



CONSTITUTION

BRONTE SURF LIFE SAVING CLUB
INCORPORATED (REGISTRATION NO. Y0614148)

Date: [Date to be confirmed on adoption]

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Constitution of Bronte Surf Life Saving Club Incorporated

1. NAME

The name of the incorporated association is Bronte Surf Life Saving Club Incorporated (Club).

2. INCORPORATION

The Club shall incorporate under the Act and shall remain incorporated.

3. OBJECTS OF CLUB

The Club is a charitable organisation which is established solely to be, and to continue as, a charity. The Club's object is to pursue the following charitable purposes and activities (Objects):

- (a) participate as a Member of Surf Life Saving NSW (**SLSNSW**) (Sydney Branch) and Surf Life Saving Australia Limited (**SLSA**), through and by which surf lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) conduct, encourage, promote and administer surf lifesaving and the Club as a beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community in Bronte (principally) and extending to other parts of Australia where reasonably necessary;
- (c) at all times promote mutual trust and confidence within the Club in pursuit of these Objects;
- (d) promote the economic, community and emergency service success, strength and stability of the Club;
- (e) affiliate and otherwise liaise with the Branch, SLSNSW and SLSA in the pursuit of these Objects;
- (f) conduct, encourage, promote and advance the relief of human distress in the aquatic environment through and by the application and provision of lifesaving standards, equipment, techniques and awards;
- (g) conduct, encourage, promote and advance aquatic safety and management and the protection and preservation of life in the aquatic environment in Bronte and other parts of Australia;
- (h) use and protect the Intellectual Property in pursuit of these Objects;
- (i) apply the property and capacity of the Club solely towards the fulfilment of these Objects;
- (j) conduct, encourage, promote and advance education and research in, surf lifesaving standards, equipment, techniques and awards to improve and safeguard the use of the aquatic environment and the protection and safety of the community;
- (k) have regard to the public safety and protection and the public interest in its operations;

- (l) ensure that promotion and protection of the aquatic environment in Bronte and other parts of Australia are considered in all activities conducted by the Club;
- (m) promote the health, safety and protection of the public and all users of the aquatic environment in Bronte and other parts of Australia;
- (n) establish, grant and support awards in honourable public recognition of meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of promoting the health, safety and protection of the public; and
- (o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF CLUB

Solely for furthering the Objects, 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:

ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

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

Advisor or **Advisor to the Board of Management** means a person co-opted by the Board under **rule 18.3** to provide specialist advice. An Advisor is not a Director, does not vote, and carries no director liability or responsibilities.

Annual General Meeting or **AGM** means a meeting of Members convened under **rule 13**.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under **rule 9**.

Board or **Board of Management** means the governing body of the Club, comprising the Directors under **rule 18.2(a)**. The Board meets separately from a General Meeting.

Branch means the Sydney Branch of SLSNSW.

Bronze-Qualified Member means a Member who has at any time been awarded a Bronze Medallion by Surf Life Saving Australia (SLSA), whether or not the Member currently holds proficiency.

Club means Bronte Surf Life Saving Club Incorporated.

Club Regulations means the by-laws (or regulations) made by the Board under the Constitution, updatable by Board resolution, which sit beneath the Constitution and govern operational matters.

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

Delegate means the person appointed and authorised from time to time to act for and on behalf of the Club and to attend, debate and vote at general meetings of the Branch. The Delegate must be a member of the Board.

Director means a member of the Board elected under **rule 19**.

Financial Member means a Member of the Club whose membership fees are paid and current, regardless of category.

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

General Meeting means a meeting of the Club's Members, being either the **Annual General Meeting (AGM)** or a **Special General Meeting (SGM)**. This does not include meetings of the Board of Management.

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 8.9**.

Member means any person recognised as a Member of the Club under **rule 8** from time to time.

Non-Voting Member means a Financial Member who is not a Voting Member.

Objects means the objects of the Club under **rule 3**.

President means the President for the time being of the Club elected under **rule 18.2(a)(i)**.

Public Officer means the person appointed to be the public officer of the Club under **rule 23.2**.

Register means the register of Members kept under **rule 10.1**.

Registered Charity means a registered charity under the ACNC Act.

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 by 75% of votes cast by Voting Members entitled to vote and voting, in person or by electronic participation (under **rule 15.6**) at a General Meeting.

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.

Voting Members means a Financial Member whose membership category carries voting rights at General Meetings, as specified under **rule 8**.

5.2 Interpretation

In this Constitution:

- (a) A reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) Words importing the singular include the plural and vice versa;
- (c) Words importing any gender include the other genders;
- (d) Headings are for convenience only and shall not be used for interpretation;
- (e) Words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) References to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) 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.
- (h) 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
- (i) 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 cannot 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. STATUS AND COMPLIANCE OF CLUB

6.1 Recognition of Club

Subject to compliance with this Constitution, the Branch constitution, the SLSNSW constitution and SLSNSW regulations, the SLSA constitution and SLSA regulations and any lifesaving or patrol services agreement between the Club and SLSNSW, the Club may continue to be recognised by the Branch and SLSNSW as a Member of the Branch and of

SLSNSW and shall administer surf lifesaving activities in Bronte and other parts of Australia in accordance with the Objects.

