

BRONTE

SURF LIFE SAVING CLUB • 1903

Constitution

**BRONTE SURF LIFE SAVING CLUB INCORPORATED
(REGISTRATION NO. 056089877)**

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Constitution of Bronte Surf Live Saving Club Inc.

1. NAME

The name of the incorporated association is Bronte Surf Life Saving Club Inc. (Registration No. 056089877) (the **Club**).

2. INCORPORATION

The Club was incorporated under the Act.

3. OBJECTS OF THE CLUB

The Club is established solely for these Objects. The Objects of the Club are to:

- 3.1.1 to patrol Bronte beach and take such reasonable steps to prevent drownings at the beach;
- 3.1.2 to maintain liaison with Life Saving guards (presently employed by Waverley Council);
- 3.1.3 provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout Bronte;
- 3.1.4 participate as a Member of SLSNSW and SLSA through and by which surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- 3.1.5 ensure the maintenance and enhancement of the Club and surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- 3.1.6 promote mutual trust and confidence between the Club and the Members in pursuit of these objects;
- 3.1.7 act on behalf of and in the interest of the Members and surf lifesaving;
- 3.1.8 promote the economic and community service success, strength and stability of the Club and surf lifesaving;
- 3.1.9 affiliate with and otherwise liaise with SLSNSW and SLSA in the pursuit of these objects and surf lifesaving;
- 3.1.10 conduct, encourage, promote, advance and control surf lifesaving on Bronte beach, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- 3.1.11 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;

- 3.1.12 apply the property and capacity of the Club towards the fulfilment and achievement of these objects;
- 3.1.13 promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in lifesaving;
- 3.1.14 strive for Governmental, commercial and public recognition of the Club as the authority on aquatic safety and management on Bronte Beach;
- 3.1.15 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;
- 3.1.16 further extend the operations and teachings of the Club throughout Bronte;
- 3.1.17 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 and award trophies to successful Members;
- 3.1.18 pursue through itself or other such commercial arrangements, including sponsorship, utilisation of bar and function facilities and marketing opportunities as are appropriate to further the interests of surf lifesaving in Bronte;
- 3.1.19 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;
- 3.1.20 have regard to the public interest in its operations; and
- 3.1.21 undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

4. POWERS OF THE CLUB

Solely for furthering the Objects set out above, the Club 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*.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the Associations Incorporation Act 2009 (NSW).

Annual General Meeting means a meeting of Members convened under rule 11.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 8.

Board means the body managing the Club and consisting of the Directors under rule 16.2.1.

Branch means the Sydney Branch of SLSNSW.

Bronze Medallion means the Bronze Award, or equivalent or replacement accreditation.

Club means Bronte Surf Life Saving Club Inc. (Registration No. 056089877).

Committee means any committee of the Board created under 20.1 from time to time.

Constitution means this Constitution of the Club as amended from time to time.

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

Director means a Member of the Board appointed under rule 17.

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

General Meeting means the annual or any special general meeting of the Club convened under rule 13.

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

Life Member means an individual appointed as a Life Member of the Club under rule 7.8.

Member means any person recognised as a Member of the Club under rule 7 from time to time.

Objects means the objects of the Club under rule 2.

President means the President for the time being of the Club appointed under rule 16.1.1(a).

Public Officer means the person appointed to be the public officer of the Club under rule 21.2.

Register means the register of Members kept under rule 9.1.

Regulations mean any regulation made by the Board under rule 22.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Club and management of the Club and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Club.

Seal means the common seal of the Club and includes any official seal of the Club.

SLSA means Surf Life Saving Australia Limited.

SLSNSW means the body recognised by SLSA as the body administering surf lifesaving in New South Wales.

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

State means and includes a State or Territory of Australia.

SurfGuard means the national membership and Club administration database owned by SLSA.

Surf Life Saving Club means a Surf Life Saving Club which is a Member of or otherwise affiliated with SLSNSW or SLSA.

