



**THE ROYAL LIFE SAVING SOCIETY**

**NEW ZEALAND**

Constitution and Rules

Revised 2014

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## CONSTITUTION AND RULES

### PART ONE

#### 1 NAME

The New Zealand Branch of The Royal Life Saving Society, as constituted by the Supplemental Charter of The Royal Life Saving Society dated 27 January 1960, shall be known as The Royal Life Saving Society, New Zealand.

#### 2 INTERPRETATION

In the construction of this Constitution and all Rules made hereunder, except where the context or subject otherwise requires:

- a) "RLSS" and "Commonwealth" shall mean The Royal Life Saving Society with Headquarters in England.
- b) "RLSS,NZ" or "Society" shall mean The Royal Life Saving Society, New Zealand.
- c) "Board" shall mean the Board of The Royal Life Saving Society, New Zealand.
- d) "Branch" shall mean a District Branch of The Royal Life Saving Society, New Zealand, which observes the duties and obligations set out in Clause 17 and Part Three of this Constitution.
- e) "Regional representative(s)" shall mean a person or persons recognised and endorsed by The Royal Life Saving Society, New Zealand.
- f) "Members" shall be persons or organisations as outlined in Clause 3 of this Constitution.
- g) "Chairman" shall include a person of either sex.

#### 3 MEMBERSHIP

The Royal Life Saving Society, New Zealand is an association of District Branches, regional representatives, and such other Branches as may be created by resolution ratified at an Annual General or Special General Meeting of RLSS,NZ. Membership may be extended to individuals, schools, or any other organisation supportive of the Society's Objects, with membership fees and conditions set by the Board. All volunteer Instructors plus candidates who sit awards are members for the financial year of their examinations/assistance.

#### 4 OBJECTS

The Objects of the Society are:

- a) to promote technical education in life saving, water safety, and resuscitation of the apparently asphyxiated.
- b) to educate the public in favour of general adoption of swimming, lifesaving and water safety education as part of instruction in schools, colleges, clubs and other organisations.
- c) to encourage confidence and ability in skills which would be of assistance to persons endeavouring to save life and to ensure one's own survival.

#### 5 FUNCTIONS

The Functions of the Society are:

- a) to assist the operation of Branches and Members, by coordinating their activities, providing information, and supporting them in furthering the Objects of the Society.

- b) to encourage and supervise research relevant to the Aims and Objects of the Society.
- c) to purchase or prepare such material as will assist in carrying out the Aims and Objects of the Society.
- d) to promote international teaching of RLSS programmes, and to foster relationships with lifesavers in developing countries.
- e) to encourage participation in lifesaving competitions at Branch, national and international levels.

#### 6 PRESIDENT OF THE SOCIETY

- a) There shall be a President of the Society, who shall be elected at the Annual General Meeting of the Society. Procedures for nominations shall be in accordance with Clause 9(b) of this Constitution.
- b) Should the office of President become vacant, such vacancy may be filled by the Board, after calling for nominations from Branches.
- c) The President shall be the Chairman of all Annual, Special and General Meetings of the Society.
- d) The contact details of the Society will be that of the President's address.

#### 7 TRUSTEES OF THE SOCIETY

- a) Assets shall be vested in three Trustees of the Society, one of whom shall retire annually by rotation but shall be eligible for re-election at the Annual General Meeting.
- b) Should the office of a Trustee become vacant, the Board shall appoint a person to fill the vacancy until the next Annual General Meeting.
- c) No person who is under twenty one years of age, nor a paid employee, nor an Auditor of the Society, shall be a Trustee of the Society.
- d) Procedures for nominations shall be in accordance with Clause 9(b) of this Constitution.

#### 8 BASE OF THE SOCIETY

The President's address should be the base of the Society for the ensuing year.

#### 9 MANAGEMENT

- a) The authority of the Society, and the management of its affairs, shall be vested in a Board of seven (7) members consisting of:
  - i) the President, Secretary and Treasurer elected in accordance with clause 6
  - ii) four (4) members, elected in accordance with clause 10

By rotation, one elected member shall retire at each Annual General Meeting, but shall be eligible for re-election. The initial order of retirement shall be decided by lot.

