conducted at any General Meeting of the Society. Such notice shall be given in writing and shall be sent to the address last notified to the Society by each Member as either the physical or electronic address of that Member.
- b. Additionally, the Secretary will provide, as appropriate:
 - i. A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee.
 - ii. A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee.)
 - iii. Notice of any motions and the Committee's recommendations about those motions.

5.4 The President of the Society shall chair all general and Committee meetings or, in the President and Vice President's absence, the meeting shall appoint a chairperson.

5.5 At all meetings of the Society, the chairperson shall have a deliberative and, in the event of an equal vote, a casting vote. (I.e. a second vote.)

5.6 The President and Vice President shall be ex-officio Members of all sub-committees of the Society.

5.7 The business of an Annual General Meeting shall be:

- a. Receiving any minutes of the previous Society's Meeting(s).
- b. The Chair/President's report on the business of the Society.
- c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements.
- d. Election of officers and Committee Members.
- e. Motions to be considered.
- f. Setting the membership fees for the following year.
- g. General business.

5.8 Motions at Society Meetings

- a. Any Member may request that a motion be voted on (Member's Motion) at a particular Society Meeting, by giving written notice to the Secretary at least 14 days before that meeting. The Member may also provide information in support of the motion (Member's Information). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 10% of eligible Members:
 - i. It must be voted on at the Society Meeting chosen by the Member; and
 - ii. The Secretary must give the Member's Information to all Members at least 7 days before the Society Meeting chosen by the Member; or
 - iii. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
 - iv. The Committee may also decide to put forward motions for the Society to vote on (Committee Motions) which shall be notified.

6. Subscription

Membership subscriptions shall be as decided from time to time by a majority of Members who are entitled to vote and who exercise their vote at an Annual General Meeting.

7. Officers and Committee

7.1 The officers of the Society shall consist of a President, Vice President, Secretary and Treasurer, or Secretary/Treasurer.

7.2 The Society shall have a managing committee (the Committee) consisting of not less than 7 and not more than 10 Members comprising, when the positions are filled, the following officers:

7.3 The Chair/President

7.4 The Vice President

7.5 The Secretary

7.6 The Treasurer, and

7.7 Such other Members as the Society shall decide.

7.8 Persons cease to be Committee Members when:

- a. They resign by giving written notice to the Committee.
- b. They are removed by majority vote of the Society at a Society Meeting or a unanimous vote of the other Committee Members.
- c. If any Committee Member is absent from three consecutive meetings without leave of absence and the Chair/President has declared that person's position to be vacant.

7.9 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

- 7.10 The officers and Committee of the Society shall be elected at an Annual General Meeting from nominations received prior to or at the Annual general Meeting.
- 7.11 Nomination of Committee Members shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the 7th day before the Annual General Meeting. All retiring Members of the Committee shall be eligible for re-election.
- 7.12 If the position of any Officer is vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

8. Quorum

- 8.1 The quorum required for any meetings of the Committee of the Society shall be 5 Members.
- 8.2 The quorum required for any General Meetings of the Society shall be 10 people whose subscriptions for the current year of the Society have been paid. Members casting a valid electronic vote shall be regarded as forming part of the quorum.
- 8.3 The quorum required for an Electronic Ballot shall be the same as for a General Meeting. (Clause 8.2) Members casting a valid electronic vote for an Electronic Ballot shall be regarded as forming part of the quorum for that Electronic Ballot.

9. Voting

- 9.1 At any General Meeting of the Society, each Member who has paid a subscription for the current year of the Society shall be entitled to one vote in every motion. The chairperson shall have, in the event of an equal vote, a casting vote. (I.e. a second vote.) Apart from electronic voting as below, voting on general business shall be by show of hands or, if the chairperson or five of the Members present so require, shall be by secret ballot. Voting for officer holder positions shall be by secret ballot and secret electronic voting. Every motion shall be deemed to be carried by a simple majority of those exercising the votes to which they are entitled.

9.2 Electronic Voting

- a. If the Committee should so decide, Members entitled to vote may cast an electronic vote on any issue at any General Meeting including the election of officers. (An electronic vote can be by email or other electronic means at the discretion of the Committee.)
- b. The Committee may nominate an individual to be the Election Officer in which case the relevant references to 'Committee' below are substituted with 'Election Officer' as the context requires. To be valid, an electronic vote must be received by the Committee no less than twenty-four hours before the commencement of the relevant meeting and must include the exact wording of the matter to be voted on and a clear indication of how the member wishes to vote.
- c. Any Member casting a valid electronic vote for a General Meeting shall form part of the quorum for that meeting.

