



*Constitution of the  
Salt Surf Life Saving Club  
Incorporated*

## TABLE OF CONTENTS

1. NAME OF ASSOCIATION .....	2
2. OBJECTS OF ASSOCIATION .....	2
3. POWERS OF THE ASSOCIATION .....	4
4. APPLICATION OF INCOME.....	4
5. LIABILITY OF MEMBERS.....	4
6. MEMBER'S CONTRIBUTIONS.....	5
7. DISTRIBUTION OF PROPERTY ON WINDING UP .....	5
8. DEFINITIONS AND INTERPRETATION .....	5
9. STATUS AND COMPLIANCE OF ASSOCIATION.....	9
10. ASSOCIATION'S CONSTITUTION.....	11
11. MEMBERS.....	12
12. SUBSCRIPTIONS AND FEES .....	14
13. APPLICATION .....	14
14. REGISTER OF MEMBERS.....	16
15. EFFECT OF MEMBERSHIP .....	16
16. DISCONTINUANCE OF MEMBERSHIP .....	17
17. DISCIPLINE .....	18
18. ANNUAL GENERAL MEETING .....	20
19. NOTICE OF GENERAL MEETING.....	20
20. BUSINESS.....	20
21. NOTICES OF MOTION .....	21
22. SPECIAL GENERAL MEETINGS .....	21
23. PROCEEDINGS AT GENERAL MEETINGS.....	21
24. VOTING AT GENERAL MEETINGS .....	23
25. PROXY VOTING.....	23
26. EXISTING COMMITTEE MEMBERS.....	25
27. POWERS OF THE COMMITTEE .....	25
28. COMPOSITION OF THE COMMITTEE.....	25
29. ELECTION OF COMMITTEE MEMBERS .....	26
30. VACANCIES OF COMMITTEE MEMBERS.....	27
31. MEETINGS OF THE COMMITTEE.....	28
32. SECRETARY.....	29
33. DELEGATIONS.....	31
34. REGULATIONS .....	32
35. RECORDS AND ACCOUNTS.....	32
36. AUDITOR.....	33
37. NOTICE.....	33
38. SEAL .....	34
39. ALTERATION OF CONSTITUTION .....	34
40. INDEMNITY.....	34
41. DISSOLUTION.....	35
42. AUTHORITY TO TRADE.....	35
43. GRIEVANCE PROCEDURES .....	35
44. STANDING SUB-COMMITTEES .....	35

## ASSOCIATIONS INCORPORATION ACT 2009 NSW

# CONSTITUTION of SALT SURF LIFE SAVING CLUB INCORPORATED

## PART I - INTERPRETATION

### 1. NAME OF ASSOCIATION

The name of the Association is Salt Surf Life Saving Club Incorporated (“**Association**”).

### 2. OBJECTS OF ASSOCIATION

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 NSW and Surf Life Saving Australia Limited (“SLSA”) through and by which surf life saving 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 life saving throughout the coastal strip from the southern wall of Cudgen Creek south to Casuarina beach entry 22, hereafter described in this Constitution as the Salt precinct.;
- (c) ensure the maintenance and enhancement of the Association, Surf Life Saving NSW, Affiliated Clubs, SLSA and surf life saving, its standards, quality and reputation for the benefit of the Members and surf life saving;
- (d) at all times promote mutual trust and confidence between the Association, Surf Life Saving NSW, Affiliated 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 life saving;
- (f) promote the economic and community service success, strength and stability of the Association, Surf Life Saving NSW, Affiliated Clubs, SLSA and surf life saving;
- (g) affiliate and otherwise liaise with Surf Life Saving NSW and SLSA, in the pursuit of these objects and the objects of surf life saving;
- (h) conduct, encourage, promote, advance and control surf life saving in the Salt precinct, 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 life saving and surf life saving 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 life saving standards, techniques, awards and education with bodies involved in aquatic life saving;
- (m) strive for Governmental, commercial and public recognition of the Association as the authority on aquatic safety and management in the Salt precinct;
- (n) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf life saving and related activities and the preservation of life in the aquatic environment;
- (o) further extend the operations and teachings of the Association throughout the Salt precinct;
- (p) further develop surf life saving into an organised institution and with these objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (q) review and/or determine any matters relating to surf life saving which may arise, or be referred to it, by any Member;
- (r) act as arbiter on all matters pertaining to the conduct of surf life saving in the Salt precinct, including disciplinary matters;
- (s) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of surf life saving;
- (t) formulate or 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 life saving;
- (u) represent the interests of its Members and of surf life saving generally in any appropriate forum in the Salt precinct;
- (v) have regard to the public interest in its operations;
- (w) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- (x) ensure that environmental considerations are taken into account in all surf life saving and related activities conducted by the Association;
- (y) promote the health and safety of Members and all other users of the aquatic environment;
- (z) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf life saving competition and to award trophies and rewards to successful competitors;
- (aa) encourage and promote performance-enhancing drug free competition;
- (bb) 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 life saving and other distinguished services and acts;

