

# Constitution

Date: 6 July 2011



**SOUTH NARRABEEN SURF LIFE SAVING CLUB INCORPORATED**

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# Constitution

Date: 6 July, 2011

## ASSOCIATIONS INCORPORATION ACT 2009

### CONSTITUTION of SOUTH NARRABEEN SURF LIFE SAVING CLUB INCORPORATED

#### 1. NAME OF ASSOCIATION

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The name of the association is South Narrabeen Surf Life Saving Club Incorporated

#### 2. OBJECTS OF ASSOCIATION

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The Association is a charitable community service based institution. The objects for which the Association is established are to:

- (a) participate as a member of Surf Life Saving Sydney Beaches (SLSSNB) Surf Life Saving New South Wales (SLSNSW) and Surf Life Saving Australia Limited (**SLSA**) through and by which surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout Sydney Northern Beaches;
- (c) ensure the maintenance and enhancement of the Association, State Centre, Surf Life Saving Clubs, SLSA and surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (d) at all times promote mutual trust and confidence between the Association, State Centre, Surf Life Saving Clubs, SLSA and the Members in pursuit of these Objects;
- (e) at all times act on behalf of and in the interest of the Members and surf lifesaving;
- (f) promote the economic and community service success, strength and stability of the Association, State Centre, Surf Life Saving Clubs, SLSA and surf lifesaving;
- (g) affiliate and otherwise liaise with the Branch,, State Centre and SLSA in the pursuit of these Objects and surf lifesaving;
- (h) conduct, encourage, promote, advance and control surf lifesaving in Sydney Northern Beaches, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;

- (i) conduct or commission research and development for improvements in methods of surf lifesaving and surf lifesaving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (j) use and protect the Intellectual Property
- (k) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- (l) promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in surf lifesaving;
- (m) strive for Government, commercial and public recognition of the Association as the authority on aquatic safety and management in Sydney Northern Beaches ;
- (n) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment;
- (o) further extend the operations and teachings of the Association throughout Sydney Northern Beaches;
- (p) further develop surf lifesaving into an organised institution and with these Objects in view, to foster, regulate, organise and manage assessments, competitions, displays and other activities and to issue badges, medallions and certificates;
- (q) review and/or determine any matters relating to surf lifesaving which may arise, or be referred to it, by any Member;
- (r) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in Sydney Northern Beaches;
- (s) adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf lifesaving;
- (t) represent the interests of its Members and of surf lifesaving generally in any appropriate forum in Sydney Northern Beaches;
- (u) have regard to the public interest in its operations;
- (v) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by the Association;
- (w) promote the health and safety of Members and all other users of the aquatic environment;

- (x) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf lifesaving competition;
- (y) encourage and promote performance-enhancing drug free surf lifesaving competition;
- (z) establish, grant and support awards to Members and others, in honourable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of surf lifesaving and other distinguished services and acts;
- (aa) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than surf lifesaving;
- (bb) seek and obtain improved facilities for the enjoyment of the aquatic environment in [insert locality];
- (cc) promote uniformity of laws for the control and regulation of the aquatic environment in Sydney Northern Beaches; and to assist authorities in enforcing these laws;
- (dd) effect such objects as may be necessary in the interests of surf lifesaving and the aquatic environment in Sydney Northern Beaches; and
- (ee) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

### **3. POWERS OF THE ASSOCIATION**

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Solely for furthering the Objects, the Association has in, addition to the powers and functions under the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act*.

### **4. APPLICATION OF INCOME**

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- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution:
  - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
  - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (c) Nothing contained in clauses 4(a) or 4(b) shall prevent payment in good faith of or to any Member for:

- (i) any services actually rendered to the Association whether as an employee or otherwise;
- (ii) goods supplied to the Association in the ordinary and usual course of operation;
- (iii) interest on money borrowed from any Member;
- (iv) rent for premises demised or let by any Member to the Association;
- (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **5. LIABILITY OF MEMBERS**

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The liability of the Members of the Association is limited.

## **6. MEMBER'S CONTRIBUTIONS**

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Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while the Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

## **7. DISTRIBUTION OF PROPERTY ON WINDING UP**

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If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some registered or exempt charity, having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution. Such registered or exempt charity will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court New South Wales] or other Court as may have or acquire jurisdiction in the matter.