5.2 Interpretation

In this Constitution:

- 5.2.1 A reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- 5.2.2 Words importing the singular include the plural and vice versa;
- 5.2.3 Words importing any gender include the other genders;
- 5.2.4 Headings are for convenience only and shall not be used for interpretation;
- 5.2.5 Words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- 5.2.6 References to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- 5.2.7 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.
- 5.2.8 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
- 5.2.9 Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it can not be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

6. AFFILIATION

6.1 Affiliation with SLSA

- 6.1.1 The Club must remain affiliated with SLSA and SLSNSW.
- 6.1.2 The affiliation with SLSA must be in accordance with any administrative arrangement made by SLSA, with SLSNSW or with such other body as SLSA may from time to time direct.

6.2 Compliance of Club

The Members acknowledge and agree the Club shall:

- 6.2.1 be or remain incorporated in New South Wales;
- 6.2.2 apply its property and capacity solely in pursuit of the Objects and surf lifesaving;

- 6.2.3 do all that is reasonably necessary to enable the Objects to be achieved;
- 6.2.4 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; and
- 6.2.5 act on behalf of and in the interests of the Members and surf lifesaving.

6.3 Operation of Constitution

The Club and the Members acknowledge and agree:

- 6.3.1 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 Bronte;
- 6.3.2 to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- 6.3.3 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;
- 6.3.4 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; and
- 6.3.5 to act in the interests of surf lifesaving and the Members.

7. MEMBERSHIP OF THE CLUB

7.1 Minimum number of Members

The Club must have at least twenty (20) Active Members.

7.2 Categories of Member

The Members of the Club shall consist of:

- 7.2.1 Senior Members which comprise:
 - (a) Active Members;
 - (b) Reserve Active; and
 - (c) Long Service Members;
- 7.2.2 Youth Members which comprise:
 - (a) Nipper Members; and
 - (b) Cadet Members;
- 7.2.3 Life Members;
- 7.2.4 Associate Members which comprise:
 - (a) Social Members; and

(b) Parent Members;

7.2.5 Honorary Members; and

7.2.6 Probationary Members.

Only Senior Members and Life Members will be entitled to vote at General Meetings

The Regulations will set out the requirements for determining eligibility for each category of membership.

7.3 Application for Membership

An application for membership by an individual must be:

7.3.1 in writing on the form prescribed from time to time by the Club and lodged with the Club; or

7.3.2 submitted online via the Lifesaving Online membership portal and in accordance with the process (if any) as proscribed by the Board from time to time; and

7.3.3 accompanied by the appropriate fee, if any.

7.4 Inter-club transfers

In addition to the requirements under rule 7.3, applications for membership to the Club by a member from another surf life saving club must comply with the procedures as set out in the Regulations.

7.5 Discretion to accept or reject application

7.5.1 The Club may accept or reject an application whether the applicant has complied with the requirements in rule 7.3 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.

7.5.2 Where the Club accepts an application the applicant shall, subject to notification to SLSNSW, become a Member.

7.5.3 Membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Register shall be updated accordingly as soon as practicable.

7.5.4 If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reasons for rejection need be given.

7.6 Renewal of Membership

7.6.1 Members may, at the sole discretion of the Board, be required to re-apply annually for membership of the Club in accordance with the procedures set down by the Club from time to time. Rules 7.3 and 7.5 apply to applications for renewal of membership.

7.6.2 Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

7.7 Membership transitional arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 33 shall apply to the continuation of membership from the date of adoption of this Constitution.

7.8 Life Membership

The eligibility requirements for Life Membership will be as set out in the Regulations.

7.9 Effect of Membership

7.9.1 Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations;
- (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;
- (d) this Constitution and Regulations are necessary and reasonable for promoting the Objects;
- (e) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board; and
- (f) where the Board 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 Club;
 - (ii) acted in a manner prejudicial to the Objects and interests of the Club and/or surf lifesaving; or
 - (iii) brought the Club, any Surf Life Saving Club or surf lifesaving into disrepute,

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

7.9.2 A right, privilege or obligation of a person by reason of their membership of the Club:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership whether by death, resignation or otherwise.

