

Changes made to the Bye-Laws by the Board of Trustees on the 14th July 2017

Old Bye-Law	New Bye-Law	Reason
<p>1. Introduction</p> <p>1.1. — This new version of the Bye-Laws reflects the changes in the organisational structure that have eventually emerged following the Conduce report that was presented to the members of SLSGB at the 2010 Annual General Meeting on 25th April 2010.</p> <p>1.2 At that meeting, the membership tasked the Chairman to lead a group to bring forward a new structure supported by revised Articles of Association and a new set of Bye-Laws that will ensure that SLSGB continues to remain legally compliant with charitable and company law, with a flexible organisation able to carry out its objects in the funding and trading environment in which it exists</p>	<p>1. Introduction</p> <p>1.1 These bye-laws are established in accordance with and as provided for in clause 13.3.8 of the Articles of Association of Surf Life Saving Great Britain.</p>	<p>The old Introduction was relevant to changes made in 2010 but serves no current purpose</p> <p>This change is just cleaning up the text</p>
<p>3. Objects of the Company</p> <p>3.1 As set out in the Articles Section 1, the object for which the Company is established is to save lives on Britain's beaches and to provide education in all areas relating to lifesaving and resuscitation for the benefit of the public.</p> <p>3.2 And in furtherance of such object, but not further or otherwise, the Company shall have powers as listed in <u>Articles Section 1.2</u></p> <p>Refer to the <u>Articles Section 1.2</u> for further information on the powers of the Company to further the object</p>	<p>3 Objects of the Company</p> <p>3.1. The Object of the Company are as set out in the Articles <u>Section 1</u></p> <p>Refer also to the <u>Articles Section 1.2</u> for information on the powers of the Company in relation to the furtherance of the Objects</p>	<p>As above</p>

<p>4. Organisational Structure</p> <p>4.3 A Board of Trustees shall govern, shall be appointed by, and answerable to the membersthrough an Annual General Meeting, or, when required a General Meeting. The Board may create a number of Sub Committees whose responsibilities shall be made known to members on request. These may include but not be limited to Sport and Event, Lifesaving, Clinical Governance, Finance, HR & Remunerations, andDisciplinary.</p> <p>4.4 A Management Team, answerable to the Board, will be responsible for the operationalcontrol and co-ordination of the company's activities.</p> <p>4.5 A Life Members Advisory Committee shall may provide guidance and advice to the Board.</p> <p>4.6 At least three Commissions (Lifesaving, Lifesaving Sport and Regional) may be established and shall be responsible for technical matters, providing guidance and advice. as well as having delegated authority for aspects of the management of the company's business. Other Commissions may be created if required by the Board.</p> <p>4.7 The Commissions if established shall be chaired by a Commissioner who will be elected by the members at an Annual General Meeting</p> <p>4.8 A Chief Executive Officer shall normally be appointed by the Board to oversee theday-to-day management of the company through a</p>	<p>4. Organisational Structure</p> <p>4.3 A Board of Trustees shall govern, shall be appointed by, and answerable to the members through an Annual General Meeting, or, when required a General Meeting. The Board may create a number of Committees whose responsibilities shall be made known to members on request. These may include but not be limited to Sport and Event, Lifesaving, Clinical Governance, Finance, HR & Remunerations, and Disciplinary.</p> <p>4.4 A Life Members Advisory Committee may provide guidance and advice to the Board.</p> <p>4.5 Commissions may be established and shall be responsible for technical matters, providing guidance and advice to the Board</p> <p>4.6 The Commissions if established shall be chaired by a Commissioner who will be elected by the members at an Annual General Meeting.</p> <p>4.7 A Chief Executive Officer shall normally be appointed by the Board to oversee the day-to-day management of the company through a management team that will comprise key staff.</p>	<p>(Notes below relate to the old Bye law numbers)</p> <p>4.3 The new words added describe the new committees established to advise the Board on key aspects of the activities of the Organisation</p> <p>4.4 The Management Team, as envisaged in 2010, has not functioned in this capacity for some years (if at all) and is generally unworkable as originally drafted. The Board has the ultimate legal responsibility for the management of the organisation and now directs the business of the Organisation through a CEO and employed Managers, each with responsibility for a key area of activity – a normal modern business structure. (See also change to Bye Law 9)</p> <p>4.5 Changed from Shall to May so that can still be activated if and when wished</p> <p>4.6 None of the Commissions have met for now 2 years. This change still provides for Commissions to be established but with no reliance on such establishment.</p> <p>4.7 Removes the obligation to have Commissioners active in day to day management.</p>
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<p>management team that will comprise key staff and Commissioners.</p>		<p>and reflects the current modus operandi and changes as above Commissions as above</p>
<p>7.,10 Length of Service and Retirement of Trustees Trustees may, subject to annual review, hold office for a maximum of a three-year term before being required to stand for re-election. A Trustee can only stand for two consecutive three-year terms in the same role</p>	<p>7.10 Length of Service and Retirement of Trustees Trustees may, subject to annual review, hold office for a maximum of a three-year term before being required to stand for re-election</p>	<p>This extends the term of office but still leaves the members in total control of who becomes a Trustee and for how long.</p>
<p>9—Management Team Function The Management Team is the operational control group for SLSGB activities. It will work through commissioners and staff to:</p> <ul style="list-style-type: none"> 9.1 co-ordinate all company activities in order to achieve efficient use of resources, to avoid unnecessary duplication and to ensure continuity of effort, 9.2 develop and implement plans and proposals to progress surf lifesaving, 9.3 develop and implement quality administration systems and functions, present comprehensive, researched reports 		<p>See note for the change to Bye Law 4.4 Bye Law 9 is accordingly deleted in its entirety</p>