6.2 Compliance of Club

The Members acknowledge and agree the Club shall:

- (a) be or remain incorporated in New South Wales;
- (b) be or remain affiliated to the Branch and SLSNSW;
- (c) be or remain registered as a registered charity with the Australian Charities and Not-for-Profits Commission;
- (d) appoint a Delegate annually to represent the Club at general meetings of the Branch;
- (e) nominate such other persons as may be required to be appointed to Branch or SLSNSW committees from time to time under this Constitution or the Branch constitution or SLSNSW constitution or otherwise;
- (f) forward to the Branch and SLSNSW a copy of its constituent documents and details of its Directors as and when they change or are amended;
- (g) adopt the objects of SLSNSW (in whole or in part as are applicable to the Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the Branch and SLSNSW constitutions;
- (h) apply its property and capacity solely in pursuit of the Objects and surf lifesaving;
- (i) do all that is reasonably necessary to enable the Objects to be achieved;
- (j) 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;
- (k) expressly comply with rule 6 of the SLSNSW constitution in respect of patrol hours;
- (l) at all times act on behalf of and in the interests of surf lifesaving; and
- (m) by, adopting the objects of SLSNSW, abide by the SLSNSW constitution.

6.3 Operation of Constitution

The Club and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout Bronte and other parts of Australia;
- (b) to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of surf lifesaving;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of surf lifesaving and its maintenance and enhancement;

- (d) to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of surf lifesaving;
- (f) where the Club considers or is advised that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Club Regulations, or any resolution or determination of the Club; or
 - (ii) acted in a manner prejudicial to the Objects and interests of the Club and/or surf lifesaving; or
 - (iii) brought themselves, the Club, any Surf Life Saving Club or surf lifesaving (including the Branch, SLSNSW and/or SLSA) into disrepute;

the Club may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member in accordance with the processes and penalties under SLSA regulations; and
- (g) that the Club shall be represented by the President who shall have the right to (on behalf of the Club):
 - (i) be present at SLSNSW State Council Meetings; and
 - (ii) vote on the election of SLSNSW Elected Directors in accordance with the SLSNSW constitution.

7. CLUB'S CONSTITUTION

7.1 Constitution of the Club

The Constitution will clearly reflect the Branch and SLSNSW constitutions, subject to any requirements in the Act, and at least to the extent of:

- (a) the objects of SLSNSW;
- (b) the structure and membership categories of SLSA (if any);
- (c) recognising SLSA as the national peak body for surf lifesaving in Australia;
- (d) recognising SLSNSW as the peak body for lifesaving in New South Wales;
- (e) recognising the Branch; and
- (f) such other matters as are required to give full effect to the SLSNSW constitution, with such incidental variations as are necessary having regard to the Act.

7.2 Operation of the Branch and SLSNSW constitutions

- (a) The Club will take all steps to ensure its Constitution is in conformity with the Branch and SLSNSW constitutions at least to the extent set out in **rule 7.1** and in respect of those matters set out in **rule 7.1** shall ensure this Constitution is amended in conformity with future amendments made to the Branch, SLSNSW and SLSA constitutions, subject to any prohibition or inconsistency in the Act.

- (b) The Club shall provide to the Branch and SLSNSW a copy of its Constitution and all amendments to this document. The Club acknowledges and agrees that SLSNSW has power to veto any provision in its Constitution which, in SLSNSW's opinion, is contrary to the objects of SLSNSW.
- (c) Neither the Club nor any Member (in this clause each is referred to as a **Participant**) shall participate in any surf lifesaving related carnival, competition, special event or activity conducted by or on behalf of any outside person or organisation (each is referred to as an **Outside Event**) unless the Participant is satisfied, acting reasonably, that the Outside Event complies with the law and will apply good safety practices, and the Participant has also ensured that the Outside Event has been sanctioned by SLSNSW.
- (d) The books and records of the Club shall be open at all reasonable times for inspection by an authorised representative of SLSNSW, but no inspection shall be made unless approved by resolution of the SLSNSW Board and with reasonable notice to the Club.
- (e) The Club will otherwise comply with the SLSNSW constitution.

7.3 ACNC Act

While the Club is a Registered Charity, the ACNC Act overrides any clauses in this Constitution which are inconsistent with that Act.

7.4 Alteration of Constitution

The Constitution of the Club 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).

8. MEMBERSHIP OF CLUB

8.1 Minimum Number of Members

The Club must have at least twenty (20) Active 18+ Members at all times.

8.2 Categories of Member

Subject always to the SLSCA Membership directives in the SLSCA regulations the Club is authorised to establish such categories of members as it requires and considers necessary in the context of the Club and the requirements of SLSNSW. The Club provides membership in the following general categories of membership:

- (a) Junior membership;
- (b) Active membership;
- (c) Community membership (non-patrolling and non-voting);
- (d) Associate membership; or
- (e) Honorary and Service membership(s) including Life Membership.