7.10 Publicity

A Member of the Club must not, without the approval of the Board, supply to any section of the media any information or comment concerning Club activities.

7.11 Liability of Members

The liability of the Members of the Club is limited to their annual membership contributions.

8. SUBSCRIPTIONS AND FEES

8.1.1 The Annual Subscription and any other fees or levies payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

- 8.1.2 The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

9. REGISTERS

9.1 Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in which it shall be entered (where the information is available):

- 9.1.1 the full name and address of the Member;
- 9.1.2 the category of membership of the Member;
- 9.1.3 the date on which the Member became a Member;
- 9.1.4 any other information determined by the Board; and
- 9.1.5 for each former Member, the date of ceasing to be a Member.

9.2 Use of SurfGuard

Where possible, SurfGuard (or equivalent or replacement system) shall be used as the Register of Members.

9.3 Changes to Member details

Members shall provide notice of any change and required details to the Club within sixty days of such change.

9.4 Inspection of register

Inspection of the Register will only be available as required by the Act and under rule 32.1.2.

9.5 Use of register

Subject to confidentiality considerations and privacy laws, the Register may be used by the Club to further the Objects, as the Board considers appropriate.

10. DISCONTINUANCE OF MEMBERSHIP

10.1 Discontinuance by notice of resignation

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

10.2 Discontinuance by breach

10.2.1 Membership of the Club may be discontinued by the Board upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the Regulations or any resolution or determination made or passed by the Board or any duly authorised committee.

10.2.2 Membership shall not be discontinued by the Board under rule 10.2.1 without the Board first giving the accused Member the opportunity to explain the breach and/or

remedy the breach. The accused Member shall be granted a minimum of seven days' notice of their right to appear and be heard by the Board to explain the breach and/or remedy the breach. The Board may, from to time, set out procedures for dealing with disciplinary matters in the Regulations.

10.2.3 Where a Member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership may be discontinued under rule 10.2.1 by the Club giving written notice of the discontinuance.

10.3 Discontinuance by failure to pay subscription

10.3.1 A Member is taken to have resigned if:

- (a) the Member's Annual Subscription is outstanding more than sixty days after the date on which subscription fees fall due and payable; or
- (b) in the event no annual subscription is payable:
 - (i) the Club has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (ii) the Member has not, within two months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

10.3.2 Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

10.4 Resignation by failure to re-apply

If a Member has not re-applied for Membership with the Club within sixty days of re-application falling due, that Member's membership will be deemed to have lapsed from that time.

10.5 Amendment to the register

Where a Member resigns under rule 10.1, an entry and the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable under rule 9.1.5.

10.6 Forfeiture of rights

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

10.7 Membership may be reinstated

Membership which has been discontinued under this rule 10 may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

10.8 Refund of Membership fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

11. ANNUAL GENERAL MEETINGS

11.1 Annual General Meeting to be held

11.1.1 The Club shall convene and hold an Annual General Meeting of its Members annually within six months after the end of the Financial Year and in accordance with the Act.

11.1.2 The Annual General Meeting of the Club shall, subject to the Act and to rule 11.1.1, be convened at a time, date and venue to be determined by the Board.

11.2 Business

In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting shall include the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution, and any other business of which notice is given in accordance with this Constitution.

11.3 Additional meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an Annual General meeting is a Special General Meeting.

12. SPECIAL GENERAL MEETINGS

12.1 Special General Meetings may be held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Club 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.

12.2 Request for Special General Meetings

12.2.1 The Board shall on the requisition in writing of 50 of Members entitled to vote convene a Special General Meeting.

12.2.2 The requisition for a Special General Meeting shall:

- (a) state the object(s) of the meeting;
- (b) be signed by the Members making the requisition; and
- (c) be sent to the Club.

12.2.3 If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Club, 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.

12.2.4 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 Board.