If the endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

- Gifts and money or property for the principal purpose of the organisation
- Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
- Money received by the organisation because of such gifts and contributions

## 8. DEFINITIONS AND INTERPRETATION

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### 8.1 Definitions

In this Constitution unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 2009*

**Association** means South Narrabeen Surf Life Saving Club Incorporated.

**Committee** means the body managing the Association and consisting of the Directors under Rule 28.

**By Laws** means any By-Laws made by the Committee under Rule 33.

**Branch** means **Surf Life Saving Sydney Northern Beaches**.

**Constitution** means this Constitution of the Association.

**Delegate** means the person appointed from time to time to act for and on behalf of the Association and to attend, debate but not vote at general meetings of State Centre.

**Director** means a member of the Committee appointed in accordance with this Constitution.

**Financial year** means the year ending 30 April in each year.

**General Meeting** means the annual or any special general meeting of the Association.

**Individual Member** means a registered member of the Association and can only include probationary members, junior activity (*Nipper*) members; cadet members; active members; reserve active members; general members; long service members; award members; associate members; honorary members; and life members of the Association which are defined in the By-Laws.

**Intellectual Property** means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any championship, competition, series or event or surf lifesaving activity of or conducted, promoted or administered by the Association.

**Life Member** means an individual appointed as a Life Member of the Association under Rule 11.2.

**Member** means a member for the time being of the Association.

**Objects** mean the objects of the Association under Rule 2.

**President** means the President for the time being of the Association.

**Seal** means the common seal of the Association and includes any official seal of the Association.

**SLSA** means Surf Life Saving Australia Limited.

**Special Resolution** means a resolution passed in accordance with the Act.

**State** means and includes a State or Territory of Australia.

**State Centre** means the body recognised by SLSA as the body administering surf lifesaving in **New South Wales**.

**Surf Life Saving Club** means a surf lifesaving club which is a member of or otherwise affiliated with State Centre or SLSA.

## **8.2 Interpretation**

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## **8.3 Severance**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## **8.4 Expressions in the Act**

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.

## **8.5 Sole Purpose**

The Association is established solely for the Objects.

## **8.6 Model Rules**

The model rules under the Act are expressly displaced by this Constitution.

# **9. STATUS AND COMPLIANCE OF ASSOCIATION**

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## **9.1 Recognition of Association**

Subject to compliance with this Constitution, the State Centre constitution, and the SLSA constitution the Association shall continue to be recognised as a Member of the Branch] State Centre and shall administer surf lifesaving activities in Sydney Northern Beaches; in accordance with the Objects.

## **9.2 Compliance of Association**

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in New South Wales
- (b) appoint a Delegate annually to represent the Association at general meetings of the Branch.;
- (c) nominate such other persons as may be required to be appointed to the Branch State Centre committees from time to time under this Constitution or the Branch State Centre constitution or otherwise;
- (d) forward to the Branch State Centre a copy of its constituent documents and details of its Directors;
- (e) adopt the objects of State Centre (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the State Centre constitution;
- (f) apply its property and capacity solely in pursuit of the Objects and surf lifesaving;
- (g) do all that is reasonably necessary to enable the Objects to be achieved;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for benefit of the Members and surf lifesaving;
- (i) at all times act on behalf of and in the interests of the Members and surf lifesaving; and
- (j) by, adopting the objects of State Centre, abide by the State Centre Constitution.

### **9.3 Operation of Constitution**

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout Sydney Northern Beaches
- (b) to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of surf lifesaving and its maintenance and enhancement;
- (d) to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of surf lifesaving and the Members;
- (f) where the Association considers or is advised that a Member has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Association; or
  - (ii) acted in a manner prejudicial to the Objects and interests of the Association and/or surf lifesaving; or
  - (iii) brought themselves, the Association, any Surf Life Saving Club or surf lifesaving into disrepute;

the Association may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member with such penalty as it thinks appropriate.

## **10. ASSOCIATION'S CONSTITUTION**

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### **10.1 Constitution of the Association**

- (a) The Constitution will clearly reflect the objects of State Centre and shall generally conform with the State Centre constitution, subject to any requirements in the Act, and at least to the extent of:
  - (i) the objects of State Centre;
  - (ii) the structure and membership categories of State Centre and SLSA;
  - (iii) recognising SLSA as the national peak body for surf lifesaving in Australia, in accordance with the SLSA Constitution;

- (iv) recognising State Centre as the peak body for surf lifesaving in New South Wales
- (v) recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings;
- (vi) such other matters as are required to give full effect to the State Centre constitution;

with such incidental variations as are necessary having regard to the Act.