8.3 Sub-categories of Membership

SLSNSW identifies sub-categories which sit within each of the Categories. Each sub-category has allowances, obligations and/or restrictions which apply to members assigned to the respective sub-category:

	Category	Sub-Category	Description
1.	Junior	Junior Activity Member	Shall be a person who shall be a minimum age of five (5) years up to a maximum age of thirteen (13) years, participating in the Surf Life Saving Australia Junior Development Program and expected to work towards the relevant Surf Education Certificate for that person's age group, as set out in the Club Regulations.
2.	Junior	Cadet Member (13-17)	Shall be a Surf Rescue Certificate holder aged thirteen (13) up to seventeen (17) years and fulfil patrol and Club obligations, as provided by SLSA and the Club Constitution or Club Regulations. Qualify in an annual proficiency test unless the Member has obtained their Surf Rescue Certificate in that season.
3.	Active	Active Patrol Member (15-17)	Shall be a Bronze Medallion holder aged fifteen (15) up to seventeen (17) years and fulfil patrol and Club obligations, as provided by SLSA and the Club Constitution or Club Regulations. Qualify in an annual proficiency test unless the Member has obtained their Bronze Medallion in that season.
4.	Active	Active 18+	Shall be a Bronze Medallion holder aged eighteen (18) years or over and fulfil patrol and Club obligations, as provided by SLSA and the Club Constitution or Club Regulations. Qualify in an annual proficiency test unless the Member has obtained their Bronze Medallion in that season.
5.	Active	Award Member	Shall hold a qualifying SLSA award and fulfil the patrol and/or Club obligations required for that award, as prescribed in the Club Regulations.
6.	Active	Reserve Active Member	May be granted by the Club to Members who have completed a number of years of active service, as stipulated in the Club Regulations.
7.	Community	Community Member	May be granted by the Club to persons not directly participating in lifesaving activities. This may cover social or volunteer activities. These Members shall have no voting rights or access to other benefits such as coverage under the SLSA insurance policy or any insurance coverage via the <i>Workers Compensation Act 1987</i> (NSW).

	Category	Sub-Category	Description
8.	Associate	Associate Member	May be granted by the Club to persons who may or may not hold an SLSA award.
9.	Associate	Probationary Member	Shall be the designation of any person for the time period between applying for membership and the gaining of an award and/or the granting of a formal category membership by the Club. Note: Probationary Members are not Individual Members for the purposes of clauses 10 and 13 of the SLSA constitution. Probationary Members are not eligible to stand for election as a Director.
10.	Associate	General Member	May be granted by the Club to persons who may or may not hold an SLSA award.
11.	Associate	Leave Restricted	May be granted by the Club to Members requesting absence away from their Club and Club duties for a period of time (e.g. deployment, work, pregnancy, travel etc).
12.	Honorary and Service Membership	Long Service Member	May be granted by the Club to Members who have completed a number of years of active service or reserve active service, as stipulated in the Club Regulations. Such Members may be exempted from all patrol obligations, and may be granted other special privileges of Membership as provided in the Club Constitution and Club Regulations.
13.	Honorary and Service Membership	Past Active Member	May be granted by the Club to persons meeting eligibility criteria as stipulated in the Club Regulations.
14.	Honorary and Service Membership	Honorary Member	May be granted by the Club to persons meeting eligibility criteria as stipulated in the Club Regulations.
15.	Honorary and Service Membership	Life Member	May be granted by the Club to Members who have rendered distinguished, or special service as provided for in the Club Constitution (see rule 8.9) and Club Regulations.

8.4 Voting and Non-Voting Membership

- (a) Each Member is either a Voting Member or a Non-Voting Member.
- (b) A Voting Member is entitled to: receive notice of every General Meeting as of right; attend; participate in debate; and vote, in each case in accordance with this Constitution.

- (c) A Non-Voting Member: may receive notice of a General Meeting at the discretion of the Board; is entitled to attend; and may speak, subject to the chairperson's power under **rule 15.7** to regulate debate. A Non-Voting Member is not entitled to vote.
- (d) The sub-categories of membership that are Voting Members are set out in **rule 16.1**.

8.5 Application for Membership

An application for membership by an individual must be:

- (a) in writing on the form prescribed from time to time by SLSNSW and/or SLISA, from the applicant and lodged with the Club; or
- (b) submitted online via the Lifesaving Online membership portal and in accordance with the process (if any) as prescribed by the Board from time to time; and
- (c) accompanied by the appropriate fee, if any.

8.6 Discretion to Accept or Reject Application

- (a) The Club may, acting reasonably and in good faith, accept or reject an application whether the applicant has complied with the requirements in **rule 8.5** or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Club accepts an application the applicant shall, subject to notification to the Branch and SLSNSW and their subsequent acceptance of the notification and the application, become a Member.
- (c) Unless otherwise determined by SLSNSW 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.
- (d) 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 and there is no right of appeal.

8.7 Renewal of Membership

- (a) Members must re-apply annually for renewal of membership of the Club in accordance with the procedures set down by the Club from time to time. **Rule 8.5** applies to applications for renewal of membership.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

8.8 Membership Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements in **rule 36** shall apply to the continuation of membership from the date of adoption of this Constitution.