13. GENERAL MEETINGS

13.1 Notice to be given for General Meetings

- 13.1.1 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 Club. 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.
- 13.1.2 A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the business to be transacted at the meeting. Notice may be given in any form permitted under rule 27.
- 13.1.3 At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
- (a) the agenda for the meeting;
 - (b) any nominations for candidates to be elected to the Board received under rule 17.1; and
 - (c) any notice of motion received from Members under rule 13.2.2.
- 13.1.4 The accidental omission to give any notice of any General Meeting to any Member shall not invalidate the meeting or any resolution passed at any such meeting.

13.2 Business of meeting

- 13.2.1 No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- 13.2.2 A Member desiring to bring any business before a meeting shall give at least 30 days' notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

13.3 Quorum

- 13.3.1 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 Club shall be 25 Members represented personally.
- 13.3.2 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
- (a) if convened upon the requisition of Members, shall be dissolved; and
 - (b) in any other case, shall stand adjourned to:
 - (i) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (ii) any date, time and place determined by the chairperson;
- and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

13.4 President to chair

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

13.4.1 in relation to any election for which the President is a nominee; or

13.4.2 where a conflict of interest exists.

If the President is not present, or is unwilling or unable to preside the Vice President shall preside as Chairperson and if there is no Vice President then the Members shall appoint one of the Directors to preside as chairperson for that meeting only.

13.5 Chairperson may adjourn meeting

13.5.1 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.

13.5.2 When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.

13.5.3 Except as provided in rule 13.5.2 it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

14. VOTING AT GENERAL MEETINGS

14.1 Members entitled to vote

Subject to any other provision of this Constitution, each category of membership that has a right to vote under rule 7.2 shall be entitled to one vote at General Meetings. Notwithstanding rule 7.2, each member of the Board shall be entitled to one vote at General Meetings regardless of whether they are a voting member.

14.2 Voting procedure

14.2.1 Subject to this rule 14, votes at a General Meeting shall be given in person by those present and entitled to vote.

14.2.2 Subject to rule 14.4, all questions arising at a General Meeting shall be determined on a show of hands.

14.3 Recording of determinations

Unless a poll is demanded under rule 14.4, 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 Club shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

14.4 Where poll demanded

14.4.1 A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:

(a) the chairperson; or

(b) a simple majority of Members entitled to vote.

14.4.2 If a poll is duly demanded under this rule 14.4, 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.

14.5 Casting vote

The chairperson shall have a casting vote at General Meetings.

14.6 Proxy voting

Proxy voting shall not be permitted at General Meetings.

15. MINUTES OF GENERAL MEETINGS

15.1.1 The Board must ensure that minutes are taken and kept of each General Meeting.

15.1.2 The minutes must record:

- (a) the business considered at the meeting;
- (b) any resolution on which a vote is taken and the result of the vote; and
- (c) the names of all persons present at all meetings.

15.1.3 In addition, the minutes of each Annual General Meeting must include:

- (a) any reports or financial statements submitted to the Members at the Annual General Meeting; and
- (b) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

16. BOARD

16.1 Composition of Board

16.1.1 The Board shall comprise at least eight directors, including the following officers:

- (a) President;
- (b) Treasurer;
- (c) Life Saving;
- (d) Education;
- (e) Marketing;
- (f) Surf Sports;
- (g) Juniors; and
- (h) Nippers.

- 16.1.2 Each director must be a Member and must be elected under rule 17.
- 16.1.3 At least six of the eight directors must have obtained their Bronze Award, including the Director of Life Saving, the Director of Education and the Director of Nippers.
- 16.1.4 The Board may from time-to-time elect a director to act as Vice-President.