- (cc) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than surf life saving;
- (dd) seek and obtain improved facilities for the enjoyment of the aquatic environment in the Salt precinct;
- (ee) promote uniformity of laws for the control and regulation of the aquatic environment in the Salt precinct and to assist authorities in enforcing these laws;
- (ff) effect such objects as may be necessary in the interests of surf life saving and the aquatic environment in the Salt precinct; and
- (gg) 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**

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

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

**4.1** The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this Constitution.

**4.2** Except as prescribed in this Constitution:

- (a) 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
- (b) 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.

**4.3** Nothing contained in **clauses 4.1 or 4.2** shall prevent payment in good faith of or to any Member for:

- (a) goods supplied to the Association in the ordinary and usual course of operation;
- (b) interest on money borrowed from any Member;
- (c) rent for premises demised or let by any Member to the Association and
- (d) any out-of-pocket expenses incurred by the Member on behalf of the Association.

### **5. LIABILITY OF MEMBERS**

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of their membership fee of the Association.

## 6. MEMBER'S CONTRIBUTIONS

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

- (a) The Association may be wound up voluntarily by Special Resolution.
- (b) If upon winding up or dissolution of the Association or upon revocation of its endorsement as a deductible gift recipient (whichever occurs first), there remains after satisfaction of all its debts and liabilities any surplus assets or property as follows:
- (i) gifts of money or property for the objects of the Association;
  - (ii) contributions made in relation to an eligible fundraising event held for the objects of the Association; or
  - (iii) money received by the Association because of such gifts and contributions;
- then
- (c) such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to some organisation(s):
- (i) having objects similar to the objects of the Association; and
  - (ii) 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; and
  - (iii) which is charitable at law and to which income tax deductible gifts can be made.

Such organisation(s) will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

## 8. DEFINITIONS AND INTERPRETATION

### 8.1 Definitions

In this Constitution unless the contrary intention appears:

**“Act”** means the *Associations Incorporation Act 2009 (NSW)*.

**“Affiliated Club”** means a surf life saving club which is a member of or otherwise affiliated with Surf Life Saving NSW or SLSA.

**“Association”** means Salt Surf Life Saving Club Incorporated.

**“Authorised Officer”** means an authorised officer listed in Surfguard under the Operational Management / Officers tab.

**“Branch”** means the Far North Coast Branch of SLSNSW

**“Club Delegate”** means the person(s) appointed from time to time to act for and on behalf of the Association and to represent the Association at General Meetings of the Branch

**“Committee”** means the body consisting of the Committee Members.

**“Committee Member”** means a member of the Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

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

**“Financial year”** commences on the first day of May in each year and terminates on the thirtieth day of April in the next succeeding year, to which the accounts of the Club shall be balanced.

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

**“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 regatta, race, championship, competition, series or event or surf life saving activity of or conducted, promoted or administered by the Association in the Salt precinct.

**“Life Member”** means a member appointed as a Life Member of the Association under **clause 11.2**.

**“Member”** means a member for the time being of the Association under **Part IV** of this Constitution.

**“Objects”** means the objects provided under **clause 2** of this Constitution.

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

**“Regulations”** means any Regulations made by the Committee under **clause 34**.

**“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:

- (a) at a General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with these Rules; and
- (b) by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication approved by the Association from time to time.

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

**“State Centre”** means an independent entity (including the Association) recognised by SLSA as the body administering surf life saving in its particular State.

**“Surf Life Saving NSW”** means a State Centre recognised by SLSA as the body administering surf life saving in NSW.

**“SurfGuard”** means the national membership and Association administration database owned by 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 them 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 The specification of the objects of the Association in **clause 2** and the powers set out in **clause 3** of this Constitution, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor that any object or power which is specified in detail is more important than any object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.



**8.5 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.

**8.6 Sole Purpose**

The Association is established solely for the objects set out in this Constitution.