8.9 Life Members

- (a) The Board may recommend to the AGM that any Member who has rendered distinguished service to the Club and surf lifesaving, where such service is deemed to have assisted the advancement of the Club and surf lifesaving in Bronte and other

parts of Australia be appointed as a Life Member. The procedure for nomination and the Board's consideration of nominations is set out in the Club Regulations.

- (b) A resolution of the AGM to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) A Member must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the Member's details shall be entered upon the register, and from the time of entry on the register the Member shall be a Life Member.

8.10 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Club Regulations;
 - (ii) they shall comply with and observe this Constitution, the Club Regulations and the SLSNSW and SLISA constitutions and regulations;
 - (iii) by submitting to this Constitution and the Club Regulations they are subject to the jurisdiction of the Club, Branch, SLSNSW and SLISA;
 - (iv) this Constitution and Club Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Surf Life Saving as a community service;
 - (v) neither membership of the Club nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over the Club or its property or assets; or
 - (B) any automatic right of a Member to renewal of their membership of the Club; or
 - (C) subject to the Act and the Club acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) A right, privilege or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, refusal, resignation or otherwise.
- (c) In the event of any conflict or inconsistency between this Constitution, and the Club Regulations, and the SLSNSW constitution and regulations, then the SLSNSW constitution and regulations prevail to the extent of that conflict over the provisions in this Constitution unless the SLSNSW board directs otherwise. In the event of any conflict or inconsistency between this Constitution and the Club Regulations, this Constitution prevails to the extent of that conflict or inconsistency.

8.11 SLSNSW discretion

Irrespective of a Member satisfying the Club's membership requirements, SLSNSW may acting reasonably and in good faith (subject to consultation with the Club) at its absolute discretion decline, or remove from, Membership an Individual Member including for reasons relating to the Individual Member's character, concerns that the Individual Member is not a fit and proper person, or that the Individual Member has or may bring SLSNSW or surf lifesaving into disrepute.

8.12 Liability of Members

The liability of the Members of the Club is limited.

9. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscription and any other fees or levies payable by Members shall be as set out in a schedule of fees determined by the Board from time to time (the Subscription Schedule), together with the benefits which apply, and the time for, and manner of, payment. The Subscription Schedule may set different fees for different types, categories or groups of Members, as the Board considers appropriate.
- (b) 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. There is no right of appeal where the Board exercises its rights under this **rule 9(b)**.

10. REGISTERS

10.1 Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name and address of the Member;
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;
- (d) any other information determined by the Board; and
- (e) for each former Member, the date of ceasing to be a Member.

10.2 Register of Members

The Club shall maintain its Register of Members in the membership management system prescribed by Surf Life Saving Australia (currently SurfGuard) or, where no such system is prescribed, in such membership management system as determined by the Board.

10.3 Changes to Member Details

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

10.4 Inspection of Register

Inspection of the Register will only be available as required by the Act and under **rule 35(b)**.

10.5 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.

11. DISCONTINUANCE OF MEMBERSHIP

11.1 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.

11.2 Discontinuance by Breach

- (a) 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 Club Regulations or any resolution or determination made or passed by the Board or any duly authorised committee.
- (b) Subject to this Constitution, Membership shall not be discontinued by the Board under **rule 11.2(a)** 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 seven days' notice of their right to appear and be heard by the Board to explain the breach and/or remedy the breach.
- (c) 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 11.2(a)** by the Club giving written notice of the discontinuance.
- (d) Any Member's membership that is discontinued under **rule 11.2(a)** shall have the right to appeal the discontinuation under the SLSA regulations as amended from time to time.

11.3 Discontinuance by Failure to Pay Subscription

- (a) A Member is taken to have resigned if:
 - (i) the Member's annual subscription is outstanding after 30 October annually; or
 - (ii) if no annual subscription is payable:
 - (A) the Club has made a written request to the Member to confirm that they wish to remain a Member; and
 - (B) the Member has not, within three months after receiving that request, confirmed in writing that they wish to remain a Member.
- (b) 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).

11.4 Resignation by Failure to Re-Apply

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

11.5 Amendment to the Register

Where a Member resigns under this **rule 11** an entry, the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable under **rule 10.1(e)**.

11.6 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.

11.7 Membership May be Reinstated

Membership which has been discontinued under this **rule 11** may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

11.8 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.

12. GRIEVANCES, JUDICIAL AND DISCIPLINE

The Club adopts the grievances, judicial and discipline processes in relevant SLSA policies and regulations as amended from time to time.

13. ANNUAL GENERAL MEETINGS

13.1 Annual General Meeting to be Held

- (a) The Club shall convene and hold an AGM of its Members annually within six months after the end of the Financial Year and in accordance with the Act.
- (b) The AGM shall, subject to the Act and to **rule 13.1(a)**, be convened at a time, date and venue to be determined by the Board.

13.2 Business

In addition to any business required to be transacted at the AGM under the Act, the business of the AGM shall include the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution, the motion for affiliation with the Branch and SLSNSW and any other business of which notice is given in accordance with this Constitution.

13.3 Additional Meetings

The AGM shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an AGM is a Special General Meeting (**SGM**).