- (b) If there is any conflict or inconsistency between the constitutions of the Association, Surf Life Saving Sydney Northern Beaches State Centre or of SLSA the constitution of the higher surf lifesaving entity will prevail to the extent of the conflict or inconsistency. For the avoidance of doubt, the constitution of SLSA prevails over the constitutions of a State Centre and/or a Branch and/or the Association. The constitution of State Centre prevails over the constitution of a Branch and/or the Association.

## **10.2 Operation of the State Centre Constitution**

- (a) The Association will take all steps to ensure its Constitution is in conformity with the State Centre constitution at least to the extent set out in Rule 10.1 and in respect of those matters set out in Rule 10.1 shall ensure this Constitution is amended in conformity with future amendments made to the State Centre constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Association shall provide to State Centre a copy of its Constitution and all amendments to this document. The Association acknowledges and agrees that State Centre has power to veto any provision in its Constitution which, in State Centre's opinion, is contrary to the objects of State Centre.

## **11. MEMBERS**

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### **11.1 Categories of Members**

The Members of the Association shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to be present and to debate at General Meetings, and the right to vote.
- (b) Probationary membership shall be the designation of any person for the time period between applying for membership and the gaining of an award. These members are not entitled to vote at General Meetings;

- (c) A Junior Activities Member shall be a person who shall be a minimum age of five (5) years up to a maximum of thirteen (13) and such person shall be required to gain the relevant Surf Education Certificate for that person's age group. These members are not entitled to vote at General Meetings.
- (d) A Cadet member shall be a member of the age qualification as defined in SLSA's Manuals (i.e. Under 15) and, who has obtained the Surf Rescue Certificate or who has passed an Annual proficiency test. These members are not entitled to vote at General meetings
- (e) Active members who are holders of SLSA Bronze Medallion and fulfil patrol and club obligations and qualify with an annual proficiency shall have the right to be present, to debate and to vote at General Meetings;
- (f) Reserve Active Membership may be granted to Active Members who have satisfactorily completed (from the gaining of the Bronze Medallion) at least eight (8) of patrol and club obligations as provided by the SLSA and Club constitution. Reserve Active membership shall not be automatic, but shall be granted by resolution by the appropriate club body shall have the right to be present, to debate and to vote at General Meetings;
- (g)** General membership may be granted by a club to persons who may or may not hold an SLSA award.
- (h) Long Service Membership may be granted by a Club to members who have completed ten (10) years active service or to members who have completed eight (8) years active service plus four (4) years active reserve service shall have the right to be present, to debate and to vote at General Meetings;

Such Members may be exempted from all patrol obligations and may be granted other special privileges.

- (i) Award Membership may be granted to members who hold an SLSA award of one, or more, of the following qualifications: Surf Rescue Certificate, Radio award, Resuscitation Certificate, Advance Resuscitation Certificate or First Aid Certificate shall have the right to be present, to debate and to vote at General Meetings;
- (j) Associate Membership may be granted by a Club to members who may or may or may not hold an SLSA award.

Associate Members shall not have affiliated Clubs voting rights unless elected to office or position, which is provided with voting rights.

- (k) Honorary Membership may be granted to persons who may or may not hold an SLSA award. These members are not entitled to vote at General meetings.

## 11.2 Life Members

- (a) The Life Members and Honours committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Association and surf lifesaving, where such service is deemed to have assisted the advancement of the Association and surf lifesaving in the Sydney northern beaches be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Committee the Life Members and Honours committee must be a Special Resolution and must be carried by a two thirds majority of the members in attendance and entitled to vote..
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a Life Member.
- (d) No member shall be granted Life Membership until at least two years have elapsed since the date of the Committee meeting granting her/him a Club Honour Blazer.

## 12. SUBSCRIPTIONS AND FEES

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The annual membership subscription (if any) and fees payable by Members to the Association, the time for and manner of payment shall be as determined by the Committee from time to time.

## 13. APPLICATION

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### 13.1 Application for Membership

An application for membership by an individual (**applicant**) must be:

- (a) in writing on the form prescribed from time to time by SLSA, from the applicant or its nominated representative and lodged with the Association;
- (b) accompanied by the appropriate fee, if any.

### 13.2 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in Rule 13.1 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection. In considering an application for membership the Association must act reasonably and in good faith.
- (b) Where the Association accepts an application the applicant shall, subject to notification to State Centre, become a Member.

- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Register shall be updated accordingly as soon as practicable.
- (d) If the Association rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association. No reasons for rejection need be given.