## **PART II - THE ASSOCIATION AS A CLUB**

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

#### **9.1 Recognition of Association**

The Association shall be affiliated with Far North Coast (the Branch), SLSNSW and SLSA. Through the Branch, State and National affiliations with SLSNSW, the Association will abide by the articles, rules, Constitutions, By-Laws and awards of SLSA, SLSNSW and the Branch. Subject to compliance with this Constitution, the Branch Constitution, the SLSNSW Constitution and the SLSA Constitution the Club shall continue to be recognised as a Member of the Branch and of SLSNSW and shall administer surf lifesaving activities in the Salt precinct in accordance with the Objects.

#### **9.2 Compliance of Association as a Club**

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in New South Wales;
- (b) appoint a Club 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 or Surf Life Saving NSW committees from time to time under this Constitution or the Branch Constitution or the Surf Life Saving NSW Constitution or otherwise;
- (d) forward to the Branch and Surf Life Saving NSW a copy of its constituent documents and details of its Committee Members;
- (e) adopt the objects of Surf Life Saving NSW (in whole or in part as are applicable to the Association) and adopt clauses or rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the Branch and Surf Life Saving NSW Constitution;
- (f) apply its property and capacity solely in pursuit of the objects of the Association and surf life saving;
- (g) do all that is reasonably necessary to enable the objects of the Association to be achieved;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of surf life saving, its standards, quality and reputation for benefit of the Members and surf life saving;
- (i) at all times act on behalf of and in the interests of the Members and surf life saving; and
- (j) by, adopting the objects of Surf Life Saving NSW, abide by the Surf Life Saving NSW 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 of the Association and surf life saving are to be conducted, promoted, encouraged, advanced and administered throughout the Salt precinct;
- (b) to ensure the maintenance and enhancement of surf life saving, its standards, quality and reputation for the benefit of the Members and surf life saving;
- (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 life saving 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 life saving 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 Regulations, 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 life saving; or
  - (iii) brought the Association, any Affiliated Club or surf life saving (including the Branch, SLSNSW and /or SLSA) into disrepute;
- (g) 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.

## PART III – THE ASSOCIATION'S CONSTITUTION

### 10. ASSOCIATION'S CONSTITUTION

#### 10.1 Constitution of the Association

The constituent documents of the Association will clearly reflect the objects of Surf Life Saving NSW and shall generally conform with the Branch and Surf Life Saving NSW Constitutions, subject to any requirements in the Act, and at least to the extent of:

- (a) the objects of Surf Life Saving NSW;
- (b) the structure and membership categories of Surf Life Saving Australia;
- (c) recognising SLSA as the national peak body for surf life saving in Australia;
- (d) recognising Surf Life Saving NSW as the peak body for surf life saving in NSW;
- (e) recognising the Branch;
- (f) recognising SLSA as the final arbiter on matters pertaining to surf life saving in Australia, including disciplinary proceedings;
- (g) such other matters as are required to give full effect to the Surf Life Saving NSW Constitution;

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

#### 10.2 Operation of the Surf Life Saving NSW Constitution

- (a) The Association will take all steps to ensure its Constitution is in conformity with the Branch and the Surf Life Saving NSW Constitutions at least to the extent set out in **clause 10.1** and in respect of those matters set out in **clause 10.1** shall ensure the Association's Constitution is amended in conformity with future amendments made to the Branch, Surf Life Saving NSW and Surf Life Saving Australia Constitutions, subject to any prohibition or inconsistency in the Act.
- (b) The Association shall provide to the Branch and Surf Life Saving NSW a copy of its Constitution and all amendments to these documents. The Association acknowledges and agrees that the Surf Life Saving NSW has power to veto any provision in its Constitution which, in Surf Life Saving NSW's reasonable opinion, is contrary to the objects of Surf Life Saving NSW.

#### 10.3 Register

The Association shall maintain, in a form acceptable to Surf Life Saving NSW and with such details as are required by the Surf Life Saving NSW's Constitution, a register of all Members of the Association. (refer to **clause 14.2**)

## PART IV - MEMBERSHIP

### 11. MEMBERS

#### 11.1 Classes of Members

The Members of the Association shall consist of:

(a) **Ordinary Members**

(i) **Active Member**

- Must be the holder of the SLSA Bronze Medallion and be proficient.
- Shall carry out patrol duties or any other duties, which from time to time be allocated to them by an authorised officer.
- Shall participate in life saving training, both on land and in the water, as directed by an authorised instructor or their respective Patrol Captains and attain their appropriate Association awards.

