

**CONSTITUTION
OF
MORUYA SURF LIFE SAVING CLUB
INCORPORATED**

INCORPORATION REGISTRATION NO. Y05723.

(17th November, 1988)

(Adopted by Special General Meeting, 14th July, 2015)

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1. **NAME**

The name of the incorporated association is **MORUYA SURF LIFE SAVING CLUB INCORPORATED**

2. **INCORPORATION**

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

3. **OBJECTS OF CLUB**

The Objects of the Club are :

- (a) Provide for the conduct, encouragement, promotion and administration of surf life saving throughout the Far South Coast Branch and, more particularly, Moruya South Heads ;
- (b) Participate as a Member of SLSNSW and SLSA through and by which surf life saving and the preservation of life in an aquatic environment can be conducted, encouraged, promoted, advanced and administered ;
- (c) Ensure the maintenance and the enhancement of the Club, SLSNSW, Surf Life Saving Clubs, SLSA and surf lifesaving, its standards, quality and reputation for the benefit of members and surf lifesaving;
- (d) At all times promote mutual trust and confidence between the Club, SLSNSW, Surf Life Saving Clubs, SLSA and the Members in pursuit of these Objects ;
- (e) At all times act on behalf of and in the interest of the Members and surf

lifesaving;

- (f) Promote the economic and community service success, strength and stability of the Club, SLSNSW, Surf Life Saving Clubs, SLSA and surf lifesaving;
- (g) Affiliate with and otherwise liaise with SLSNSW and SLSA in the pursuit of these objects and surf lifesaving;
- (h) Conduct, encourage, promote, advance and control surf lifesaving in Far South Coast Branch and, more particularly, Moruya South Heads, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (i) Use and protect the Intellectual Property Guidelines
- (j) Apply the property and capacity of the Club towards the fulfilment and achievement of these objects;
- (k) Promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in lifesaving;
- (l) Strive for Governmental, commercial and public recognition of the Club as the authority on aquatic safety and management in Far South Coast Branch and, more particularly, Moruya South Heads;
- (m) 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;
- (n) Further extend the operations and teachings of the Club throughout the Far South Coast Branch and, more particularly, Moruya South Heads;
- (o) 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;
- (p) Review and/or determine any matters relating to surf lifesaving which may arise, or be referred to it, by any Member;
- (q) Pursue through itself or other such commercial arrangements (which are not in conflict with other SLS bodies), including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in Far South Coast Branch and, more particularly, Moruya South Heads;
- (r) 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;
- (s) Represent the interests of its Members and of surf lifesaving generally in any appropriate forum ;
- (t) Have regard to the public interest in its operations;
- (u) 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 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 13.

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

Authorised Signatory in relation to the Club, means the person who is appointed under Section 36 of the Act, as an authorised signatory and includes the Public Officer

Branch means the Far South Coast Branch of SLSNSW .

By-Laws mean any By-Laws made by the Management Committee under rule 26.

Club means Moruya Surf Life Saving Club Incorporated.

Committee means any committee of the Club created under rule 23.1 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 and vote at general meetings of the Branch.

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

General Meeting means the annual or any special general meeting of the Club convened under rule 15.

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 8.7.

Management Committee means the Committee managing the affairs of the Club and consisting of the Officers under Rule 20.5

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

Meritorious Service Award means an award made under Rule 28.

Objects means the Objects of the Club under rule 3.

Officer means a member of the Club elected to a designated position under rule 19.1.

President means the President for the time being of the Club appointed under rule 19.1

Public Officer means the person appointed to be the public officer of the Club under rule 24.2.

Register means the register of Members kept under rule 10.1.

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.

Rules means the provisions of the Constitution .

Secretary means

- (a) the person holding office under this Constitution as Secretary of the Club or
- (b) if no such person holds that office - then the Public Officer 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 General Meeting means a general meeting of the Club other than an annual general meeting.

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

Standing Committees means permanent committees of the Club subject only to the change of office holders when that occurs in accordance with these Rules.