and recommendations to the Board;

Composition

As the control centre of the company, the Management Team must contain people who can, and will, consistently give of their best, offering continuity of leadership to ensure the future of the organisation.

9.4 Exceptionally, when a Management Team member is unable to attend a meeting, a nominated deputy may attend in their place

9.5 The senior staff administrator will keep a record of core Management Team members and their deputies.

9.6 The Management Team will comprise a core group:

- CEO (as chairman),
- Chairmen of lifesaving, sport, regional and operational commissions (Commissioners)
- Key staff members as agreed by the Board of Trustees,

9.7 The Management Team may include other people on an ad hoc basis, should the operational need arise.

Appointment procedures

9.8 Core Management Team members will be appointed as detailed within these byelaws.

9.9 Should the Management Team wish to appoint further members to its core group, it will seek approval from the Board of Trustees.

Roles and Responsibilities

The Management Team shall be responsible for the day to day management of SLSGB affairs and through the CEO, shall be answerable to the Board. The Management

Team will, in conjunction with the appropriate staff, volunteers, advisors and Committees:

- 9.10 make recommendations to the Board of Trustees on strategy, budgets and finance,
- 9.11 prepare, monitor and control budgets and expenditures,
- 9.12 present budgeted plans to the Board of Trustees,
- 9.13 ensure approved plans are progressed to completion,
- 9.14 prepare monthly progress reports which will include:
 - information of new risks or opportunities,
 - activities deviating from plan and revised plans, should they be needed

Operating procedures

- 9.15 The Management Team will meet as often as necessary, normally every month. Meetings may be face to face, by video conference or teleconference as required. A member may join a face to face meeting by teleconference if required where they are unable to travel to the meeting.
- 9.16 Meetings will be arranged to ensure maximum continuity of attendance of its members.
- 9.17 The Management Team will use committee procedures to discuss and agree business.
- 9.18 Meetings will be minuted, with actions and targets clearly identified.
- 9.19 See Bye Laws Section 14 regarding electronic voting procedures.
- 9.20 In the unlikely event that the Management Team is unable to agree over a contentious