(ii) **Long Service Member**

- Shall be a Member who has completed at least 10 full seasons of rostered patrol duties with an association affiliated with SLSA, including at least two full seasons of patrol duties with the Association; or
- Shall be a Member who has completed at least 8 full seasons as an Active Member and another 4 seasons as an Active Reserve Member, of rostered patrol duties with an association affiliated with SLSA, including at least two full seasons of patrol duties with the Association.
- Has requested that the Committee of the Association bestow such Long Service membership status upon them and such application has been accepted by the Committee.
- Shall be exempted from patrol obligations.

(iii) **Reserve Active Member**

- Has held their SLSA Bronze Medallion for a period of at least 8 years.
- Has completed eight full seasons of rostered patrol duties with an association affiliated with SLSA, including at least two full seasons of patrol duties with the Association.
- Has requested that the Committee of the Association bestow such Reserve Active membership status upon them and such application has been accepted by the Committee.
- Undertake patrol duties as required by the rules of SLSA or by any resolution of the Committee of the Association.
- In exceptional circumstances, Reserve Active membership may be granted to a Member whom fails to meet the above requirements when their application has been approved by a majority of the Committee.

(iv) **Cadet Member**

- Shall be a Member of the age qualification as defined in SLSA's Manuals (ie Under15) and who has obtained the Surf Rescue Certificate or has passed the annual proficiency test. Shall carry out patrol duties or any other duties, which from time to time be allocated to them by an authorised officer.

- (v) **Award Member**
- May be granted to a person whom holds a SLSA award of one or more of the following qualifications:- If over the age of fifteen years, Surf Rescue Certificate, Radio Awards(s), Advanced Resuscitation Certificate, First Aid Certificate (or equivalent).
  - Shall carry out patrol duties or any other duties, which from time to time be allocated to them by an authorised officer.
- (vi) **Life Member**
- May be granted to a person in accordance with **clause 11.2** of this Constitution.
- (b) **Associate Members** – (The following member categories are not entitled to vote at General Meetings (reference **clause 24.1**)
- (i) **Junior Member**
- Shall be a Member who has attained the age of 5 years.
  - Shall be a Member who is less than 14 years of age as at midnight on the thirtieth day of September. Shall gain the relevant SLSA award for their age group.
  - Shall undertake activities organised for Junior Members at least once each calendar month during the season.
- (ii) **Senior Associate Member**
- Shall be at least 18 years of age.
  - Should have previous life saving experience.
  - Must be accepted by the Committee of the Association and have a reasonable excuse not to perform duties required of Ordinary Members of the Association.
  - Shall have an intention to assist the Association.
  - Associate membership shall be limited to less than fifty percent of the active membership.
- (iii) **Probationary Member**
- Shall have enrolled in training for a SLSA award which would make them eligible for ordinary membership of the Association.
  - Attendance and participation in training for the award must be to the satisfaction of the Committee.
  - Examination of the SLSA award shall be successfully attempted within 6 months of the application for membership.
  - Shall be assigned to a patrol and perform patrol duties within the constraints of their membership category.
  - Shall perform any other duties, which from time to time be allocated to them by an authorised officer.
- (iv) **General Member**
- Such membership may be granted by the Association regardless of whether they hold an SLSA award.
- (c) Such other classes of membership as determined by the Committee from time to time.

## 11.2 Life Members

- (a) The Life Membership Committee (LMC) may recommend to the Committee a member who has rendered distinguished service to the Association and surf life saving, where such service is deemed to have assisted the advancement of the Association and surf life saving in the Salt precinct be elected as a Life Member.
- (b) Nominations for the honour of Life Membership shall be submitted to the LMC of the Association, in writing 3 months prior to the AGM via the Association Secretary, in confidence. Such nominations shall include a detailed resume of the nominee's history with the Association together with the rationale for such nomination and be proposed by two (2) members.
- (c) The nominations shall proceed to the Committee where the recommended nominations have been approved by the LMC meeting.
- (d) Only one nomination for Life Membership may be recommended by the Committee to the Annual General Meeting in any year.
- (e) A resolution of the Annual General Meeting to confer Life Membership (subject to clause 11.2) on the recommendation of the Committee must be a Special Resolution.
- (f) The proposer/s may speak for the nomination at the Annual General Meeting.
- (g) A member may reject the Association's resolution to confer Life membership in writing to the Secretary.
- (h) Life Members, who subject to this Constitution, have the right to be present and to debate at Committee Meetings, but shall have no voting rights.