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:

- (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 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. STATUS AND COMPLIANCE OF CLUB

6.1 Recognition of Club

MORUYA SURF LIFE SAVING CLUB INCORPORATED shall be affiliated with FAR SOUTH COAST BRANCH, SLSNSW and SLSA. Through the Branch, State and National affiliations with SLSNSW, the Club will abide by the articles, rules, Constitutions, By-Laws and awards of SLSA, SLSNSW and the Branch. Subject to compliance with this Constitution, the Branch Constitution, the SLSNSW Constitution and the SLSA Constitution the Club shall continue to be recognised as a Member of the Branch and of SLSNSW and shall administer surf lifesaving activities in Moruya South Heads 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) Appoint a Delegate annually to represent the Club at general meetings of the Branch;
- (c) 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;

- (d) Forward to the Branch and SLSNSW a copy of its constituent documents and details of its Officers who comprise the Management Committee ;
- (e) 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;
- (f) Apply its property and capacity solely in pursuit of the Objects and surf lifesaving;
- (g) Do all that is reasonably necessary to enable the Objects to be achieved;
- (h) Act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for benefit of the Members and surf lifesaving;
- (i) At all times act on behalf of and in the interests of the Members and surf lifesaving; and
- (j) By, adopting the objects of 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 the Far South Coast Branch and, more particularly, Moruya South Head ;
- (b) To ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (c) Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of surf lifesaving and its maintenance and enhancement;
- (d) To promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) To act in the interests of surf lifesaving and the Members;
- (f) Where the 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 By-Laws, 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 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 with such penalty as it thinks appropriate.

7. CLUB CONSTITUTION

7.1 Constitution of the Club

The Constitution will clearly reflect the objects of SLSNSW and shall generally conform with 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;
- (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;
- (f) Recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings; and
- (g) 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 Constitution

- (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.

7.3 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 ten (10) Patrol Members.

8.2 Categories of Members

The Members of the Club shall consist of:

- (a) **Probationary Members** 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 of membership of the Club. Probationary Members are not entitled to vote at General Meetings.

Such members shall attend the required classes/courses/sessions in pursuit of the relevant awards and to carry out patrols, for training and educational purposes, and such other duties as is required by the Management Committee .

Probationary members who do not exhibit due diligence in the pursuit of the necessary Award may have their membership cancelled by the Management Committee without recourse ;

- (b) **Junior Activities Members** shall be a person who shall be a minimum age of five (5) years and up to a maximum age of thirteen (13) years and such person shall be required to gain the relevant Surf Education Certificate for that person's age group. Junior Activities Members are not entitled to vote at General Meetings.

The key focus for four and five year old Junior Activities members will be play and participation and fun. Guidelines which support this focus includes :

- (i) beach activities that emphasise games and group activities
 - (ii) water activities limited to shallow water near the water's edge , and
 - (iii) no competition for these groups other than involved in the games .
- (c) **Cadet Members** shall be a Member of the age qualification as defined in SLSA's Manuals (i.e. Under 15) and who has obtained the Surf Rescue Certificate or has passed the annual proficiency test. Cadet Members are not entitled to vote at General Meetings;
- (d) **Active Members**, who shall hold an SLSA Bronze Medallion, fulfil patrol and Club obligations and qualify in an annual proficiency test (unless that Member has obtained their Bronze Medallion in that season).

Active Members shall have the right to be present, to debate and to vote at General Meetings.

- (e) **Reserve Active Membership** may be granted to Active Members who have satisfactorily completed (from the gaining of the Bronze Medallion) at least eight (8) years of patrol and Club obligations as provided by SLSA and Club Constitution.

If the service has been broken through no fault of the member, the Management Committee may review the case.

Reserve Active Membership shall not be automatic, but may be granted following written application and by resolution of the majority of the Management Committee.

Reserve Active Members shall have the right to be present, to debate and to vote at General Meetings;

- (f) **Long Service Members**, may be deemed as such by the Club after having completed ten (10) years active service or eight (8) years active service plus four (4) years reserve active service as a member of the Club.

Long Service Membership shall not be automatic , but may be granted following written application and by resolution of the majority of the Management Committee.

Long Service Members shall have the right to be present, to debate and to vote at General Meetings, and may be exempt from patrol obligations and granted other special privileges;

- (g) **General Members**, who may be granted such membership by the Club regardless of whether they hold an SLSA award. General Members are not entitled to vote at General Meetings unless elected to office or position which is provided with voting rights by the Constitution ;

- (h) **Award Members**, who must hold an SLSA award of one or more of the following qualifications: Surf Rescue Certificate, Radio Award, Resuscitation Certificate, Advance Resuscitation Certificate or First Aid Certificate.