### **13.3 Re-Application**

- (a) Members must re-apply for membership of the Association in accordance with the procedures set down by the Association from time to time. Membership renewal is not automatic and a re-application may be accepted or rejected by the Association in its discretion but acting reasonably and in good faith at all times. If the Association rejects a re-application, it shall refund any fees forwarded with the application, and the re-application shall be deemed rejected by the Association. No reasons for rejection need be given.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Association.

### **13.4 Deemed Membership**

- (a) All individuals who are, prior to the approval of this Constitution, members of the Association shall be deemed, and/or shall continue, to be Members of the Association from the time of approval of this Constitution under the Act.
- (b) The Members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval of this Constitution under the Act.
- (c) Any members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under clause 13.4(a) shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

## **14. REGISTER OF MEMBERS**

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### **14.1 Register**

The Association shall keep and maintain a register in which shall be entered (as a minimum):

- (a) the full name, address, class of membership and date of entry of the name of each Member; and
- (b) the full name, address and date of entry of the name of each Director and Delegate.

Members shall provide notice of any change and required details to the Association within one month of such change.

## **14.2 Inspection of Register**

Having regard to confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any Member, Director or Delegate, shall be available for inspection (but not copying) by Members, upon reasonable request.

## **14.3 Use of Register**

Subject to confidentiality considerations and privacy laws, the register may be used by the Association to further the Objects, as the Committee considers appropriate. Members acknowledge and agree that the register may also be used by State Centre and/or SLSA to further their respective objects subject always to confidentiality considerations and privacy laws.

## **14.4 Right of State Centre to Register**

The Association shall provide a copy of the register at a time and in a form acceptable to State Centre, and shall provide regular updates of the register to State Centre. The Association agrees that State Centre may utilise the information contained in the register and the register itself to further the objects of State Centre, subject always to reasonable confidentiality considerations and privacy laws.

## **15. EFFECT OF MEMBERSHIP**

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Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and By-Laws, the State Centre constitution and regulations and the SLSA constitution and regulation;
- (b) they shall comply with and observe this Constitution and the By-Laws, and any determination, resolution or policy which may be made or passed by the Committee or any other entity with delegated authority;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association, State Centre and SLSA;
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of surf lifesaving as a community service in Sydney Northern Beaches and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

## **16. DISCONTINUANCE OF MEMBERSHIP**

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### **16.1 Notice of Resignation**

A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving notice in writing to the Association of resignation or withdrawal.

## **16.2 Discontinuance by Breach**

- (a) Membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolution or determination made or passed by the Committee or any duly authorised committee.
- (b) Membership shall not be discontinued by the Committee under clause 16.2(a) without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Committee's view to adequately explain to remedy the breach, that Member's membership shall be discontinued under clause 16.2(a) by the Association giving written notice of the discontinuance.

## **16.3 Failure to Re-Apply**

If a Member has not re-applied for Membership with the Association within one month of re-application falling due, that Member's membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this clause 16.3 as soon as practicable.

## **16.4 Member to Re-Apply**

A Member whose membership has been discontinued or has lapsed under clause 16.3:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Committee.

## **16.5 Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any surf lifesaving equipment or other property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

## **16.6 Membership may be Reinstated**

Membership which has been discontinued under this clause 16 may be reinstated at the discretion of the Committee, upon such conditions as it deems appropriate.

## **16.7 Refund of Membership Fees**

Membership fees or subscriptions paid by the discontinued Member may be refunded subject to a committee recommendation.

## **17. DISCIPLINE AND JUDICIAL**

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The Association adopts the Discipline and Judicial Regulations of SLSA as amended from time to time. These shall be replicated in the By-Laws but cannot be amended from the SLSA Regulations without the prior written approval of State Centre and SLSA.

## **18. ANNUAL GENERAL MEETING**

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- (a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

## **19. NOTICE OF GENERAL MEETING**

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- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the register kept by the Association. The auditor (if any) and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - (i) the agenda for the meeting; and
  - (ii) any notice of motion received from Members.

## **20. BUSINESS**

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- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Directors under this Constitution, the motion for affiliation with State Centre and the appointment and fixing of the remuneration of the auditors.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in clause 20(a) shall be special business.
- (c) No business other than that stated on the notice shall be transacted at that meeting.

## **21. NOTICES OF MOTION**

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Members entitled to vote shall also be entitled to submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than 30 days (excluding receiving date and meeting date) prior to the General Meeting.