## 12. SUBSCRIPTIONS AND FEES

- (a) 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 Association at the Annual General Meeting.
- (b) Annual subscriptions for the ensuing year shall become due on the 1st day of May in each year and are payable no later than the date of the Annual General Meeting following thereon. Members who are unfinancial at the date of such Annual General Meeting shall not be eligible to election of office, or entitled or permitted to vote or be heard upon any matter, business or thing brought up, transacted or discussed at any Annual General Meeting, unless and until annual subscription is paid.

## 13. APPLICATION

### 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 the Committee, from the applicant and lodged with the Association; or

- (b) submitted online via the Lifesaving Online membership portal and otherwise in accordance with the process (if any) prescribed by the Committee from time to time; and
- (c) accompanied by the appropriate fee, if any.

### **13.2 Discretion to Accept or Reject Application**

- (a) The Association may acting in good faith and in the best interests of the Association, accept or reject an application whether the applicant has complied with the requirements in **clause 13.1** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application the applicant shall, subject to notification to Surf Life Saving NSW, become a Member.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Secretary shall amend the Register 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.
- (e) There is no right of appeal where the Committee rejects an application for membership, whether a new application or a re-application.

### **13.3 Re-Application**

- (a) Members must re-apply for membership of the Association in accordance with the timeframes and procedures set down by the Association in Regulations from time to time. Members acknowledge and agree that membership renewal is not automatic.
- (b) Upon re-application a Member must provide details of any change in his or her personal details, and any other information reasonably required by the Association.
- (c) **Clauses 13.2 (a)-(e)** apply to re-applications for members.

### **13.4 Deemed Membership**

- (a) All individuals who are, prior to the approval of this Constitution, Members of Salt Surf Life Saving Club shall be deemed Members, and thus 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 are 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**

### **14.1 Secretary to Keep Register**

The Secretary 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 Committee Member and Club Delegate.

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

### **14.2 Use of SurfGuard**

SurfGuard shall be used as the Register of Members.

### **14.3 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, Committee Member or Club Delegate, shall be available for inspection (but not copying) by Members, upon reasonable request.

### **14.4 Use of Register**

Subject to confidentiality considerations and privacy laws, the Register may be used by the Association to further the objects of the Association, as the Committee considers appropriate.

### **14.5 Right of Surf Life Saving NSW to Register**

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

## **15. EFFECT OF MEMBERSHIP**

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 Regulations, the Branch Constitution and Regulations, the Surf Life Saving NSW Constitution and Regulations and the SLSA Constitution and Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations, 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 Regulations they are subject to the jurisdiction of the Association, Branch, Surf Life Saving NSW and SLSA;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of surf life saving as a community service in the Salt precinct; and
- (e) neither membership of the Association nor this Constitution gives rise to:
  - (i) any proprietary right of Members in, to or over the Association or its property or assets;
  - (ii) any automatic right of a Member to renewal of their membership of the Association;
  - (iii) subject to the Act and the Association acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and
- (f) they are entitled to all benefits, advantages, privileges and services of Association membership.

## 16. DISCONTINUANCE OF MEMBERSHIP

### 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 Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised committee or board.
- (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. The accused Member shall be granted seven days notice of their right to appear and be heard by the Committee to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Committee's view to adequately explain and / or remedy the breach, that Member's membership shall be discontinued under **clause 16.2(a)** by the Committee giving written notice of the discontinuance to the member
- (d) Any Member's membership that is discontinued under **clause 16.2(c)** shall have the right to appeal the discontinuation under the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time.
- (e) Any Special General Meeting in accordance with **clause 16.2(d)** shall be convened under this Constitution and in particular **clause 22**.

### 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 life saving 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, with such conditions as it deems appropriate.

## 17. DISCIPLINE

### 17.1 Disciplinary Committee

- (a) Where the Committee is advised or considers that a Member has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the Branch Constitution or Regulations, the Surf Life Saving NSW Constitution, Regulations, SLSA Constitution or Regulations or any resolution or determination of the Committee, the Surf Life Saving NSW Council or any duly authorised sub-committee; or
  - (ii) acted in a manner unbecoming of a Member, or prejudicial to the objects and interests of the Association, the Branch, Surf Life Saving NSW, SLSA and/or surf life saving; or
  - (iii) brought themselves, the Association, the Branch SLSA, Surf Life Saving NSW any other Affiliated Club or surf life saving into disrepute;

the Committee may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association, the Branch, Surf Life Saving NSW and SLSA as set out in the Regulations.