Award Members may be granted voting rights by the Management Committee if they are undertaking lifesaving patrol duties but otherwise shall not be entitled to a vote unless elected to office or position which is provided with voting rights by this Constitution.

- (i) **Past Active Members** , who have held a SLSA Bronze Medallion and have been an Active patrol member of the Club for a minimum of five (5) years.

Applicants for Past Active membership will be required to demonstrate service to the Club above and beyond the requirements of Active membership during their time of Active service.

Past Active Members shall not have voting rights unless elected to office or position which is provided with voting rights by this Constitution;

- (j) **Associate Members**, who may or may not have an SLSA award. Associate Members shall not have voting rights unless elected to office or position which is provided with voting rights by this Constitution.

Associate Members shall have a joining and/or annual membership fee substantially greater than the fees for other categories of membership ;

- (k) **Honorary Membership**, may be granted to persons who may or may not hold an SLSA award and they shall be entitled to use Club premises and facilities.

Honorary Members are not entitled to vote at General meetings.

Honorary Membership shall be limited to a total of ten (10) persons in any one season and may only be granted by an Annual General Meeting ;

- (l) **Life membership** may be granted by the Club to members who have rendered distinguished voluntary service to the Club and surf life saving or

members who have become incapacitated in the performance of surf life saving duties.

Such members shall have the right to be present, to debate and to vote at General Meetings and Management Committee meetings .

8.3 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 Management Committee from time to time; and
- (c) Accompanied by the appropriate fee, if any.

8.4 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application whether the applicant has complied with the requirements in rule 8.3 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, become a Member.
- (c) 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.

8.5 Renewal of Membership

- (a) Members must re-apply annually for membership of the Club in accordance with the procedures set down by the Club from time to time. Rule 8.4 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.
- (c) Membership renewal fees shall become due and payable on 1st October of each year.

8.6 Membership Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 44 shall apply to the continuation of membership from the date of adoption of this Constitution.

8.7 Life Membership

Life Membership may be granted to Members who have rendered distinguished voluntary service to the club and surf life saving or to Members who have become incapacitated in the performance of surf life saving duties.

The service must be both a sustained and conspicuous contribution.

Membership prior to the age of eighteen (18) years shall not be considered in the calculation of years of service unless the Member gained the Bronze medallion at an earlier age.

A resolution to confer Life Membership must be a Special Resolution requiring a majority of 75% of those Members attending an Annual General Meeting and eligible to vote, voting in secret ballot, to approve .

In exceptional circumstances, such as a terminal illness or incapacitation , a resolution to award Life membership may be considered by a Special General Meeting.

The process of nomination for Life Membership shall be as provided by the By- laws .

8.8 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 By-laws and or Regulations;
 - (ii) they shall comply with and observe this Constitution and the By-laws and or Regulations;
 - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club, Branch, SLSNSW and SLSA;
 - (iv) this Constitution and Regulations are necessary and reasonable for promoting the Objects; and
 - (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Management Committee.
- (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, resignation or otherwise.

8.9 Liability of Members

The liability of the Members of the Club is limited.

8.10 Members contribution

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

9. SUBSCRIPTIONS AND FEES

- (a) 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 Management Committee at its May meeting each year .
- (b) The Management Committee is empowered to prevent any Member who's 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.
- (c) The membership year shall be from the 1st October of each year and end on 30th September of the year following .
- (d) Notwithstanding the provisions of this Rule, a Member who desires to pay membership fees in advance for not more than 10 years, may make application in writing to the Management Committee, which shall be authorised to make a determination provided that the fee shall not be less than the multiple of the current annual renewal fee for the category of membership. Such a determination does not obviate the member from completing a membership renewal application annually.

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 Management Committee and
- (e) For each former Member, the date of ceasing to be a Member.

10.2 Use of SurfGuard

SurfGuard shall be used as the Register of Members.