14. SPECIAL GENERAL MEETINGS

14.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a SGM of the Club and, where, but for this clause more than 15 months would elapse between AGMs, shall convene a SGM before the expiration of that period.

14.2 Request for Special General Meetings

- (a) The Board shall on the requisition in writing of 10% of Members entitled to vote convene a SGM.
- (b) The requisition for a SGM shall:
 - (i) state the object(s) of the meeting; and
 - (ii) be signed by the Members making the requisition; and
 - (iii) be sent to the Club.

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

- (c) If the Board does not cause a SGM to be held within one month after the date on which the requisition is sent to the Club, any of the Members making the requisition may convene a SGM to be held not later than three months after that date.
- (d) A SGM 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.

15. GENERAL MEETINGS

15.1 Notice to be given for General Meetings

- (a) Notice of every General Meeting shall be given to every Voting Member, at the address appearing in the Register kept by the Club. Notice may also be given to a Non-Voting Member at the discretion of the Board. The auditor (if any) and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall 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 30**.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice under **rule 15.1(a)**, together with:

- (i) the agenda for the meeting;
 - (ii) any nominations for candidates to be considered for election to the Board received under **rule 19.1**; and
 - (iii) any notice of motion received from Members under **rule 15.2(b)**.
- (d) 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.

15.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) 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.

15.3 Quorum

- (a) 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 5% of Voting Members (number of Voting Members calculated at the date notice of the AGM issued).
 - (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:
 - (A) 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
 - (B) 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.

15.4 President to Chair

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

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

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

15.5 Chairperson May Adjourn Meeting

- (a) 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.

- (b) 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.
- (c) Except as provided in **rule 15.5(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

15.6 Use of Technology

- (a) A General Meeting of the Club may (but is not required to) be held using any form of electronic communication that allows Members entitled to attend the meeting to clearly and simultaneously communicate with each other.
- (b) Where the Club offers electronic participation for a General Meeting, a Member who participates by such electronic means is taken to be present at the meeting and, if the Member is entitled to vote, may vote at the meeting.
- (c) Electronic participation may be by video conference, audio (including telephone), or any other technology that satisfies **rule 15.6(a)**.

15.7 Attendance and Debate

- (a) Subject to this Constitution, a Voting Member is entitled to attend and participate in debate at a General Meeting.
- (b) A Non-Voting Member may attend a General Meeting and may speak, subject to the chairperson's power under **rule 15.7(c)**.
- (c) The chairperson may regulate the conduct of debate at a General Meeting, including by limiting the time allowed to any speaker or the number of speakers on any question, to ensure the orderly conduct of the meeting and to prevent debate being disproportionately dominated by Non-Voting Members.

16. VOTING AT GENERAL MEETINGS

16.1 Members Entitled to Vote

- (a) Subject to any other provision of this Constitution, each Voting Member is entitled to one vote at General Meetings.
- (b) The following sub-categories of membership under **rule 8.3** are Voting Members:
 - (i) Active 18+;
 - (ii) Award Member;
 - (iii) Reserve Active Member;
 - (iv) Long Service Member; and
 - (v) Life Member.
- (c) All other sub-categories of membership under **rule 8.3** are Non-Voting Members.
- (d) Despite paragraphs (a) to (c), a Member must be aged 18 years or over to exercise voting rights at a General Meeting.

16.2 Directors

A Director may vote at a General Meeting only if they are a Voting Member.

16.3 Voting Procedure

- (a) Subject to this **rule 16** and **rule 15.6**, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to **rule 16.5**, all questions arising at a General Meeting shall be determined on a show of hands.

16.4 Recording of Determinations

Unless a poll is demanded under **rule 16.5**, 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.

16.5 Where Poll Demanded

- (a) 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:
 - (i) the chairperson; or
 - (ii) a simple majority of Members.
- (b) If a poll is duly demanded under this **rule 16.5**, 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.

16.6 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.

16.7 Proxy Voting

Proxy voting is not permitted at any General Meeting.

16.8 Postal or electronic voting

No motion shall be determined by a postal or electronic ballot unless determined by the Board. If the Board so determines, the postal or electronic ballot shall be conducted under the procedures determined by the Board from time to time.

17. MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;

- (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of all persons present at all meetings.
- (c) In addition, the minutes of each AGM must include:
- (i) any reports or financial statements submitted to the Members at the AGM; and
 - (ii) any audited accounts and auditor's report accompanying the financial statements that are required under the Act.

18. BOARD

18.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under **rule 18.2**.
- (b) Subject to this Constitution, the ACNC Act and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Club;
 - (ii) 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
 - (iii) 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.
- (c) The Directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are to:
 - (i) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Club;
 - (ii) act in good faith in the best interests of the Club and to further the Objects;
 - (iii) not misuse their position as a Director;
 - (iv) not misuse information they gain in their role as a Director;
 - (v) disclose any perceived or actual material conflicts of interest in the manner set out in **rules 21.6 - 21.8**;
 - (vi) ensure that the financial affairs of the Club are managed responsibly; and
 - (vii) not allow the Club to operate while it is insolvent.