9.3 Electronic Ballot

- a. An electronic (by email or otherwise at the discretion of the Committee) ballot on any matter may be held if so decided by the Committee or at a General Meeting or upon the written request of 25% of Members. Any such electronic ballot must be in the form of a Notice of Motion and must be moved and seconded. The Committee may nominate an individual to be the Election Officer.

- b. An electronic ballot should only occur following a deliberative process.
- c. If an electronic ballot is required then, within twenty-one days, the Election Officer shall send out a copy of the Notice of Motion to all Members along with a statement advising of the electronic ballot and setting out the mechanism by which votes are cast.
- d. Within thirty one days of dispatch of the Notice of Motion, each Member shall advise the Election Officer how he or she votes on the motion. If any Member fails to vote within thirty one days of the date on which the motion was dispatched to them then the member shall be deemed to have abstained from the motion.
- e. When all votes have been received the Election Officer shall advise Members the result of the voting and declare whether the motion has been passed or not.
- f. The quorum required for an Electronic Ballot shall be the same as for a General Meeting. Any Member casting a valid electronic vote for an Electronic Ballot shall form part of the quorum for that an Electronic Ballot.
- g. For any ballot initiated, the period 15 December to 15 January shall not be included in the 31 day period for voting on the motion.

9.4 Decisions of the Committee shall be by majority vote (Including any valid electronic votes as per clause 11.15.) with each Member having one vote. The Chair/President shall have a deliberative and, in the event of an equal vote, a casting vote. (I.e. a second vote.)

10. Financial Powers of the Society

To assist in achieving its objectives, and without derogating from the generality of its powers, the Society may:

- 10.1 Own, purchase, or otherwise acquire any real or personal property to be utilised for the benefit of Members of the Society and other persons or otherwise to enhance or assist in achieving the objects of the Society.
- 10.2 Sell, lease, mortgage, charge or otherwise dispose of any of the property of the Society and to grant such rights and privileges over the same in such a manner as the Society may from time to time think necessary and proper.
- 10.3 Borrow monies by way of mortgage, bank overdraft, debentures or otherwise in such a manner and upon such terms and to give such security over all or any of the property of the Society as the Society shall think necessary and expedient.

11. Powers and Role of the Committee of the Society

Unless the Committee's power is limited by these Rules, or by a majority decision of the Society, the Committee has all of the powers of the Society and the responsibility to carry out the objectives of the Society. The Committees powers and responsibilities include:

- 11.1 Receipt, control, and investment of funds for the purposes of the Society.
- 11.2 Keeping complete records of the Society's financial affairs, including bank accounts, with all cheques drawn on any accounts to be signed by two (2) of any three (3) Members as appointed by the committee.
- 11.3 Entering into of legally binding commitments in accordance with the Society's objects.
- 11.4 The taking of such steps which it considers expedient or necessary for the carrying out of the Society's affairs.

- 11.5 Payment of such accounts as are incurred by, for, or on behalf of the Society, which may be deemed normal operational expenses.
- 11.6 Payment in respect of the acquisition of real and personal property.
- 11.7 The use of funds or other assets of the Society provided that such use is for a purpose of the Society and;
- a. Is not for the sole personal or individual benefit of any Member; and
 - b. Has been approved by either the Committee or by majority vote of the Society, or
 - c. In relation to the use of Society assets as security for borrowing money, is authorised by majority vote of the Society.
- 11.8 To remunerate or pay honoraria to officers of the Society, employ staff, engage agents and representatives.
- 11.9 To co-opt any person with special experience to serve on the Committee or in some capacity under the control of the Committee upon such conditions as the Committee may determine
- 11.10 To transact business in open or closed committee. (Any financial Member shall be entitled to attend any Committee meeting and witness any business transacted in open committee. In such case he or she shall have no speaking or voting rights, may not take part in any debates and may only address the Committee on the invitation of the Chairperson.)
- 11.11 Make, alter, and repeal rules affecting the conduct of the society, its Members, staff and officers (Committee Made Rules) not inconsistent with these Rules as it may consider necessary from time to time for the well-being and proper conduct of the Society. (Any Committee Made Rules are to be recorded in writing and kept by the Secretary and published to individual Members upon request.)
- 11.12 Ensure that all Members follow the Rules and Committee Made Rules.
- 11.13 Decide the procedures for dealing with complaints.
- 11.14 **Roles of Committee Members**
- a. The **Chair/President** is responsible for:
 - i. Ensuring that the Rules and Committee Made Rules and are followed,
 - ii. Convening meetings and establishing whether or not a quorum is present,
 - iii. Chairing meetings, deciding who may speak and when,
 - iv. Overseeing the operation of the Society,
 - v. Providing a report on the operations of the Society at each Annual General Meeting, and
 - vi. Acting as the mouthpiece of the Society and explaining the policies and decisions of the Committee.
 - b. The **Vice President** shall substitute for the President should the President be absent for any reason.
 - c. The **Secretary** is responsible for:
 - i. Recording the minutes of meetings,
 - ii. Keeping the Register of Members,
 - iii. Holding the Society's records, documents, and books except those required for the Treasurer's function,
 - iv. Receiving and replying to correspondence as required by the Committee,
 - v. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting, and
 - vi. Advising the Registrar of Incorporated Societies of any rule changes.