- (b) The Committee may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate under the principles and in accordance with the procedures expressed in the Regulations.
- (c) A Member who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

## PART V - GENERAL MEETINGS

### 18. ANNUAL GENERAL MEETING

- (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. If no Annual General Meeting is prescribed by the Act, the Association shall hold an Annual General Meeting in accordance with this Constitution, and in order to comply with any requirements of Surf Life Saving NSW and the Act.
- (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

#### 19.1 Notice of General Meetings

- (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 Committee Members 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;
  - (ii) any notice of motion received from Members; and
  - (iii) forms of authority in blank for proxy votes.

### 20. BUSINESS

#### 20.1 Business of General Meetings

- (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 Committee Members under this Constitution 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 20.1(a)** shall be special business.

#### 20.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

## **21. NOTICES OF MOTION**

### **21.1 Notices of Motion to be Submitted**

Members shall 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 42 days (excluding receiving date and meeting date) prior to the General Meeting.

### **21.2 Unsuccessful Notice of Motion**

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve (12) months.

## **22. SPECIAL GENERAL MEETINGS**

### **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 5% of the total number of Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and 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**

### **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 of the Association shall be 5 Members entitled to vote represented personally or by their proxies.

### 23.2 President to Preside

The President shall, subject to this Constitution, preside as Chairperson at every General Meeting of the Association except:

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

If the Vice President is not present, or is unwilling or unable to preside the Members shall appoint one of their number to preside as Chairperson 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 Chairperson 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 Chairperson 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:

- (a) by the Chairperson; 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 Chairperson 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 Chairperson 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**

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

Members of the following categories;

- (a) Active Members,
- (b) Long Service Members,
- (c) Reserve Active Members,
- (d) Life Members,
- (e) Award Members,

who are over 15 years of age, shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by him or his validly appointed proxy.

### **24.2 Casting Vote**

The Chairperson shall not have a casting vote at General Meetings. Where voting at General Meetings is equal, the motion will be lost.

### **24.3 Use of Technology, Postal and Electronic Ballots**

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting under rule 24.3(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
- (c) The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal. Postal or Electronic ballots shall be conducted under the procedures set by the Committee from time to time.

## **25. PROXY VOTING**

### **25.1 Proxy Voting Permitted**

Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Committee from time to time, has been duly completed and executed and is lodged with the Secretary at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one proxy vote at any one time.



**25.2 Proxy**

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

## PART VI - THE COMMITTEE

### 26. EXISTING COMMITTEE MEMBERS

The members of the administrative body (by whatever name called) 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 Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

### 27. POWERS OF THE COMMITTEE

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. In particular, the Committee as the authority for surf life saving in the Salt precinct shall be responsible for acting on local issues in accordance with the objects and shall operate for the benefit of the Members and the community throughout the Salt precinct and shall govern surf life saving in the Salt precinct in accordance with the objects of the Association, subject always to compliance with the Surf Life Saving NSW Constitution, regulations, policies and directives.

### 28. COMPOSITION OF THE COMMITTEE

#### 28.1 Composition of the Committee

The Committee shall comprise:

- (a) The President
- (b) The Vice-President
- (c) The Treasurer
- (d) The Secretary
- (e) The Club Captain
- (f) The Junior Activities Coordinator
- (g) 3 Committee Members

whom must all be Members and be elected under **clause 29**, five (5) members of which must be Members whom have voting rights under Rule 24.1 of this Constitution. The President, Club Captain and Junior Activities Coordinator shall all be members whom hold the SLSA Bronze Medallion.

#### 28.2 Portfolios

If the Committee considers it appropriate, in order to further the objects of the Association, it may allocate Committee Members 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 shall have the right to 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 Committee Member, and shall not exercise the rights of a Committee Member, but shall act in an advisory role only.

## 29. ELECTION OF COMMITTEE MEMBERS

### 29.1 Nominations of Candidates

- (a) Nominations shall be called for by the Secretary fifty-six days prior to the Annual General Meeting. When calling for nominations the Secretary shall also provide details of the necessary qualifications and job descriptions for the positions. Qualifications and job descriptions shall be as determined by the Committee from time to time.
- (b) Candidates must:
  - (i) be aged 18 years or over; and
  - (ii) reside in Australia
- (c) Nominations of candidates for election as Committee Members (including the President) shall be:
  - (i) made in writing, signed by two financial Salt Surf Life Saving club Members and accompanied by the written consent of the nominee also a financial Salt Surf Life Saving Club Member (which may be endorsed on the form of nomination); and
  - (ii) delivered to the Association not less than 28 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.
- (d) If insufficient nominations are received to fill all available vacancies on the Committee:
  - (i) the candidates nominated shall, subject to declaration by the Chairperson, be deemed elected; and
  - (ii) further nominations may in the Chairperson's discretion be received at the Annual General Meeting.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (f) 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 secret ballot on papers prepared by the Secretary and otherwise by such means as is prescribed by the Committee.