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 39(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 Management Committee 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 at least 7 days 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 Management Committee 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 By-Laws or any resolution or determination made or passed by the Management Committee or any duly authorised committee.
- (b) Membership shall not be discontinued by the Management Committee under rule 11.2(a) without the Management Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach. The accused Member shall be granted seven days notice of their right to appear and be heard by the Management Committee to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Management Committee'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 Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time.

11.3 Discontinuance by Failure to Pay Subscription

- (a) A Member is taken to have resigned if the Member's annual subscription is outstanding more than three months after the date on which subscription fees fall due and payable .
- (b) Should a sufficient explanation be made to the Management Committee for the failure to pay subscription , the Management Committee 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 three months of re-application falling due, that Member's membership will be deemed to have lapsed 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 Management Committee, 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 Regulations of SLSA as amended from time to time. These shall be replicated in the By-Laws.

13. ANNUAL GENERAL MEETINGS

13.1 Annual General Meeting to be Held

- (a) 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.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to rule 13.1(a), be convened at a time, date and venue to be determined by the Management Committee, at its May meeting each year .
- (c) Within seven (7) days of the date of the Annual General Meeting being determined , advice of the date of the meeting , and the last date for lodging of Notices of Motion, shall be given to Members by electronic notice and such information shall be placed on the Notice Board .

13.2 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 Management Committee and auditors, the election of Officers under this Constitution, the motion for affiliation with the Branch and SLSNSW, the appointment and fixing of the remuneration of the auditors and any other business of which notice is given in accordance with this Constitution or the By-laws .

13.3 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.

14. SPECIAL GENERAL MEETINGS

14.1 Special General Meetings May be Held

The Management Committee 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.

14.2 Request for Special General Meetings

- (a) The Management Committee shall on the requisition in writing of 10% of Members entitled to vote, convene a Special General Meeting.
- (b) The requisition for a Special General Meeting 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 Management Committee 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.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Management Committee.

15. GENERAL MEETINGS

15.1 Notice to be given for General Meetings

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Club. The auditor (if any) and Officers 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 34.
- (c) At least 21 days notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting ;
 - (ii) any notice of motion received from Members under rule 15.3(a).
- (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 Notices of Motion

- (a) Members who are entitled to vote, shall be entitled to submit notices of motion for inclusion as special business at a General Meeting. All such notices of motion must be submitted in writing to the Secretary not less than thirty days (excluding receiving date and meeting date) prior to the General Meeting .
- (b) A resolution of the Management Committee , which specifically makes reference to a Notice of Motion, shall be deemed to have satisfied the requirements of this Rule, other than the amount of notice needed to be given.
- (c) A motion of which due notice has been give, if unsuccessful , cannot be re-submitted , nor may any other motion having similar effect be moved at a subsequent General Meeting for a period of twelve (12) months .
- (d) A Notice of motion relative to a special resolution must be passed by a general meeting of the Club to effect the following changes:-
 - (i) A change of the Club's Name.
 - (ii) A change of the Club's Constitution.
 - (iii) A change of the Club's Objects.
 - (iv) An amalgamation with another incorporated association.
 - (v) To voluntarily wind up the Club and distribute its property.
 - (vi) To apply for registration as a company or a co-operative.
- (e) A majority of at least 75% of those present and eligible to vote must vote in favour for the special resolution to be successful.
- (f) A majority of those present and eligible to vote must vote in favour of any other resolution, for it to be successful.

15.4 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be fifteen (15) Members represented personally .

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.

15.5 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 Management Committee members to preside as chairperson for that meeting only.

15.6 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.

15.7 Use of Technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting under rule 15.7(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS

16.1 Members Entitled to Vote

- (a) Subject to any other provisions of this Constitution, the following category of Members has a right to vote and shall be entitled to one vote at General Meetings:
 - (i) Active Members

- (ii) Reserve Active Members
 - (iii) Long Service Members
 - (iv) Life Members
 - (v) Award Members carrying out lifesaving duties to whom the Management Committee has granted a right to vote.
 - (vi) Those Management Committee members listed as such in Rule 20.5.
- (b) The right to vote shall be contingent on the Member having been a financial member of the Club for a period of at least sixty (60) days prior to the General Meeting.

16.2 Voting Procedure

- (a) Subject to this rule 16, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 16.4, all questions arising at a General Meeting shall be determined on a show of hands.