## **22. SPECIAL GENERAL MEETINGS**

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### **22.1 Special General Meetings May be Held**

The committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

### **22.2 Requisition of Special General Meetings**

- (a) The Secretary shall on the requisition in writing of 50% of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall:
  - (i) state the object(s) of the meeting;
  - (ii) be signed by the Members making the requisition; and
  - (iii) be sent to the Association.

The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

- (c) If the Secretary does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee.

## **23. PROCEEDINGS AT GENERAL MEETINGS**

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### **23.1 Quorum**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be 15% Members present in person and entitled to vote.

### **23.2 President to Preside**

The President shall, subject to this Constitution, preside as chairman at every General Meeting except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists.

If the President is not present, or is unwilling or unable to preside the Members shall appoint one of the Directors to preside as chairman for that meeting only.

### **23.3 Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in clause 23.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **23.4 Voting Procedure**

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairman; or
- (b) a simple majority of Members.

### **23.5 Recording of Determinations**

Unless a poll is demanded under clause 23.4, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

### **23.6 Where Poll Demanded**

If a poll is duly demanded under clause 23.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

## **24. VOTING AT GENERAL MEETINGS**

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### **24.1 Members entitled to Vote**

Each Member entitled to vote as set out in clause 11.1 shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by that Member.

Where voting at General Meetings is equal the chairman may exercise a casting vote. The chairman does not have a deliberative vote.

## **25. PROXY VOTING**

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Proxy voting shall be permitted at any General Meeting. The proxy must be received in writing by the Secretary 24 hours before the scheduled commencement of the meeting

## **26. EXISTING Committee members**

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The members of the governing or managing body of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

## **27. POWERS OF THE COMMITTEE**

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Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Committee.

## **28. COMPOSITION OF THE COMMITTEE**

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### **28.1 Composition of the Committee**

The Committee shall comprise:

- (a) the President;
- (b) the Director of Administration
- (c) the Director of Finance; ( Public Officer)
- (d) the Director of Lifesaving;
- (e) the Director of Education;
- (f) the Director of Surf Sports;
- (g) the Director of Junior Activities; and
- (h) three other Directors

who must all be Individual Members, 75% must be holders of a surf bronze medallion and who shall be elected under clause 29.

## **28.2 Portfolios**

If the Committee considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, as determined in the discretion of the Committee.

## **28.3 Right to Co-Opt**

It is expressly acknowledged that the Committee may co-opt any person with appropriate experience or expertise to assist the Committee in respect of such matters and on such terms as the Committee thinks fit. Any person so co-opted shall not be a Director, and shall not exercise the rights of a Director, but shall act in an advisory role only.

## **28.4 Appointment of Delegate**

- (a) The President of SN SLSC shall be the Delegate to represent SNSLSC at Branch meetings, however in the event of an absence of the President the Committee may appoint a proxy delegate.
- (b) The Association must advise the Branch Chief Executive Officer in writing of its Delegate.

## **29. ELECTION OF DIRECTORS**

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### **29.1 Nominations of Candidates**

- (a) Nominations for candidates to be elected to the Committee shall be called for by the Association forty-two days prior to the Annual General Meeting. When calling for nominations the Association shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Committee from time to time.
- (b) Nominations of candidates for election as Directors (including the President) shall be:
  - (i) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
  - (ii) delivered to the Association not less than 14 days before the date fixed for the holding of the Annual General Meeting, and the Association shall send the nominations to the Members entitled to receive notice under this Constitution together with the agenda for that General Meeting.
- (c) If insufficient nominations are received to fill all available vacancies on the Committee the candidates nominated shall, subject to declaration by the chairman, be deemed to be elected.

- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to declaration by the chairman, be deemed to be elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Committee.

## **29.2 Voting procedures**

Elections shall be conducted by such means as is prescribed by the Committee.

## **29.3 Term of Office of Directors**

The Directors shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting. Directors may be re-elected.

## **30. VACANCIES OF DIRECTORS**

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### **30.1 Grounds for Termination of Office of Director**

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Association;
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of 6 months;
- (f) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (h) is removed by Special Resolution;
- (i) has been expelled or suspended from membership (without further recourse under these Rules or the State Centre Rules); or
- (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act.

### **30.2 Remaining Directors May Act**

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

### **30.3 Casual Vacancy**

In the event of a casual vacancy in the office of any Director, the Committee may appoint a Member to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

## **31. MEETINGS OF THE COMMITTEE**

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### **31.1 Committee to Meet**

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Committee within a reasonable time.

### **31.2 Decisions of Committee**

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Committee. All Directors shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.