### 29.3 Term of Office of Committee Members

The Committee Members 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. Committee Members may be re-elected.

## 30. VACANCIES OF COMMITTEE MEMBERS

### 30.1 Grounds for Termination of Office of Committee Member

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

- (a) Ceases to be a Member
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) 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;
- (e) resigns his office in writing to the Association;
- (f) is absent without the consent of the Committee from meetings of the Committee held during a period of 3 months;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (i) is removed by Special Resolution;
- (j) has been expelled or suspended from membership (without further recourse under these Rules, the Branch, Surf Life Saving NSW or SLSA Rules);
- (k) In the opinion of the Committee (but subject always to this Constitution);
  - (i) has acted in a manner unbecoming or prejudicial to the objects and interests of the Association; or
  - (ii) has brought themselves or the Association into disrepute; or
- (l) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

### **30.2 Remaining Committee Members May Act**

In the event of a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of Committee Members, they may act only for the purpose of increasing the number of Committee Members 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 Committee Member, the Committee may appoint an eligible Member (subject always to this Constitution) 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**

### **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 shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. Four Committee Members may at any time, and Secretary shall on the requisition of those four Committee Members, convene a meeting of the Committee within 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 Committee Members shall for all objects be deemed a determination of the Committee. All Committee Members shall have one vote on any question.

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

- (a) A resolution in writing, signed or assented to by electronic mail, telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (b) Without limiting the power of the Committee to regulate their meetings as they think fit, a meeting of Committee may be held where one or more of the Committee Members 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 Committee Members 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 Committee Members 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 Committee Members which constitutes a quorum, and none of such Committee Members 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 Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

#### **31.4 Quorum**

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is 5.

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

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence not less than 7 days written notice of the meeting of the Committee shall be given to each Committee Member. The agenda shall be forwarded to each Committee Member not less than four days prior to such meeting.

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

A Committee Member 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 an uncertainty as to whether it is necessary for a Committee Member 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.

#### **31.7 Leave of Absence**

- (a) The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding three (3) months.
- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

### **32 SECRETARY**

#### **32.1 Appointment of Secretary**

The Secretary shall be appointed by the Committee for such term and on such conditions as it thinks fit.

#### **32.2 Secretary and Public Officer**

The Secretary shall act as and carry out the duties of Secretary of the Association and shall administer and manage the Association in accordance with this Constitution. The Secretary may also be appointed and act as the Public Officer of the Association. Where the Secretary is not appointed as the Public Officer of the Association another person whom meets the criteria must be appointed to that position.

### **32.3 Specific Duties**

The Secretary shall:

- (a) as far as practicable attend all Committee meetings and all General Meetings of the Association;
- (b) prepare the agenda for all Committee and General Meetings of the Association;
- (c) record and prepare minutes of the proceedings of all meetings of the Committee and the Association, and shall use its best endeavours to distribute those minutes to Members promptly from the date of the meeting;
- (d) regularly report on the activities of, and issues relating to, the Association.

**PART VII - MISCELLANEOUS****33. DELEGATIONS****33.1 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, boards, individual officers and consultants to carry out such duties and functions, and with such powers, as the Committee determines.

**33.2 Delegation by Instrument**

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

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

**33.3 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.

**33.4 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** above. The entity exercising delegated powers shall make decisions in accordance with the objects and objects of the Association, 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.

**33.5 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.

**33.6 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.



## **34. REGULATIONS**

### **34.1 Committee to Formulate Regulations**

The Committee may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and surf life saving in the Salt precinct as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution of the Association, the Branch Constitution, the Surf Life Saving NSW Constitution, SLSA Constitution, any Regulations made by the Branch, Surf Life Saving NSW or SLSA and any policy directives of the Committee. If any Regulations are inconsistent with the SLSNSW or SLSA Constitution and regulations the Regulations shall be null and void and will be inapplicable.

### **34.2 Regulations Binding**

All Regulations made under this clause shall be binding on the Association and Members of the Association.