16.3 Recording of Determinations

Unless a poll is demanded under rule 16.4, 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.

16.4 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 16.4, 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.

16.5 Casting Vote

The Chairperson shall have a casting vote at General Meetings.

16.6 Proxy Voting

Proxy voting shall not be permitted at any Annual or Special General Meeting or Management Committee meeting .

16.7 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Management Committee. If the Management Committee so determines, the postal ballot shall be conducted under the procedures set by the Management Committee from time to time, having regard to the requirement of the Act.

The Club may hold a postal vote on any issue (apart from an appeal by a disciplined member)

17. MINUTES OF GENERAL MEETINGS

- (a) The Management Committee 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 Annual General Meeting must include:
 - (i) any reports or financial statements submitted to the Members at the Annual General Meeting; and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

18. ELECTION OF OFFICERS

18.1 Nominations of Candidates

- (a) The Club shall call for nominations for candidates to be elected as Officers of the Club, not less than 21 days prior to the Annual General Meeting and specifying the last date for lodgement of such nominations.
- (b) Candidates must:
 - (i) be aged 18 years or over; and
 - (ii) reside in Australia
 - (iii) have been a financial Member of the Club for a period of at least sixty (60) days prior to election .
- (c) Nominations of candidates for election shall be:
 - (i) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Secretary not less than 7 days before

the date fixed for the holding of the Annual General Meeting.

- (d) If insufficient nominations are received to fill all available vacancies as Officers of the Club:
 - (i) the candidates nominated shall, subject to declaration by the Chairperson, be deemed to be elected; and
 - (ii) all remaining positions will be deemed casual vacancies under rule 18.2.
- (e) 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.
- (f) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy.

18.2 Casual Vacancy

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

18.3 Voting Procedures

Elections shall be conducted by such means as is prescribed by the Management Committee as a By-law.

19. OFFICERS OF THE CLUB

19.1 The Officers

The following Officers shall be elected at the Annual General Meeting :

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Assistant Secretary
- (e) Treasurer
- (f) Chief Training Officer
- (g) Club Captain
- (h) IRB/ATV Captain

- (i) Gear Steward
- (j) House Manager
- (k) Junior Activities Co-Ordinator
- (l) Cadet/Junior Co-Ordinator
- (m) Boat Captain
- (n) Registrar
- (o) Management Member
- (p) Assistant Training Officer
- (q) Deputy Club Captain
- (r) Assistant IRB/ATV Captain
- (s) Archives Officer
- (t) First Aid Officer
- (u) Health and Safety Officer
- (v) Media Officer
- (w) Membership Protection Officer
- (x) Radio Officer
- (y) Social Secretary
- (z) Uniform Sales Officer
- (z)(i) Special Nippers Co-Ordinator

all of whom must be members of the Club and shall be elected as prescribed by Rule 18.1 .

19.2 Multiple Positions

Officers shall not hold more than three Offices.

19.3 Term of Office

- (a) Officers 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.
- (b) Officers may be re-elected

20. MANAGEMENT COMMITTEE

20.1 Powers of the Management Committee

- (a) The affairs of the Club shall be managed by a Management Committee

constituted under rule 20.5

- (b) Subject to this Constitution and the Act , the Management Committee:
 - (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 Management Committee to be essential for the proper management of the business and affairs of the Club.

20.2 Responsibilities

The responsibilities of all Officers shall be determined by the Management Committee and, where possible, their statements of duty are to be prepared and made a By-law.

20.3 Right to Co-Opt

It is expressly acknowledged that the Management Committee may co-opt any person with appropriate experience or expertise to assist it in respect of such matters and on such terms as it thinks fit. Any person so co-opted shall not be a member of the Management Committee nor shall they exercise the rights of a member of such Committee, but shall act in an advisory role only.