<p>item it will be referred to the Board of Trustees for a decision.</p> <p>9.21 A Management Team meeting must have 50% of its members and 50% of its volunteer members in attendance to be quorate.</p> <p>9.22 In quorate Management Team meetings may not agree new or modified plans without Board approval</p>		
<p>12. Committees</p> <p>Composition</p> <p>12.1 The Committees may comprise both volunteers and staff.</p> <p>12.2 There will normally be representation from the ‘end user’, often the membership, the delivery provider, often the respective Manager or Commission Volunteer and the owner in terms of financial assurance and alignment to corporate objectives, often the CEO, Commissioner or appointed person.</p> <p>Roles and Responsibilities</p> <p>12.3 The Committees shall normally have an operational focus, carrying out the direct management and delivery of various aspects of the Charities business.</p> <p>12.4 Committees may report direct to the Management Team where it is expedient to do so, but must ensure that the respective Commissioners are kept informed and when appropriate, report back at the next meeting.</p> <p>Appointment of Committee Members</p> <p>12.5 The Commissioner or CEO will normally invite people to join a Committee based on their skills, experience and ability to carry out specific project based tasks.</p>	<p>11. Committees</p> <p>In order to ensure an informed, expert led approach to the management of the affairs of the Charity, Subject Matter Committees may be set up to support the activities of the Charity. Committee meetings may be face-to-face, by video conference or teleconference as required. A member may join a face-to-face meeting by teleconference if required where they are unable to travel to the meeting.</p> <p>Composition and Terms of Reference</p> <p>11.1 The Committees may comprise both volunteers and staff. The CEO may attend and vote.</p> <p>11.2 The Board of Trustees will establish relevant and appropriate Terms of Reference for The Committees</p> <p>11.3 A Trustee shall be nominated to act as the Chair</p> <p>11.4 The Committees will report to the Board of Trustees</p> <p>11.5 Committee Members will be appointed by the Trustees</p> <p>11.6 Committees may have delegated responsibilities to run defined areas of the activities of the Charity and if so established will be authorized in the committee Terms of Reference</p>	<p>Changed to reflect and provide for the subject matter, expert led Committees and revisions relating to the function of Commissions</p>

<p>Board Sub-Committees; Disciplinary Committee Composition</p> <p>12.11 The remaining members of the Disciplinary Committee will be appointed by the Board of Trustees as required to provide a level of expertise in the subject area concerning the disciplinary issue in question. I.e. if the issue in question relates to a safeguarding incident, the Committee members should have knowledge of this area. A minimum of 3 2 people in addition to the Chairman will be appointed</p>	<p>Composition</p> <p>11.11 The remaining members of the Disciplinary Committee will be appointed by the Board of Trustees as required to provide a level of expertise in the subject area concerning the disciplinary issue in question. I.e. if the issue in question relates to a safeguarding incident, the Committee members should have knowledge of this area. A minimum 2 people in addition to the Chairman will be appointed.</p>	<p>Change to reflect issues finding and training suitable people to fill these roles. 3 including the Chair is acceptable practice to have a fair outcome.</p>
<p>Honours Sub- Committee Composition</p> <p>12.23 The Honours Committee will consist of a Chairman who will be one of the three Trustees appointed under 7.2, members of the Regional Commission representing each Region, one member of the Lifesaving and Lifesaving Sport Commissions, and one member of the Life Members Advisory Group. The members of the Honours Committee should have some experience of SLSGB activities, its Regions, Clubs and members.</p>	<p>Honours Sub Committee Composition</p> <p>11.23 The Honours Committee will consist of:</p> <ul style="list-style-type: none"> • A Chairman who will be one of the Trustees • One member representing Lifesaving, one member representing Sport, • Two members representing the Regions, • One Life Member. 	<p>Changes are:</p> <ul style="list-style-type: none"> • Change to the Chair needing to be a Trustee appointed under 7.2 (This is not necessary) • Change to the composition to reduce the members representing the Region as experience shows only 1 or 2 of the previous Regional representatives have actively participated
<p>13 Electronic Decision Making Management Team</p> <p>13.10 Procedures for electronic votes within the Management Team shall be approved by the Management Team. The CEO shall be informed of all such votes and verify the</p>		<p>Bye laws 13.12 and 13.13 deleted in line with changes To Bye Law 9</p>

<p style="text-align: center;">outcomes.</p> <p style="text-align: center;">13.11 A record of electronic votes shall be maintained until such time as the results of the votes have been recorded in the minutes of the next Management Team meeting.</p>		
<p>14 Affiliation to SLSGB</p> <p>14.5 It is recommended that Regions/Clubs hold least 4 meetings per year, one of which must be an Annual General Meeting for the purpose of electing the Officers of the Region and representatives to serve on Committees and Commissions at National level Voting at such meetings must be on the basis of one individual member one vote.</p>	<p>13. Affiliation to SLSGB</p> <p>13.5 It is recommended that Regions/Clubs hold east 4 meetings per year, one of which must be an Annual General Meeting for the purpose of electing the Officers of the Region and representatives to serve on Commissions. Voting at such meetings must be on the basis of one individual member one vote.</p>	<p>Restricts Regions to directly appoint members to the new committees but retains the right to nominate to Commissions</p>