

## Explanation Document – Proposed Changes to Swimming NZ Constitution

The table below summarises the proposed changes to the Swimming NZ Constitution to make it compliant with the new Incorporated Societies Act, 2022, which comes into force in April 2026.

For clarity, it should be noted that the proposed changes only relate to changes required to make the constitution compliant with the new Incorporated Societies Act of 2022 (the Act). The Board acknowledges that other amendments have been raised as part of this process that have not been discussed or included in the proposed changes. Instead, these will be collated and discussed as part of the Governance Review changes that will be finalised next year. It should also be noted that where appropriate, the proposed changes may simply reference the Act as opposed to duplicating Act wording back into the Constitution.

Clause:		Proposed Change:	Reason:
	Throughout the document.	Change FINA to World Aquatics	Update the new name of World Aquatics
		Change Objects to Purposes	To align with new wording in the Act.
		Change Drug-Free Sport NZ to Sports Integrity Commission	To align with the name of the new agency.
		Tidy up grammatical errors	Tidy up grammatical errors
2.0	Definitions and Interpretation	Amending various definitions.	To align with new wording in the constitution and/or the Act.
5.0	Powers	Delete the individual listed powers and replace them with wording aligned with the Act.	The Act now says that an Incorporated society can do whatever a natural person can do. Therefore, there is no need to list out the individual powers of the society in the constitution.
6.0	Members and Database	6.1. Insert “categories of Membership”	To avoid the inference that you are deeming these people as members.
		Old 6.2. Deleted	Allowed for in 7.1b.
		New 6.2. Inserting wording to show the new requirement that a person must consent to becoming a member.	A new requirement of the Act.
		6.5. Clarify that an application for membership of SNZ shall also be an application for membership of the Regional Associations.	Under the Act, you can no longer confer membership as the member must consent to being a member of each society.
		6.7 (d). Include the requirement to keep the Database up to date.	Required under the Act.
8.0	Regions and Regional Associations	8.3 (e). Insert “Regionals Association’s”	Clarity.
9.0	Member Clubs	9.1 (ii). Insert 6.1a, 6.1b, or 6.1c to align with Clause 6.1	Alignment of clauses.
12.0	Board Composition...	12.1. Delete “...who are not required to be members”.	Contradicts the Act in that it is a requirement that at least 51% of the Board must be members, noting, however, that Sport NZ has negotiated a five-year exemption to this requirement and is seeking a permanent exemption to this requirement. Once this outcome is known, we will amend the clause accordingly.
13.0	Board Procedure	13.6 (j). Insert clause stating that the Board must comply with conflict of interest disclosures as set out in the Act.	Required under the Act.
		13.9. Deleted as no longer required.	Not required as it refers to the implementation of the 2012 Mollar Report, which has now been completed.
19.0	Common Seal	19.0. Insert “and contractual relations” to title	Aligns with new 19.2.
		19.1. Change “must” to “may”.	Under the Act, societies no longer require a common seal. However, all formal documents that we submit to World Aquatics currently require the SNZ common seal, so we have left this clause in the document but amended to not make it mandatory.
		19.2. Insert clause showing how SNZ can enter into contractual arrangements if not using a common seal.	Required under the Act.
21.	Disputes and Appeals	Inserted is a specific reference to our Complaints and Discipline Policy, which is required under the Act. Our legal opinion provided, which included	Required under the Act.

		confirmation that other NSOs who have submitted and had approved similar clauses is that this is sufficient to meet our requirement under the Act.	
24.	Limitation of Liability...	25.2 (a). Insert wording required under the Act.	Required under the Act.
		25.3. Insert wording required under the Act.	Required under the Act.
27.	Contact Person	A Contact Person is required under the Act.	Required under the Act.