18.2 Composition of Board

- (a) The Board shall comprise of eight (8) Directors, being the:
 - (i) President;
 - (ii) Director of Finance;
 - (iii) Director of Lifesaving;
 - (iv) Director of Nippers;

- (v) Director of Cadets;
- (vi) Director of Education;
- (vii) Director of Surf Sports; and
- (viii) Director of Communications and Community Relations,

who must all be Members and who shall be elected under **rule 19**.

(b) At all times, at least four (4) of the eight (8) Directors must be Bronze-Qualified Members, including:

- (i) The Director of Lifesaving must, in addition to the Director nomination requirements at **rule 19.1(b)**, be a Bronze-Qualified Member and must be a Voting Member.
- (ii) The identification of the three (3) remaining required Bronze-Qualified Directors on the Board shall be identified in the Club Regulations.

18.3 Right to Co-Opt

It is expressly acknowledged that the Board may co-opt an Advisor to the Board of Management with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as the Board thinks fit. An Advisor so co-opted shall not be a Director, shall not exercise the rights of a Director, shall act in an advisory role only, and is not subject to the minimum age requirement for Directors expressed under **rule 19.1(b)(i)**.

For the avoidance of doubt, there is no maximum of the number of Advisors the Board may co-opt, and the co-opting of an Advisor does not count towards the Board size limits described under **rule 18.2**.

18.4 Appointment of Delegate

- (a) The Board shall, from amongst its members, appoint a Delegate to attend general and other meetings of the Branch for such term as the Board determines, and otherwise in accordance with the Branch constitution.
- (b) The Club must advise the Branch in writing of its Delegate.

18.5 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out in **rule 36** shall apply from the date of adoption of this Constitution.

18.6 Term of Office of Directors

- (a) Directors shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the AGM at which they were elected until the conclusion of the next following AGM.
- (b) Subject to **rule 18.7**, Directors may be re-elected.

18.7 Director tenure limits

- (a) A Director may not serve more than nine (9) years on the Board between resets.
- (b) Service for the purposes of **rule (a)**:

- (i) accumulates for all periods during which a person holds office as a Director, regardless of which Director portfolio is held; and
 - (ii) is not reduced or restarted by a change in portfolio where the person continues to serve on the Board without interruption.
- (c) A reset occurs where a person has not held office as a Director for a continuous period of at least twelve (12) months. Following a reset, the person's period of service for the purposes of **rule (a)** commences again (from zero) upon their next election as a Director.
- (d) A person who has served nine (9) years on the Board between resets is not eligible for election or re-election as a Director at an Annual General Meeting.
- (e) For the avoidance of doubt:
 - (i) a return to the Board within twelve (12) months of ceasing to be a Director does not constitute a reset; and
 - (ii) this **rule 18.7** applies to service as a Director only, and does not apply to Advisors to the Board of Management or any other non - Director roles.
- (f) **Rule 18.7** is subject to any transitional provision applying to the commencement of this Constitution under **rule 36**.
- (g) Notwithstanding **rule (d)**, if no eligible Member is nominated to or willing to accept a Director portfolio that was held by a Director who has reached the nine (9) year limit under **rule (a)**, the Board may, by resolution passed after the Annual General Meeting at which the vacancy arose, appoint that Director to fill the resulting casual vacancy under **rule 20.3**.

An appointment under this **rule (g)**:

- (i) is for a term expiring at the conclusion of the next following Annual General Meeting;
- (ii) does not constitute a reset under **rule (c)**; and
- (iii) does not affect the Director's position under **rule (a)** - the Director remains at-cap and is again subject to this **rule 18.7** at the next Annual General Meeting.

19. ELECTION OF DIRECTORS

19.1 Nominations of Candidates

- (a) The Club shall call for nominations for candidates for consideration for election to the Board not less than 42 days prior to the AGM. When calling for nominations the Club shall also provide details of the necessary qualifications and job description for the positions. Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Candidates must:
 - (i) be aged 18 years or over;
 - (ii) reside in Australia;
 - (iii) not be ineligible to be a Director under the *Corporations Act 2001 (Cth)* or the ACNC Act; and

- (iv) be currently in good standing, meet the requirements of **rule 18.2(b)**, and be a Financial Member with the Club both at the time of nomination and at the time of election.
- (c) Nominations of candidates for election as Directors shall be:
 - (i) made in writing, state the individual portfolio position listed in **rule 18.2(a)** the candidate is nominating for, signed by at least two Members, not including the candidate, together with the candidate's written consent; and
 - (ii) delivered to the Club not less than 30 days before the date fixed for the holding of the AGM.

The Club shall send the nominations to the Members entitled to receive notice under **rule 15.1**.

- (d) If:
 - (i) insufficient nominations are received to fill an individual portfolio position listed in **rule 18.2(a)**, the position will be deemed a casual vacancy under **rule 20.3**;
 - (ii) only one (1) nomination is received for any individual portfolio position the candidate nominated shall, subject to declaration by the chairperson, be deemed to be elected; or
 - (iii) there are two (2) or more nominations for an individual portfolio position, voting papers shall be prepared containing the names of the candidates in alphabetical order. This shall be repeated for each vacancy on the Board.