- b) Nominations of candidates for election as President, Secretary, Treasurer, members of the Board and Trustees shall be called for from Branches of the Society. Nominations must be in writing, and signed by the President or Secretary of the nominating Branch after the consent of the nominee has been obtained. Nominations must be received at the Society's Secretary at twenty (20) days before the Society's Annual General Meeting. No full-time or part-time employee of the Society may accept nomination to the Board.
- c) The immediate Past-President of RLSS,NZ shall be a member of the Board, and shall have a voice but no vote.
- d) Chairman: The President shall preside at all meetings of the Board. Should the President be absent from any meeting, the meeting will elect a Chairman for that meeting. The Chairman's decision shall be final on any point of order. In the case of equality of votes, the Chairman shall have the casting vote.
- e) The Board shall have full powers to manage the affairs of the Society. The Treasurer shall keep full and complete records of all financial transactions, and submit such records for review as provided in Clause 12(b) (ii) of this Constitution.

- f) The Board shall meet at least twice a year in addition to the Annual General Meeting, at times and places and in a manner including telephone and Skype conferences as the Board itself shall decide. A quorum shall be three members.
- g) Should the office of a Board member become vacant, such vacancy may be filled by the Board until the next Annual General Meeting, when the appointee shall be eligible for nomination and, if elected, shall take the retirement order of the member causing the vacancy.
- h) Board members may attend all Annual and Special General Meetings of the Society, and are encouraged to do so. At such meetings they shall have full speaking rights, but no voting rights arising solely from membership of the Board.
- i) The Board shall have the power to co-opt a suitable person or persons and/or to set up committees to undertake specific tasks. The Board shall set out the terms of reference, the parameters of the task(s) to be performed, and, if thought desirable, the procedures to be adopted by such a committee. The Board will have the power to change the membership of, and/or disband, any committee set up under this clause. The office of any member of the Board shall be vacated if that member:
  - i) resigns his/her office in writing; or
  - ii) becomes bankrupt or makes an arrangement or composition with his/her creditors generally; or
  - iii) becomes of unsound mind or a protected person under the Protection of Personal and Property Rights Act 1988; or
  - iv) becomes convicted of a serious criminal offence or is imprisoned for any reason.

## 10 BOARD

- a) The members of the Board shall be elected at each Annual General Meeting of the Society. Procedures shall be as set out in Clause 9 (b) of this Constitution.
- b) Should the office of a Board Member become vacant, such vacancy may be filled by the Board until the next Annual General Meeting, when the appointee may come up for election.
- c) The duties and responsibilities of the Board shall be as prescribed in Part Two of this Constitution.
- d) Each member of the Board shall provide a report to each meeting of the Board, with an update of the current situation of the Society as regards to the Portfolio they are responsible for in respect of the Aims and Objects of the Society.
- e) Board members have the power to co-opt approved person(s) to assist in their portfolio once sanction has been given by the Board.
- f) After consultation with the President and/or other member(s) of the Board, Board Members may represent the Society at the invitation of organisations whose work is relevant to the Objects of the Society as set out in Clause 4 of this Constitution, and, when appropriate, may speak or write on matters on behalf of the Society.

## 11 MEETINGS OF THE SOCIETY

### 11.1 The Annual General Meeting

- a) The Annual General Meeting of RLSS,NZ shall be held no later than 31 October in each year. Twenty eight (28) days' notice of the date and place of the meeting shall be forwarded to each Branch and/or regional representative. The Annual General Meeting may be held in such place as is decided at the Annual General Meeting the previous year.
- b) A copy of the Society's Annual Report and Financial Statements shall be forwarded to those entitled to receive a Notice of Meeting no later than ten (10) days prior to the date of the meeting.
- c) Chairman: The President of the Society shall preside at the Annual General meeting. Should the President be absent, the meeting will elect a Chairman for that meeting. The Chairman shall have the right to vote on any motion, and in the case of equality of votes, shall in addition have the

casting vote. The Chairman's decision shall be final on any point of order. The Chairman shall, at his/her discretion, ask the meeting to approve:

- i) speaking rights for named non-delegates present, and
  - ii) a time limit for those who speak in the debate of remits and amendments thereto.
- d) Business: The business of the Annual General Meeting shall be:
- 1 Confirmation of Minutes of the preceding Annual General Meeting.
  - 2 Business arising from the Minutes.
  - 3 Presentation of the Annual Report and Financial Statement.
  - 4 Election of Patron, President, Secretary, Treasurer, Member(s), Trustee(s), and Honorary Solicitor.
  - 5 Consideration of remit(s) of which notice has been given (Clause 11.1(h)).
  - 6 Accreditation of Branches and regional representatives.
  - 7 Questions of which written notice has been given.
  - 8 Setting of annual fees.
  - 9 General Business.
- e) A quorum for the Annual General Meeting shall be at least 50% of the total number of operational Branches. If within 15 minutes of the appointed time for the meeting a quorum is not present, the meeting may, by unanimous resolution, resolve to proceed with the business set down, but business so transacted shall not be valid unless it is confirmed at the next meeting of the Board.
- f) Delegate: Each Branch shall be entitled to appoint one delegate to represent it at the Annual General Meeting of the Society, and, provided that the name of the delegate so appointed has been notified in writing to the RLSS,NZ Secretary at least ten (10) days before the date of the meeting.
- g) If a Branch delegate is unable to be present, the Branch may appoint a proxy provided that the name of the proxy has been supplied to the Chairman or Secretary prior to the advertised starting time of the meeting,
- h) The Annual General Meeting shall consider remits forwarded by Branches, or placed on the Order Paper at the direction of the Board, provided that such remits have been received in writing by the RLSS,NZ Secretary at least twenty (20) days prior to the date of the meeting.
- i) All remits received by the Secretary in accordance with clause 11.1 (h) of this Constitution shall be circulated to those listed in Clause 11.1 (a) at least ten (10) days prior to the meeting.
- j) Any remit which has been discussed and rejected by an Annual General Meeting, or any remit of similar content or intent, may be placed on the order paper, but shall not be debated or voted upon at the next two succeeding Annual General Meetings except by agreement of three-quarters of those then present and entitled to vote.
- k) Business not set down by way of remit may be introduced as "General Business".
- l) The Minutes of the Annual General Meeting shall be noted by the Board at a meeting to be held within three months of the date of the Annual General meeting.

#### 11.2 Special General Meetings

- a) A Special General Meeting of RLSS,NZ shall be called at the request of the Board, or on receipt by the Society's Secretary of requisitions from four (4) Branches of the Society. Such requisitions must:
- i) set forth the objects of such a meeting, and
  - ii) be signed by the President or Secretary of each of the said Branches.
- b) A Special General Meeting requisitioned under the provisions of Clause 11.2 (a) must be held within forty-two (42) days of receipt of the requisition, and the business of the meeting shall be confined to the subject matter of the requisition.
- c) The President of the Society shall preside at all Special General Meetings. Should the President be absent, the meeting will elect a Chairman for that meeting. The Chairman's decision shall be final

on any point of order. The Chairman shall have the right to vote on any motion, and in the case of equality of votes, shall in addition have the casting vote. In the case of equality of votes, the Chairman shall have the casting vote. The Chairman may, at his/her discretion, ask the meeting to approve speaking rights for named non-delegates, and for a time limit for those who speak in the debate.

- d) Each Branch shall be entitled to appoint one delegate to represent it at the Special General Meeting, and provided that the name of the proxy so appointed has been notified in writing to RLSS,NZ Headquarters at least ten (10) days prior to the date of the meeting, that delegate shall have one vote.
- e) If a Branch is unable to be present, the Branch may appoint a proxy provided that the name of the proxy has been supplied to the Chairman prior to the advertised starting time of the meeting.
- f) A quorum at a Special General Meeting shall be at least 50% of the total number of operational Branches.

## 12 FINANCES OF THE SOCIETY

### a) Control

- i) In accordance with Clause 9 (e) of this Constitution, the funds of the Society may be used at the discretion of the Board and in whatsoever manner the Board deems to be of most benefit to the Society, its members and its Branches. The Board may take whatsoever action it deems necessary to raise money to run the affairs of the Society. All monies received by, or on behalf of the Society shall forthwith be lodged to the credit of the Society in Bank Accounts specified by the Board, and all disbursements shall be authorised by any two (2) persons of those specifically given this responsibility by resolution of the Board.
- ii) No member of the Society or Trustees or any person associated with a member or Trustee shall participate in or materially influence any decision made by the Board in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- iii) The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

### b Accounts

- i) The financial year of the Society shall run from the first day of August to the last day of July each year.
- ii) The statement of the Annual Receipts and Payments must be "reviewed" in accordance with the Review Engagement Standards issued by the New Zealand Institute of Chartered Accountants.
- iii) The Board may from time to time invest, or reinvest, funds which are not required for the immediate business of the Society in such securities and upon such terms as it deems to be in the best interests of the Society.

## 13 INDEMNITY

- a) No President, Secretary, Treasurer, Trustee of the Society or member of the Board shall be liable for the acts or defaults of any other Officer, Trustee of the Society or member of the Board or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence or by any act or omission known to them to be a breach of trust, as the case may be.
- b) The Officers, Trustees of the Society, Board and each of its members shall be indemnified by the Society for all liabilities and costs against all actions, costs, claims, proceedings and liabilities incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default, wilful acquiescence or by any act or omission known to them to be a breach of trust, as the case may be.