### **34.3 Regulations 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 Regulations under this clause.

### **34.4 Bulletin Binding on Members**

Amendments, alterations, interpretations or other changes to regulations shall be advised to Members of the Association by means of Bulletins approved by the Committee and prepared and issued by the Secretary.

## **35. RECORDS AND ACCOUNTS**

### **35.1 Secretary to Keep Records**

The Secretary 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.

### **35.2 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 Secretary.

### **35.3 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.

**35.4 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 Charitable Fundraising Act 1991.

**35.5 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.

**35.6 Accounts to be Sent to Members**

The Secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association 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).

**35.7 Negotiable Instruments**

Subject to this Constitution, 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 the Secretary and any one duly authorised Committee Member or any two duly authorised Committee Members or in such other manner as the Committee determines.

**36. AUDITOR**

- (a) A properly qualified auditor or auditors shall be appointed by the Association in General Meeting, and the remuneration of such auditor or auditors fixed. 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.

**37. NOTICE****37.1 Manner of Notice**

- (a) Notices may be given by the Secretary to any Member 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.

### **37.2 Notice of General Meeting**

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

## **38. SEAL**

### **38.1 Safe Custody of Seal**

The Association may have a Seal. If it has a Seal the Secretary shall provide for safe custody of the Seal.

### **38.2 Affixing Seal**

If the Association has a Seal, it shall only be used by authority of the Committee and every document to which the seal is affixed shall be signed by two Committee Members or one Committee Member and the Secretary. If the Association does not have a Seal every legal document shall be signed by two Committee Members or one Committee Member and the Secretary

## **39. ALTERATION OF CONSTITUTION**

- (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 **clauses 42 or 43** without the consent of the relevant Minister or other authorised person under the Act.
- (c) An amendment which affects the special rights of any particular class of Members must be approved by a majority of Members of that class, present at a meeting, and need not be approved by any other class. Provided that the foregoing shall not apply to these classes of Members who have no special rights under this Constitution and hence there shall be no necessity to obtain majority approval from them on any issue unless the resolution purports to impose additional obligations on them, other than any increased annual subscription.

## **40. INDEMNITY**

### **40.1 Committee Members to be Indemnified**

Every Committee Member, 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 Committee Member, 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.

#### **40.2 Association to Indemnify Committee Members**

The Association shall indemnify its Committee Members, officers, managers and employees against all damages and costs (including legal costs) for which any such Committee Member, 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 Committee Member 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.

#### **41. DISSOLUTION**

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

#### **42. AUTHORITY TO TRADE**

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

#### **43. GRIEVANCE PROCEDURES**

Where a Member has a grievance with another Member or with the Association (but not being any of the grounds set out in **clause 17**) and that Member considers the grievance warrants investigation and action by the Association the Grievance procedures in SLSA's Member Protection Policy shall apply.

#### **44. STANDING SUB-COMMITTEES**

##### **44.1 Life Membership Committee (LMC)**

- (a) The LMC shall be convened to receive and evaluate nominations for election to Life Membership and to forward recommendations to the Committee.
- (b) The LMC shall consist of 5 members, which will include the Association President who will be appointed Chairperson of the LMC. The President shall have the power to nominate another member of the LMC to act as Chairperson, if unable to preside at a meeting of the LMC.
- (c) The Committee shall appoint 4 other members to the LMC when a nomination as been received, none of whom shall be members of the Committee. If an LMC member has a nomination put forward for Life Membership this LMC member must stand down for the term this nomination is being evaluated.
- (d) The LMC members appointed by the Committee should contain a minimum of one (1) current Life Member, if available and other Association Members with at least ten (10) years of patrolling experience at the Association.
- (e) The LMC shall meet at least two (2) months prior to the Annual General Meeting to consider such nominations as may have been received.
- (f) In carrying out its deliberations the LMC shall be mindful always of the fact that Life Membership of the Association is a singular honour which should only be recommended for those Members who have demonstrated a willingness to accept a significant level of

personal responsibility for the welfare of the Association and its Members over a number of years. Life Membership should not be considered as an appropriate recognition of lengthy limited service or membership only. Without necessarily restricting the deliberations and/or recommendations of the LMC, distinguished service to the Association should be considered as a minimum requirement for the achievement of Life Membership. If such service has not been performed, the nomination of a candidate for this award should be considered only in those circumstances where the level of personal commitment or achievement of such nominee is clearly superior to his or her peers and has resulted in a significant and demonstrable benefit to the Association.