19.2 Voting Procedures

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

20. VACANCY ON THE BOARD

20.1 Grounds for Termination of Director

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

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns from the Club in accordance with **rule 11.3**;
- (f) resigns their office in writing to the Club;
- (g) 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 21.5** or provided reasonable excuse for such absence;

- (h) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Club;
- (i) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- (j) is removed from office in accordance with this Constitution;
- (k) has been expelled or suspended from membership (without further recourse under this Constitution or any of the constitutions of the Branch, SLSNSW or SLSA);
- (l) in the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; or
 - (ii) has brought themselves or the Club or surf lifesaving into disrepute; or
- (m) would otherwise be prohibited from being a director of a corporation under the *Corporations Act* or the ACNC Act.

20.2 Removal of Director

- (a) 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.
- (b) Where the Director to whom a proposed resolution referred to in **rule 20.2(a)** 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.

20.3 Casual Vacancy

- (a) In the event of a casual vacancy in the office of any Director, the Board may appoint, subject to the requirements at **rule 18** and **rule 19**, an eligible Member to the vacant office and the person so appointed may continue in office up to the conclusion of the AGM at which the term of the previous appointee would have expired.
- (b) Where a proposed appointment under **rule (a)** would result in fewer than four (4) Bronze-Qualified Members serving on the Board at the time of appointment, the Board may only appoint a person who is a Bronze-Qualified Member (as defined in **rule 5.1**) to fill that casual vacancy.
- (c) **Rule (b)** is in addition to, and does not limit, the requirement under **rule 18.2(b)(i)** that the Director of Lifesaving must be a Bronze-Qualified Member and a Voting Member. Where a casual vacancy arises in the office of Director of Lifesaving, those requirements apply irrespective of the number of Bronze-Qualified Members otherwise serving on the Board at the time of appointment.

21. QUORUM AND PROCEDURE AT BOARD MEETINGS

21.1 Convening a Board Meeting

- (a) 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.
- (b) 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 21.2**, not less than seven days written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally; or
 - (ii) sending it in writing, by electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);in accordance with the Directors last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

21.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given under **rule 21.1** provided that as much notice as practicable is given to each Director by the most effective means.
- (b) Any resolution made at an urgent Board meeting must be passed by a majority of the Board.

21.3 Quorum

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is five (5) Directors.
- (b) 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.
- (c) 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 for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

21.4 Procedures at Board Meetings

- (a) At meetings of the Board, the President shall chair the meeting. If the President is absent or unwilling to act, the Board shall appoint another Director to chair the meeting.

- (b) 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.
- (c) 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. Where the voting is equal, the person chairing the meeting may not exercise a casting vote, and the motion shall be lost.
- (d) Voting by proxy is not permitted at Board meetings.
- (e) A resolution in writing signed or assented to by any 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.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event that a failure in communications prevents **rule 21.4(f)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 21.4(f)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the President of the meeting is located.

21.5 Leave of Absence

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

21.6 Material Personal Interests

- (a) 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.

- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) 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.
- (d) Any declaration made or any general notice as aforesaid given by a Director under this **rule 21.6** must be recorded in the minutes of the relevant meeting.

21.7 Financial Interest

- (a) A Director is disqualified from:
 - (i) holding any place of 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
 - (ii) contracting with the Club either as vendor, purchaser or otherwise;
 except with express resolution of approval of the Board.
- (b) 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.
- (c) 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.
- (d) 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 21.7(c)** 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.
- (e) Any declaration made or any general notice as aforesaid given by a Director in accordance with **rule 21.7** must be recorded in the minutes of the relevant meeting.

21.8 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.

22. DELEGATED POWERS

22.1 Board May Delegate Functions

- (a) 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.

- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) 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.
- (c) 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.
- (d) The Board must maintain a delegations register of all matters this Constitution delegates to Club Regulations, a Board Charter (if any), SLSA or SLSNSW policies, or any other external document or entity.

22.2 Exercise of Delegated Functions

- (a) 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.
- (b) 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.

22.3 Procedure of Delegated Entity

- (a) 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 Board under **rule 21**.
- (b) 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.
- (c) The entity shall also provide any other reports, minutes and information required by the Board.

23. DUTIES

23.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Directors comply with this Constitution.
- (c) The Board must ensure that the Club complies with all requirements in the Act regarding financial statements.

23.2 Public Officer

- (a) As per section 34 of the Act, the Club must have a Public Officer position appointed.
- (b) 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.
- (c) The Public Officer must give the Commissioner for Fair Trading notice of their appointment within 28 days after the appointment.
- (d) If the position of Public Officer becomes vacant, the Board must appoint a person to the position within 28 days after the vacancy arises.

24. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) As a minimum, the minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under **rules 21.6 or 21.7**

25. CLUB REGULATIONS

25.1 Board to Formulate Club Regulations

The Board may formulate, issue, adopt, interpret and amend such Club Regulations for the proper advancement, management and administration of the Club, the advancement of the Objects and surf lifesaving in Bronte or other parts of Australia as it thinks necessary or desirable. Such Club Regulations must be consistent with the Constitution, the Branch constitution, the SLSNSW constitution, the SLISA constitution and any regulations or policies or the Standard Operating Procedures made by SLSNSW or SLISA. If any Club Regulations are inconsistent with the SLSNSW or SLISA constitutions and/or regulations the Club Regulations shall be null and void and will be inapplicable.