20.4 Appointment of Delegate

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

20.5 Composition of Management Committee

The Management Committee shall comprise the following Officers elected at the Annual General Meeting :

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Assistant Secretary
- (e) Treasurer
- (f) Chief Training Officer

- (g) Club Captain
- (h) IRB/ATV Officer
- (i) Gear Steward
- (j) House Manager
- (k) Junior Activities Co-Ordinator
- (l) Cadet/Junior Co-Ordinator
- (m) Boat Captain
- (n) Registrar
- (o) Management Member

20.6 Grounds for Termination of Officers

For the purposes of this Constitution, the position of an Officer becomes vacant if the Officer :

- (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 anyway under the law relating to mental health;
- (e) Resigns their office in writing to the Club;
- (f) Without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Club;
- (g) Is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of the interest;
- (h) Is removed from office in accordance with this Constitution;
- (i) Has been expelled or suspended from membership (without further recourse under this Constitution or any of the Constitutions of the Branch, SLSNSW or SLISA);
- (j) In the opinion of the Management Committee (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 into disrepute; or
- (k) Has failed to carry out the duties of the office .

20.7 Removal of an Officer

- (a) A General Meeting may, by resolution, remove any Officer 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 Officer.
- (b) Before any such resolution is determined , the Management Committee shall cause notice of the proposed resolution to be given to the Officer and providing the date of the General Meeting to consider the removal .
- (c) No such resolution shall be moved before the expiration of twenty one days of such notice being given to the Officer and the Officer is afforded the opportunity to appear before the General Meeting should they so desire.
- (d) Where an Officer to whom a proposed resolution referred to in this Rule, makes representations in writing to the President and requests such representations be notified to members , the President may cause such representations to sent to each member or, if they are not so sent, the Officer may require them to be read out at the General Meeting and they shall be so read.

21. STANDING COMMITTEES

To ensure the meeting of the Club's objectives and that proper consideration is given by the Management Committee to the needs of its members, the following Committees are to be Standing Committees and they are to report to the Management Committee through their respective chairpersons and or Management Committee members who are present at the meetings :

- (a) Constitution and Rules Committee
- (b) Finance Committee
- (c) Gear Committee
- (d) House and Building Committee
- (e) Junior Activities Committee
- (f) Judiciary Committee
- (g) Life Membership Committee
- (h) Membership Committee
- (i) Social Committee

The Management Committee may appoint such Standing Committees as are required for the functioning of the Club.

Standing Committees shall be permanent unless the Management Committee determines otherwise .

A quorum for a Standing Committee shall be a majority of its members.

The President and Secretary shall be ex-officio members of any Standing Committee appointed by the Management Committee.

22. QUORUM AND PROCEDURE AT MANAGEMENT MEETINGS

22.1 Convening a Management Meeting

- (a) The Management Committee shall meet at least monthly for the dispatch of business. Subject to this Constitution the Management

Committee may adjourn and otherwise regulate its meetings as it thinks fit.

- (b) Unless all Management Committee Officers 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 22.2, not less than seven days written notice of a Management Committee meeting shall be given to each Officer.
- (c) Written notice of each Management Committee meeting, specifying the general nature of the time, date and place of the Management Committee meeting and the business to be transacted, shall be served on each Officer by:
 - (i) delivering it to that Officer personally;
 - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched) in accordance with the Officers last notified contact details.
- (d) Notice may be given of more than one Management Committee meeting at the same time.

22.2 Urgent Management Committee Meetings

- (a) In cases of urgency, a meeting can be held without notice being given under rule 22.1 provided that as much notice as practicable is given to each Officer by the most effective means.
- (b) Any resolution made at an urgent Management Committee meeting must be passed by a majority of the Management Committee.

22.3 Quorum

- (a) At meetings of the Management Committee the number of Officers whose presence is required to constitute a quorum is seven (7) .
- (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 Management Committee may act notwithstanding any casual vacancy. However, if there are casual vacancies such that the number of remaining Officers is not sufficient to constitute a quorum, those Officers may act only for the purpose of increasing the number of Officers to a number sufficient to constitute a quorum .

22.4 Procedures at Management Committee Meetings

- (a) At meetings of the Management Committee, the President shall chair the meeting. If the President is absent or unwilling to act, the Management Committee shall appoint one of its Members to chair the meeting.