## 14 BORROWING POWERS

The Board shall, in addition to other powers vested in it, have the power to borrow or raise money from time to time by the issue of Bonds, Debentures, Mortgages or any other security founded or based on all or any of the property and/or rights of the Society, or without any security and upon such terms as to priority or otherwise as its members think fit, but the power of borrowing or raising money shall not be exercised except pursuant to a resolution at an Board meeting.

## 15 EXAMINERS

Examiners of the Society shall initially be appointed by the Board, on the recommendation of a Branch in accordance with regulations promulgated by the Board from time to time. As provided in Part Three of this Constitution, an Examiner shall hold office for a period no longer than twenty four (24) months, after which he/she must be revalidated by a Branch. Branches shall notify the RLSS,NZ Secretary of all resignations and all re-appointments of Examiners.

## 16 AWARDS and HONOURS

The content of all courses of instruction in lifesaving conducted in the name of the Society, and all examinations for awards of the Society, shall be conducted in accord with the most recent instructional material and examination conditions approved by the Board of RLSS,NZ

The Board shall, each year, invite Branches, regional representatives, to make recommendations for Honours and Service Awards, in accordance with conditions approved by the Commonwealth Council of RLSS.

## 17 BRANCHES

### 17.1

Branches shall, in their own areas, use best endeavours to carry out the Aims and Objects of RLSS,NZ, shall accept and enforce all regulations made by the Society, and shall observe directions of the Board.

Subject to the provisions of these Rules, affairs pertaining exclusively to a Branch's area shall be under the control of that Branch.

Each Branch shall, for the purpose of local administration, formulate and adopt a Branch Constitution with accompanying rules and by-laws, provided that such rules shall be approved by the RLSS,NZ Board and shall not conflict with the Royal Charter of Incorporation, or with the Supplemental Charter, Rules and By-laws of the Royal Life Saving Society 1960, or with these rules.

The administration of a Branch shall be vested in a Branch Executive elected in accordance with the rules and by-laws of the Branch.

The duties and obligations of each Branch shall be as laid down in Part Two of this Constitution.

### 17.2 Branch Administration and Finance:

Control of, and investment of, funds of the Branch, and the safe-keeping of records, instructional equipment and other assets of the Branch, shall be the responsibility of the Branch Officers.

All monies received by or on behalf of the Branch shall forthwith be lodged to the credit of the Branch in a Bank Account or Accounts specified by the Branch Executive, and all disbursements from those Accounts shall be authorised by two (2) persons specifically given this responsibility by resolution of the Branch Executive.

### 17.3 Annual Report:

For each year ending on 30 June, each Branch shall prepare and distribute to its members a report on its activities, together with a reviewed 'Statement of Financial Performance' and a 'Statement of Financial Position' as at that date. As soon as practicable after the Branch Annual General Meeting, and prior to the Society's Annual General meeting, each Branch shall forward to the RLSS,NZ Secretary the following:

- a) a copy of the Branch Annual Report (as adopted or amended by the meeting), for distribution to other Branches of the Society by the RLSS,NZ Secretary



- b) a copy of the reviewed 'Statement of Financial Performance' and a 'Statement of Financial Position', for distribution to other Branches of the Society by the RLSS,NZ Secretary
- c) a list of the Branch Officers elected at the meeting.
- d) a list of Examiners appointed or reappointed at the meeting.

#### 17.4 Annual General Meeting:

Each Branch shall advertise, hold and keep Minutes of an Annual General Meeting on a date fixed by the Branch Executive, such date to be prior to the RLSS,NZ Annual General Meeting. The business of the meeting shall include:

Presentation of the Branch Annual Report and Financial Statements

Election of Branch Officers

Confirmation of re-validated Examiners

General Business

#### 17.5

Procedures to be followed if a Branch should cease to be operational:

- a) A Branch may be declared non-operational by unanimous resolution of the Board of the Society, provided that the President or the Secretary of the Branch concerned has been sent written advice setting out the reasons for the proposed declaration at least sixty (60) days prior to the date of the Executive meeting at which the resolution is to be proposed.
- b) If any Branch goes into recess, or ceases to be part of RLSS,NZ, or is declared by the Board to be non-operational, the financial assets of the said Branch are to be forwarded to RLSS,NZ.
- c) Said Branch funds may be used by the Board to promote the Society's Aims and Objects within the Branch area only.

### 18 COMPETITIONS

The RLSS,NZ shall institute and control such competitions as it thinks fit, and shall draw up the conditions thereof, and may at the discretion of the Board delegate part or all of the organisational aspects of the competition to any Branch of the Society.