16.2 Powers of Board

- 16.2.1 The affairs of the Club shall be managed by the Board constituted under rule 16.1.
- 16.2.2 Subject to this Constitution and the Act, the Board:
- (a) shall control and manage the business and affairs of the Club;
 - (b) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (c) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club including preparation of a governance policy for the Club and Board.
- 16.2.3 The Board may in its discretion approve a budget for any operating unit or committee of the Club for any financial year or any part of any financial year
- 16.2.4 If the Board approves a budget for an operating unit that unit is authorised to incur expenditure in the exercise of its functions limited to whatever amount, and subject to whatever conditions, are specified in the budget
- 16.2.5 An operating unit or committee must not incur expenditure beyond an amount limited under rule 16.2.3 unless the Board has first determined to vary the budget for the unit to allow the additional expenditure

16.3 Portfolios

If the Board considers it appropriate, in order to further the Objects, in addition to those roles specified in rule 16.1, it may allocate Directors to specific portfolios, with specific responsibilities, as determined at the discretion of the Board.

16.4 Right to co-opt

It is expressly acknowledged that the Board may co-opt any person with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as the Board 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.

16.5 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out in rule 33 shall apply from the date of adoption of this Constitution.

16.6 Term of Office of Directors

- 16.6.1 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.
- 16.6.2 Directors may be re-elected.

17. ELECTION OF DIRECTORS

17.1 Nominations of Candidates

17.1.1 The Club shall call for nominations for candidates to be elected to the Board not less than 35 days prior to the Annual General Meeting. When calling for nominations the Club may provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.

17.1.2 Candidates must:

- (a) be aged 18 years or over;
- (b) be a voting Member;
- (c) reside in Australia; and
- (d) comply with any other eligibility criteria as set out in the Regulations.

17.1.3 Nominations of candidates for election as Directors shall be:

- (a) 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);
- (b) specify the office for which the candidate is nominated; and
- (c) delivered to the Club not less than 25 days before the date fixed for the holding of the Annual General Meeting.

17.1.4 The Notice of General Meeting provided in accordance with rule 13.1 shall include the nominations of candidates for election as Director.

17.1.5 If insufficient nominations are received to fill all available vacancies on the Board:

- (a) the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected; and
- (b) all remaining positions will be deemed casual vacancies under rule 18.3.

17.1.6 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 chairperson, be deemed to be elected.

17.1.7 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 Board.

17.2 Voting procedures

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

18. VACANCY ON THE BOARD

18.1 Grounds for termination of Director

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- 18.1.1 ceases to be a Member;
- 18.1.2 dies;
- 18.1.3 becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 18.1.4 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;
- 18.1.5 resigns their office in writing to the Club;
- 18.1.6 is absent from meetings of the Board held during a period of three months without having previously obtained leave of absence in accordance with rule 19.5 or provided reasonable excuse for such absence;
- 18.1.7 without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Club;
- 18.1.8 is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his interest;
- 18.1.9 is removed from office in accordance with this Constitution;
- 18.1.10 has been expelled or suspended from membership (without further recourse under this Constitution);
- 18.1.11 in the opinion of the Board (but subject always to this Constitution):
 - (a) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; or
 - (b) has brought themselves or the Club into disrepute; or
- 18.1.12 would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

18.2 Removal of Director

- 18.2.1 The Club in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- 18.2.2 Where the Director to whom a proposed resolution referred to in rule 18.2.1 makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

18.3 Casual vacancy

In the event of a casual vacancy in the office of any Director, the Board 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.

19. QUORUM AND PROCEDURE AT BOARD

19.1 Convening a Board meeting

- 19.1.1 The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- 19.1.2 Unless all Directors agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with rule 19.2, not less than seven days written notice of Board meeting shall be given to each Director.
- 19.1.3 Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and (where possible) the business to be transacted, shall be served on each Director by:
- (a) delivering it to that Director personally;
 - (b) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched); or
 - (c) in accordance with the Directors last notified contact details.
- 19.1.4 Notice may be given of more than one Board meeting at the same time.

19.2 Urgent Board meetings

- 19.2.1 In cases of urgency, a meeting can be held without notice being given under rule 19.1 provided that as much notice as practicable is given to each Director by the most effective means.
- 19.2.2 Any resolution made at an urgent Board meeting must be passed by a majority of the Board.