25.2 Club Regulations Binding

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

25.3 Club Regulations Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at **rule 36** shall apply from the date of adoption of this Constitution.

25.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to Club Regulations shall be advised to Members of the Club by means of Notices approved and issued by the Board in accordance with clause 30.

26. FUNDS, RECORDS AND ACCOUNTS

26.1 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.

26.2 Club to Keep Records

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

26.3 Board to Submit Accounts

The Club's statements of account are required to be prepared as per the *Charitable Fundraising Act 1991* (NSW) and the ACNC Act. At the AGM these statements of account must be presented to the Members. SLSNSW may require a level of reporting which exceeds the requirements of the Act for its own purposes and to advance the Objects.

26.4 Accounts Conclusive

The statements of account when approved or adopted by an AGM shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.

26.5 Accounts to be Sent to Members

The Board shall cause to be sent to all persons entitled to receive notice of AGMs in accordance with this Constitution, a copy of the statements of account, the Board's report, the full auditor's report and every other document required under the Act (if any).

27. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (b) 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 or Director.
- (c) Nothing in this **rule 27** shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
 - (i) any services actually rendered to the Club whether as an employee or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Club,

- (d) 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.

28. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, banker's 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.

29. AUDITOR

- (a) The Club shall appoint an auditor annually. The auditor's duties shall be regulated in accordance with the Act, the ACNC Act and generally accepted auditing principles and/or any applicable code of conduct. The remuneration of the auditor shall be fixed by the Board. The auditor may be removed by the Club in General Meeting.
- (b) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by the auditor at the conclusion of each Financial Year.

30. SERVICE OF NOTICES

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or by electronic mail, to the Member's registered address or electronic mail address. Notices may also be posted on the Club's website.
- (b) 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.
- (c) 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.
- (d) Where a Notice is sent by posting on the Club's website service of the notice shall be deemed to be effected one (1) day after it was posted.

31. COMMON SEAL

- (a) The Club may have a Seal upon which its corporate name shall appear in legible characters.
- (b) 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.

32. REGISTERED ADDRESS

The registered address of the Club is:

- (a) The address determined from time to time by resolution of the Board; or

- (b) If the Board has not determined an address to be the registered address, the postal address of the Public Officer.

33. INDEMNITY

- (a) Every Director, Advisor, 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 them in their capacity as Director, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.
- (b) The Club shall indemnify its Directors, Advisors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, Advisor, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
- (i) in the case of a Director, Advisor or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Club.

34. DISSOLUTION

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) If the Club is wound up, the liability of the Members shall be limited to \$1. No other amount shall be payable by the Member.
- (c) Should the Club cease to function as a surf lifesaving Club, the Branch to which the Club is affiliated, shall stand possessed as trustee of all real and personal property of the Club. If failing to reform within a period of three (3) years, the Club shall be treated as defunct and, subject to applicable laws, its property both real and personal shall vest in the Branch absolutely. If the Club's property does not vest in the Branch, the Club must take all reasonable steps to facilitate the vesting of their property in the Branch.
- (d) Subject to **rule (c)**, if upon winding up or dissolution of the Club or upon revocation of its endorsement as a deductible gift recipient (if relevant) (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 Club;
 - (ii) contributions made in relation to an eligible fundraising event held for the objects of the Club; or
 - (iii) money received by the Club because of such gifts and contributions;
- then 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):
- (iv) having objects similar to the Objects; and

- (v) 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; and
- (vi) which is charitable at law and to which income tax deductible gifts can be made.

Such organisations(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.

35. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) 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.
- (b) Subject to the Act and the ACNC 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. Notwithstanding the foregoing Members are not entitled to inspect the minutes of Board meetings.
- (c) Inspection of Club records will only be made available to Members where the purpose of the inspection is for a proper purpose and is in good faith. This will be determined by the Board in its sole discretion and taking into consideration confidentiality and privacy considerations.

36. TRANSITIONAL ARRANGEMENTS

- (a) This Constitution is adopted on the date on which it is approved by Special Resolution of the Members and, pursuant to the Act, takes effect on the date on which it is approved and registered by the NSW Commissioner for Fair Trading.
- (b) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this **rule 36** shall apply from the date of commencement of this Constitution.
- (c) All Club Regulations in force at the date of commencement of this Constitution continue in force to the extent that they are not inconsistent with this Constitution, until amended or replaced in accordance with **rule 25**.
- (d) 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.
- (e) Each Director holding office immediately prior to the commencement of this Constitution will continue in office until the conclusion of the next Annual General Meeting following commencement, at which time the election provisions of this Constitution apply.

- (f) For the purposes of **rule 18.7**, any service as a Director prior to the commencement of this Constitution is disregarded, and each Director's period of service is taken to commence from the date of the commencement of this Constitution.
- (g) Any person who is a Life Member immediately prior to the commencement of this Constitution will continue as a Life Member subject to this Constitution, and **rule 8.9** applies only to appointments made after the commencement of this Constitution.