- d. The Treasurer is responsible for:
 - i. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained,
 - ii. Preparing annual financial statements for presentation at each Annual General Meeting,
 - iii. Providing a financial report at each Annual General Meeting, and
 - iv. Providing financial information to the Committee as the Committee determines.

11.15 **Committee Meetings**

- a. Committee meetings may be held via video or telephone conference, or any other format, or combination of formats, which allows for instantaneous (subject only to usual delays due to the technology used) question and answer type communications among all available Members at the meeting. A virtual participant (not physically present) of the meeting shall form part of the quorum of the meeting in regard to a particular motion that that member has voted on if that member was virtually present throughout the meeting or, at the Committees discretion, virtually present throughout the substantive part of the meeting which relates to the motion voted on.
- b. The Chair/President shall chair Committee meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting.
- c. Decisions of the Committee shall be by majority vote; with each Member having one vote. In the event of an equal vote, the Chair/President shall have a deliberative and, in the event of an equal vote, a casting vote. (I.e. a second vote.)
- d. Subject to these Rules, the Committee may regulate its own practices.
 - i. For example: The Committee may deem it appropriate to allow advance Committee electronic voting (A vote by email or other electronic means.) on Committee Motions. If so they may wish to adopt the following, or similar, rules in regard to the same:
 - 1. Advance Committee electronic voting is only to be allowed for any Committee Meeting provided 7 days prior to the meeting the Secretary has forwarded to all Committee Members an advance notice of the motion (an Advance Notice of Motions) of which the Secretary has had notice.
 - 2. In such case, any Committee Member unable to attend in person at a Committee meeting may vote on the motion in regard to which they have received the Advance Notice of Motions by way of an electronic vote.
 - 3. To be valid, an electronic vote must be received by the Committee no less than twenty-four hours before the commencement of the relevant Committee meeting and must include the exact wording of the matter to be voted on and a clear indication of how the Committee Member wishes to vote.
 - 4. Any Committee Member casting a valid electronic vote for a Committee Meeting shall form part of the quorum for that meeting in regard to that Motion.

12. **Alteration to the Rules**

- 12.1 Proposed alterations to the rules of the Society shall be notified to all Members in writing not less than 14 days prior to the date of the General Meeting at which such alterations are to be voted upon.
- 12.2 Alterations to the rules of the Society shall require a majority of Members who are entitled to vote and who exercise their vote.
- 12.3 When a rule change is approved by a General Meeting no rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

13. Common Seal

The Common Seal of the Society shall be in the custody of the Secretary and shall not be affixed to any document except by resolution of the committee and in the presence of the President or Vice President and Secretary.

14. Society Year

The year for the Society shall commence on the first day of April and terminate on the following thirty-first day of March.

15. Registered Office

The Society shall keep and maintain a registered office, the location of which shall be determined by resolution of the committee, or failing any such resolution being passed then at the residence of the President for the time being.

16. Winding Up

In the event of the winding up or dissolution of the Society any surplus assets of the Society shall be distributed to such other charitable body or bodies in New Zealand whose objectives are similar to those of the Society, as decided at a general meeting of the Society to deal with matters relating to the winding up of the Society.

17. Indemnity

17.1 The Members of all properly constituted committees in accordance with these rules, the Secretary, the Treasurer, the Auditor, and other officers shall be indemnified by the Society in respect of all losses and expenses incurred by them in or about the discharge of their respective duties except such as happen from their own respective default.

17.2 No Member of a properly constituted committee, auditor, secretary, treasurer or any other officer shall be liable for the act or omission of any other Member, auditor, secretary, treasurer or other officer in respect of any loss or expense happening to the Society unless the same happened from his/her own default.

18 Private Pecuniary Profit

18.1 Any income benefit or advantage shall be applied to the purposes of the Society.

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

18.3 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).