### **31.3 Resolutions not in Meeting**

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of Committee may be held where one or more of the Directors is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;

- (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or these Rules and such notice specifies that Directors are not required to be present in person;
- (iii) in the event that a failure in communications prevents clause 31.3(b)(i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until Clause 31.3(b)(i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
- (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

#### **31.4 Quorum**

At meetings of the Committee the number of Directors whose presence is required to constitute a quorum is 6 of the Directors.

#### **31.5 Notice of Committee Meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days oral or written notice of the meeting of the Committee must be given to each Director.

#### **31.6 Conflict of Interest**

A Director shall declare his interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of uncertainty as to whether it is necessary for a Director to absent himself from discussion or refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred. All disclosed interests must be submitted to the Annual General Meeting in accordance with the Act.

## **32. DELEGATIONS**

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### **32.1 Committee may Delegate Functions**

The Committee may by instrument in writing create or establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Committee determines.

### **32.2 STANDING COMMITTEES**

- (a) The standing committees of SNSLSC shall be
  - (i) Life Membership and Honours Committee
  - (ii) The Rules and Constitution Committee
  - (iii) The Building Committee
  - (iv) The Ocean View Room Committee
  - (v) Junior Activities Committee
  - (vi) Lifesaving and Education committee
  - (vii) Surf Sports Committee

#### Delegation by Instrument

The Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (b) this power of delegation; and
- (c) a function imposed on the Committee by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

### **32.3 Delegated Function Exercised in Accordance With Terms**

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

### **32.4 Procedure of Delegated Entity**

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under clause 31. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Association with details of all material decisions and shall provide any other reports, minutes and information as the Association may require from time to time.

### **32.5 Delegation may be Conditional**

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

### **32.6 Revocation of Delegation**

The Committee may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

## **33. BY-LAWS**

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### **33.1 Committee to Formulate By-Laws**

The Committee may formulate issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and surf lifesaving in Sydney Northern Beaches as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the State Centre constitution, the SLSA constitution and any regulations or by-laws made by State Centre or SLSA. If any By-Laws are inconsistent with the State Centre or SLSA constitution and regulations the By-Laws shall be null and void and will be inapplicable.

### **33.2 By-Laws Binding**

All By-Laws made under this clause shall be binding on the Association and Members of the Association.

### **33.3 By-Laws Deemed Applicable**

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this clause.

### **33.4 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members of the Association by means of Notices approved and issued by the Committee.

## **34. FUNDS, RECORDS AND ACCOUNTS**

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### **34.1 Source of Funds**

The Committee will determine the sources from which the funds of the Association are to be or may be derived and the manner in which such funds are to be managed.

#### **34.2 Association to Keep Records**

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Committee and shall produce these as appropriate at each Committee or General Meeting.

#### **34.3 Records Kept in Accordance with Act**

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Committee.

#### **34.4 Association to Retain Records**

The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

#### **34.5 Committee to Submit Accounts**

The Committee shall submit to the Members at the Annual General Meeting the Statements of Account of the Association in accordance with this Constitution and the Act.

#### **34.6 Accounts Conclusive**

The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

#### **34.7 Accounts to be Sent to Members**

The Committee shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the Statements of Account, the Committee's report, the auditor's report (if any) and every other document required under the Act (if any).

#### **34.8 Negotiable Instruments**

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Directors or in such other manner as the Committee determines.

### **35. AUDITOR**

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- (a) A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association in General Meeting.

- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

## **36. NOTICE**

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### **36.1 Manner of Notice**

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

### **36.2 Notice of General Meeting**

Notice of every General Meeting shall be given in the manner authorised in this Constitution.

## **37. SEAL**

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### **37.1 Safe Custody of Seal**

The Committee shall provide for safe custody of the Seal.

### **37.2 Affixing Seal**

The Seal shall only be used by authority of the Committee and every document to which the seal is affixed shall be signed by two Directors.

## **38. ALTERATION OF CONSTITUTION**

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- (a) The Constitution of the Association shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any).
- (b) In addition, there shall be no alteration or amendment to clause 41 without the consent of the relevant Minister or other authorised person under the Act.

## **39. INDEMNITY**

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### **39.1 Directors to be Indemnified**

Every Director, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him in his capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

### **39.2 Association to Indemnify Directors**

The Association shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

## **40. DISSOLUTION**

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Subject to clauses 6 and 7, the Association may be wound up in accordance with the provisions of the Act.

## **41. AUTHORITY TO TRADE**

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The Association is authorised to trade in accordance with the Act.