### 19 ALTERATIONS TO RULES

This Constitution and these Rules shall not be repealed, added to or altered except at an Annual General Meeting of RLSS,NZ or at a Special General Meeting of the Society called for that purpose, and then only if the number of the votes cast in favour of the proposed repeal, addition or alteration equals or exceeds two-thirds of those present and entitled to vote, and provided that no amendment, alteration or rescission shall be allowed which would affect the exclusively charitable nature of the Society. Notice of any proposed repeal, addition or alteration shall be with the Society's Secretary thirty (30) day before the date of the meeting at which it is to be considered, and shall be forwarded to all Operational Branches at least twenty (20) days before the date of the meeting.

### 20 WINDING UP OF THE SOCIETY

If the Royal Life Saving Society,New Zealand, should be dissolved or is wound up, the assets of the Royal Life Saving Society,New Zealand, shall be distributed to charitable organisations in New Zealand having similar Objects.

## PART TWO

### DUTIES AND OBLIGATIONS OF BOARD MEMBERS

Refer also to Clause 10 of this Constitution

- a) Whenever other organisations promulgate changes which will or may affect the teaching authorized by the Society, Board members are expected to promptly provide appropriate information to the Society's Branches and regional representatives, through the Secretary and to recommend appropriate training or re-training opportunities.
- b) A Board member must be prepared to spend time on the ongoing needs of or development of their portfolio and ensure all issues/matters/developments have Board approval prior to release to Branches.
- c) All expenses associated with Board member portfolios require pre-approval, and may include costs associated with co-opted members.
- d) The Board will regularly review the Society's awards and teaching practices, and make recommendations so as to establish programmes which are relevant to community needs and in accordance with current knowledge.
- e) The Board will review all applications received from Branches for the granting of the Distinction Award and Diploma (practical section) examinations and for the appointment of an individual to be an Examiner of the Society.

The Treasurer is responsible for the **Finance** portfolio and is expected to:

- a) oversee the routine expenditure associated with the RLSS,NZ activities.
- b) monitor income from all sources is appropriately receipted and banked in the relevant bank account.
- c) be a cheque signatory

The Board member responsible for the **Water Safety New Zealand (WSNZ)** portfolio is expected to:

- a) attend all WSNZ meetings, forums and hui and the WSNZ AGM.
- b) communicate with other member organisations and report any changes which may affect RLSS,NZ to the Board.
- c) actively promote RLSS,NZ programmes and convey the Society's perspective.
- d) liaise with the Secretary and the president before responding to requests for information pertaining to RLSS,NZ policies and programmes.

The Board member responsible for the **Branches** portfolio is expected to:

- a) maintain contact with each Branch representative and convey feedback and concerns to the Board and in turn to the Branches as required.
- b) liaise with the Secretary ways to promote regional programmes and ways to take new or upgraded programmes to the Branches.

## PART THREE

### DUTIES AND OBLIGATIONS OF BRANCHES

The duties of each Branch shall be to:

- a) represent the RLSS,NZ, and to offer its programmes widely within the Branch;
- b) co-operate with the Board in carrying out the objects of RLSS,NZ and safeguarding its interests;
- c) note and report to the Board, any rescues carried out within the Branch district, whether or not the rescuer is known to be the holder of a RLSS,NZ award;
- d) promote classes of instruction, conduct examinations, and distribute awards to successful candidates, provided always that all courses of instruction in lifesaving, and all examinations for awards of the Society, are as laid down in the most recent instructional manual(s) and Award Scheme approved by the Board for use by the Society;
- e) make recommendations to the Board for the initial appointment of suitably qualified volunteers to become Examiners of the Society in accordance with Clause 15 of this Constitution;
- f) notify the RLSS,NZ Secretary of all resignations and all re-appointments of Examiners in order that the national Register of Current Examiners may be updated;
- g) obtain from the RLSS,NZ Award Secretary all badges, certificates, and medallions required for issuing;
- h) keep a record of all awards issued, and, not later than 31 July of each year, forward to the RLSS,NZ Secretary on the appropriate form a summary of awards issued by the Branch during the year ending 30 June of that year;
- i) refer to the Board all disputes and questions involving interpretation of any aspect of the Society's instruction and awards;
- j) obtain prior approval of the Board before making general use of newly introduced lifesaving equipment, and before publishing any new article on aspects of lifesaving and resuscitation;
- k) promote and organise competitions designed to stimulate and enhance the work of the Society in carrying out its Aims and Objects.