19.3 Quorum

- 19.3.1 At meetings of the Board the number of Directors whose presence is required to constitute a quorum is five.
- 19.3.2 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- 19.3.3 The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only to consider increasing the number of Directors to a number sufficient to constitute such a quorum.

19.4 Procedures at Board meetings

- 19.4.1 At meetings of the Board, the President shall chair the meeting. If the President is absent or unwilling to act the Vice President shall act as chair and if there is no Vice President, the Board shall appoint one of its Members to chair the meeting.

- 19.4.2 Questions arising at any meeting of the Board shall be determined on a show of hands, or if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- 19.4.3 Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.
- 19.4.4 Voting by proxy is not permitted at Board meetings.
- 19.4.5 A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- 19.4.6 Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may, at the sole discretion of the Board, be held where one or more of the Directors is not physically present at the meeting, provided that:
- (a) 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;
 - (b) 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 Board;
 - (c) in the event that a failure in communications prevents rule 19.4.6(a) 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 rule 19.4.6(a) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (d) 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 President of the meeting is located.

19.5 Material personal interests

- 19.5.1 A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 19.5.2 A Director with such a material personal interest must not:
- (a) be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- 19.5.3 A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.

19.5.4 Any declaration made or any general notice as aforesaid given by a Director in accordance with this rule 19.5 must be recorded in the minutes of the relevant meeting.

19.6 Financial interest

19.6.1 A Director is disqualified from:

- (a) holding any place for profit or position of employment in the Club, or in any company or incorporated Club in which the Club is a shareholder or otherwise interested; or
- (b) contracting with the Club either as vendor, purchaser or otherwise;

except with express resolution of approval of the Board.

19.6.2 Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.

19.6.3 The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.

19.6.4 A general notice that a Director is a Member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 19.6.3 for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

19.6.5 Any declaration made or any general notice as aforesaid given by a Director in accordance with rule 19.6 must be recorded in the minutes of the relevant meeting.

19.7 Conflicts

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

19.8 Minutes of Board meetings

19.8.1 The Board must ensure that minutes are taken and kept of each Board meeting.

19.8.2 As a minimum, the minutes must record:

- (a) the business considered at the meeting;
- (b) any resolution on which a vote is taken and the result of the vote; and
- (c) any interest declared under rules 19.5 or 19.6.

20. DELEGATED POWERS

20.1 Board may delegate functions

20.1.1 The Board may, by instrument in writing create, 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 Board determines.

20.1.2 The Board 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 Board by the Act or any other law, or this Constitution or by resolution of the Club in General Meeting.

20.1.3 At any time the Board 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.

20.2 Exercise of delegated functions

20.2.1 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.

20.2.2 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.

20.3 Procedure of delegated entity

20.3.1 The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, and where practical, be the same as that applicable to meetings of the Board under rule 19.

20.3.2 The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.

20.3.3 The entity shall also provide any other reports, minutes and information required by the Board.

21. DUTIES

21.1 General duties

21.1.1 As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.

21.1.2 The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Directors comply with this Constitution.

21.1.3 The Board must ensure that the Club complies with all requirements in the Act regarding financial statements.

21.2 Public Officer

21.2.1 As per section 34 of the Act, the Club must have a Public Officer position appointed.

21.2.2 The Board will determine from time to time who will act as the Club's Public Officer under the Act. Such person shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.

21.2.3 The Public Officer must give the Director-General (as defined in the Act) notice of their appointment within 28 days after the appointment.

21.2.4 If the position of Public Officer becomes vacant, the Board must appoint a person to the position within 28 days after the vacancy arises.

22. REGULATIONS

22.1 Board to formulate Regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Club, the advancement of the Objects and surf lifesaving in Bronte as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution.

22.2 Regulations binding

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

22.3 By-Law transitional arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 33 shall apply from the date of adoption of this Constitution.

22.4 Notices binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of the Club by means of Notices approved and issued by the Board.