- (b) Questions arising at any meeting of the Management Committee shall be determined on a show of hands, or if demanded by an Officer, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Management Committee shall be decided by a majority of votes and a determination of a majority of Officers shall be deemed a determination of the Management Committee. All Officers shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.
- (d) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Officers shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Officers.
- (e) Without limiting the power of the Management Committee to regulate its meetings as it thinks fit, a meeting of the Management Committee may be held where one or more of the Officers 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 Officers entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Management Committee ;
 - (iii) in the event that a failure in communications prevents rule 22.4(e)(i) from being satisfied by that number of Officers which constitutes a quorum, and none of such Officers 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 22.4(e)(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 Officers is not physically present shall be deemed to be held at the place specified in the notice of meeting provided an Officer is there present and if no Officer is there present the meeting shall be deemed to be held at the place where the President of the meeting is located.

22.5 Leave of Absence

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

22.6 Material Personal Interests

- (a) An Officer who has a material personal interest in a matter being considered at a Management Committee meeting must disclose the nature and extent of that interest to the Management Committee .
- (b) An Officer 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 an Officer is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Officer and the said matter. After such general notice it is not necessary for such Officer to give a special notice relating to the said matter.
- (d) Any declaration made or any general notice as aforesaid given by an Officer in accordance with this rule 22.6 must be recorded in the minutes of the relevant meeting.

22.7 Financial Interest

- (a) An Officer 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 Management Committee.
- (b) Any contract or arrangement in which any Officer is in any way interested which is entered into by or on behalf of the Club without the approval of the Management Committee, will be voided for such reason.
- (c) The nature of the financial interest of such Officer must be declared by the Officer at the meeting of the Management Committee 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 Management Committee after the acquisition of the interest.
- (d) A general notice that an Officer 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 22.7(c) for such Officer and the said transactions. After such general notice it is not necessary for such Officer 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 an Officer in accordance with rule 22.7 must be recorded in the minutes of the relevant meeting.

22.8 Conflicts

An Officer, 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 Officer is interested. If the Officer votes, the vote shall not be counted.

23. DELEGATED POWERS

23.1 Management Committee May Delegate Functions

- (a) The Management Committee 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 Management Committee determines
- (b) The Management Committee 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 Management Committee by the Act or any other law, or this Constitution or by resolution of the Club in General Meeting.
- (c) At any time the Management Committee may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

23.2 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.

23.3 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 Management Committee under rule 23.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Management Committee with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Management Committee .

24. DUTIES

24.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Management

Committee, each Officer must become familiar with this Constitution and the Act.

- (b) The Management Committee is collectively responsible for ensuring that the Club complies with the Act and that individual Officers comply with this Constitution.
- (c) The Management Committee must ensure that the Club complies with all requirements in the Act regarding financial statements.

24.2 Public Officer

- (a) As required section 34 of the Act, the Club must have a Public Officer position appointed.
- (b) The Secretary shall be appointed as the Public Officer .
- (c) The Public Officer must give the Registrar of Co-Operatives and Associations notice of their appointment within 28 days after the appointment.
- (d) If the position of Public Officer becomes vacant, the Management Committee must appoint a person to the position within 28 days after the vacancy arises.

25. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- (a) The Management Committee must ensure that minutes are taken and kept of each 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 22.6 or 22.7; and
 - (iv) the name of the Officer occupying the chair .

26. BY-LAWS

26.1 Management Committee to Formulate By-laws and Regulations

The Management Committee may formulate, issue, adopt, interpret and amend such By-Laws and Regulations for the proper advancement, management and administration of the Club, the advance of the Objects and surf lifesaving in Far South Coast Branch as it thinks necessary or desirable. Such By-Laws and Regulations must be consistent with the Constitution, the Branch Constitution, the SLSNSW Constitution, the SLSA Constitution and any regulations or By-Laws or the Standard Operating Procedures made by SLSNSW or SLSA. If any By-Laws are inconsistent with the SLSNSW or SLSA Constitution and regulations the By-Laws and Regulations shall be null and void and will be inapplicable.

26.2 By-Laws Binding

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

Amendments, alterations, interpretations or other changes to By-Laws and Regulations shall be placed on the Club Notice Board within seven (7) days of being made and all members who have provided an electronic address shall be advised within the same period.

26.3 Changes to By-laws and Regulations

A period of four weeks must elapse between the giving of notice to make, amend, rescind or otherwise change a By-law or Regulation and the motion being put.

27. TRUSTEES

The Annual General Meeting of the Club may appoint three (3) Trustees, two (2) of whom shall be Life members of the Club, to hold property of the Club in trust.

The appointment shall be for a maximum of five years unless a Trustee resigns in writing or the Club, for good reason, determines that a Trustee/s shall be removed from Office. Such a resolution shall be passed by a 75% majority of those attending the Annual General Meeting and eligible to vote .

Trustees subject to being replaced at the expiration of a five year term of office are eligible for further appointment.

The Management Committee shall have the power to fill any vacancy caused by the death , removal from Office or resignation, of any Trustee and such appointment shall be ratified at the next Annual General Meeting.

Any Deed of Trust, or alteration thereto, shall be subject to a Notice of Motion and resolution at a General Meeting of the Club.

The Trustees shall have the right to attend Annual General and Special General Meetings and , with leave of the Chairperson, to speak or express opinions on matters relative to their trusteeship.

28. DISTINGUISHED SERVICE AWARD

The Award may be given to a member who has rendered meritorious or special service to the Club for a period in excess of six (6) years.

In exceptional circumstances , a former member or a member of the public who has rendered meritorious service or special service to the Club in excess of six (6) years, may be the recipient of such Award.

Life Members shall not be precluded from such an Award provided that member has continued to render meritorious service to the Club.

A resolution to confer a Distinguished Service Award must be a Special Resolution requiring a majority of 75% of those attending an Annual General Meeting and eligible to vote, voting in secret ballot , to approve.

The process of nomination for a Meritorious Service Award shall be as provided by the By-laws .

29. FUNDS, RECORDS AND ACCOUNTS

29.1 Sources of Funds

The Management Committee 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.

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

29.3 Management Committee to Submit Accounts

The Clubs 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.

29.4 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.

29.5 Accounts to be Sent to Members

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

30. APPLICATION OF INCOME

- (a) 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.
- (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.
- (c) Nothing in this rule 30 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.

31. 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 Officers or in such other manner as the Management Committee determines.

32. AUDITOR

- (a) 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.
- (b) 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.

33. INSURANCE

The Management Committee shall effect and maintain insurances as is required under the Act together with other insurances, which may be required by law or regarded as necessary by Surf Life Saving Association or necessary to provide adequate cover for legal obligation, property, surf life saving equipment and goods of the Club .

34. SERVICE OF NOTICES

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

35. 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 Management Committee. Every use of the Seal shall be recorded in the

Club's minute book. Two Officers must witness every use of the Seal, unless the Management Committee determines otherwise.

36. REGISTERED ADDRESS

The registered address of the Club is:

- (a) The address determined from time to time by resolution of the Management Committee or
- (b) If the Management Committee has not determined an address to be the registered, the postal address of the Public Officer.

37. INDEMNITY

- (a) Every 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 an 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 or she 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.
- (b) The Club shall indemnify its Officers, managers and employees against all damages and costs (including legal costs) for which any such 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 an 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 his employment by the Club.

38. DISSOLUTION

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) 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.
- (c) 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.

39. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Management

Committee shall keep in its custody or control all books, minutes, documents and securities of the Club.

- (b) Subject to the Act, the Management Committee 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.

40. LIQUOR LICENCE OBLIGATIONS

40.1 No Payments

No Officer, member or servant of the Club can be paid by way of commission or allowance from the receipts of the Club from the sale and disposal of liquor.

- 40.2** The Management Committee through the appointed Licensee shall ensure compliance with all obligations of any liquor license the Club may from time to time hold or be granted.

41. MODEL RULES

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

42. CLUB COLOURS AND CAP

- (a) The colours of the Club shall be royal blue and white
- (b) The Club competition cap shall be royal blue with a single wide white stripe front to back through the middle of the cap.

43. FRANK KING FUTURES FUND

- (a) The Club shall establish and maintain such Fund as an investment for the future and as an acknowledgement of the former Frank King Trust .
- (b) There shall be an initial investment and, thereafter, the Management Committee shall allocate further funds annually .
- (c) The Management Committee, from time to time, shall determine the investment strategy of the Fund .
- (d) The accumulated funds may only be used for capital works relative to the Club house or the purchase of inflatable rescue craft.
- (e) A special resolution shall be required to approve any fund allocation .

44. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this rule 44 shall apply from the date of adoption of this Constitution.
- (b) 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 Officers shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

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