23. FUNDS, RECORDS AND ACCOUNTS

23.1 Sources of funds

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

23.2 Club to keep records

23.2.1 The Club shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Club and the Board.

23.2.2 The Club shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

23.3 Board to submit accounts

The Club's statements of account are required to be audited as per the Charitable Fundraising Act 1991. At the Clubs Annual General Meeting the audited statements of account will be presented to the Members.

23.4 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 three months after such approval or adoption.

23.5 Accounts to be sent to Members

The Board shall , upon request, make available to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the full auditor's report (if any) and any other document required under the Act (if any).

24. APPLICATION OF INCOME

- 24.1.1 The income and property of the Club shall be applied solely towards the promotion of the purposes of the Club as set out in this Constitution.
- 24.1.2 No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 24.1.3 Nothing in this rule 24 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
- (a) any services actually rendered to the Club whether as an employee or otherwise;
 - (b) goods supplied to the Club in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member;
 - (d) rent for premises demised or let by any Member to the Club; or
 - (e) any out-of-pocket expenses incurred by the Member on behalf of the Club,
- 24.1.4 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.
- 24.1.5 The funds of the Club must not be expended and liability against those funds must not be incurred, in an amount exceeding \$60,000 in respect of any one item unless the Board has given one months' notice, either to a General Meeting or by post or otherwise to all voting Members, of the intention to expend the funds or incur the liability.
- 24.1.6 The amount of \$60,000 mentioned in rule 24.1.5 may be altered by the Board in the Regulations, but that increase in the amount is not to exceed the proportional increase in the Sydney Consumer Price Index since the amount was last determined on accumulative basis.
- 24.1.7 The Board may borrow money on behalf of the Club on terms considered appropriate by the Board, whether from members or otherwise, whether at interest or otherwise, and with or without giving security over any assets of the Club.
- 24.1.8 Any funds of the Club not required for immediate use may be invested by direction of the Board in its sole discretion. Such investment must be in funds controlled by a bank or similar financial institution under regulation by the Australian Prudential Regulation Authority, unless approval is given by a specific resolution of the Club for investment otherwise.

25. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, 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 Board determines.

26. AUDITOR

- 26.1.1 A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Club 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 2001* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Club in General Meeting.
- 26.1.2 The accounts of the Club 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.
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27. SERVICE OF NOTICES

- 27.1.1 Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- 27.1.2 Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- 27.1.3 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.
- 27.1.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.
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28. COMMON SEAL

- 28.1.1 The Club may have a Seal upon which its corporate name shall appear in legible characters.
- 28.1.2 The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Club's minute book. Two Directors must witness every use of the Seal, unless the Board determines otherwise.
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29. REGISTERED ADDRESS

The registered address of the Club is:

- 29.1.1 the address determined from time to time by resolution of the Board; or
- 29.1.2 if the Board has not determined an address to be the registered address, the postal address of the Public Officer.
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30. INDEMNITY

- 30.1.1 Every Director, officer, auditor, manager, employee or agent of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him/her in his/her capacity as Director, officer, auditor, manager, employee 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.
- 30.1.2 The Club 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 Club; and
 - (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Club.

31. DISSOLUTION

- 31.1.1 The Club may be wound up voluntarily by Special Resolution.
- 31.1.2 In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- 31.1.3 If upon winding up or dissolution of the Club 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 Club 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 of New South Wales or other Court as may have or acquire jurisdiction in the matter.

32. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- 32.1.1 Except as otherwise provided in this Constitution, the Board shall keep in its custody or control all books, minutes, documents and securities of the Club.
- 32.1.2 Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Club will be open for inspection by the Members.

33. TRANSITIONAL ARRANGEMENTS

- 33.1.1 Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this rule 33 shall apply from the date of adoption of this Constitution.

- 33.1.2 The Members of the governing or managing body (by whatever name it is called) of the Club 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.
- 33.1.3 All clauses, rules, Regulations and regulations of the Club in force at the date of the approval of this Constitution insofar as such clauses, rules, Regulations and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations under this rule 33.
- 33.1.4 All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one month of the approval of this Constitution under the Act.