

Associations Incorporations Act 1984 NSW

CONSTITUTION

of

CABARITA BEACH SURF LIFE SAVING CLUB INCORPORATED

PART I - INTERPRETATION

NAME OF ASSOCIATION

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

OBJECTS OF ASSOCIATION

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

- (a) participate as a member of Far North Coast Branch of Surf Life Saving NSW and Surf Life Saving Australia Limited (“SLSA”) through and by which surf life saving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;**

- (b) provide for the conduct, encouragement, promotion and administration of surf life saving along the Tweed Shire coast between the northern boundary of Casuarina in the north and Wooyung to the south - hereafter known as the service area.**

(c) ensure the maintenance and enhancement of the Association, Surf Life Saving NSW, Affiliated Clubs, SLSA and surf life saving, its standards, quality and reputation for the benefit of the Members and surf life saving;

(d) at all times promote mutual trust and confidence between the Association, Surf Life Saving NSW, Affiliated Clubs, SLSA and the Members in pursuit of these objects;

(e) at all times act on behalf of and in the interest of the Members and surf life saving;

(f) promote the economic and community service success, strength and stability of the Association, Surf Life Saving NSW, Affiliated Clubs, SLSA and surf life saving;

(g) affiliate and otherwise liaise with Surf Life Saving NSW and SLSA, in the pursuit of these objects and the objects of surf life saving;

(h) conduct, encourage, promote, advance and control surf life saving in the service area, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;

(i) conduct or commission research and development for improvements in methods of surf life saving and surf life saving equipment and in all ways to improve and safeguard the use of the aquatic environment;

(j) use and protect the Intellectual Property

(k) apply the property and capacity of the Association towards the fulfillment and achievement of these objects;

(l) promote the involvement and influence of surf life saving standards, techniques, awards and education with bodies involved in aquatic life saving;

(m) strive for Governmental, commercial and public recognition of the Association as the authority on aquatic safety and management in the service area;

(n) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf life saving and related activities and the preservation of life in the aquatic environment;

(o) further extend the operations and teachings of the Association throughout the Tweed Shire;

(p) further develop surf life saving as an organised institution and with these objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;

(q) review and/or determine any matters relating to surf life saving which may arise, or be referred to it, by any Member;

(r) act as arbiter on all matters pertaining to the conduct of surf life saving in the service area, including disciplinary matters;

(s) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of surf life saving;

(t) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf life saving;

(u) represent the interests of its Members and of surf life saving generally in any appropriate forum in the service area and in any forum impacting on

the association's operations;

(v) have regard to the public interest in its operations;

(w) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;

(x) ensure that environmental considerations are taken into account in all surf life saving and related activities conducted by the Association;

(y) promote the health and safety of Members and all other users of the aquatic environment;

(z) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf life saving competition and to award trophies and rewards to successful competitors;

(aa) encourage and promote performance-enhancing drug free competition;

(bb) establish, grant and support awards to Members and others, in honourable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of life saving and other distinguished services and acts;

(cc) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than surf life saving;

(dd) seek and obtain improved facilities for the enjoyment of the aquatic environment in the service area;

(ee) promote uniformity of laws for the control and regulation of the aquatic environment in the service area and to assist authorities in enforcing these laws;

(ff) effect such objects as may be necessary in the interests of surf life saving and the aquatic environment in the service area; and

undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Constitution unless the contrary intention appears:

“Act” means the Associations Incorporations Act 1984 NSW.

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

“Association” means Cabarita Beach Surf Life Saving Club Incorporated.

“Club Delegate” means the person(s) appointed from time to time to act for and on behalf of the Association and to represent the Association at General Meetings of Far North Coast Branch of Surf Life Saving NSW.

“Board of Directors” means the body consisting of the Directors.

“Director” means a member of the Board of Directors and includes any

person acting in that capacity from time to time appointed in accordance with this Constitution.

“Constitution” means this Constitution of the Association.

“Financial year” means the year ending 30 June in each year.

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

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

“Life Member” means an individual appointed as a Life Member of the Association under clause 11.

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

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

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

“Regulations” means any Regulations made by the Board of Directors under clause 34.

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

“SLSA” means Surf Life Saving Australia Limited.

“Special Resolution” means a resolution passed:

(a) at a General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with these Rules; and

(b) by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication approved by the Association from time to time.

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

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

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

3.2 Interpretation

In this Constitution:

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

3.3 Severance

If any provision of this Constitution or any phrase contained in them is

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

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

3.5 The Act

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

3.6 Sole Purpose

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

POWERS OF THE ASSOCIATION

Solely for furthering the objects set out above, the Association has power to:

acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all

or any such lands, tenements or hereditaments or any part of them;

take over the whole or any part or parts of the real and personal property belonging to and to undertake all or any of the liabilities of the Association;

(c) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;

(d) by mortgage, charge or lien to secure and guarantee the performance by the Association of any obligation or liability it may undertake;

(e) construct, maintain and alter any houses, buildings, or works necessary or convenient for the objects of the Association;

(f) borrow and raise money in such manner as the Board of Directors thinks fit;

raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security and upon such terms as the Board of Directors shall think fit;

(h) receive money on deposit with or without allowance of interest thereon;

(i) invest any monies of the Association, not immediately required for the objects of the Association, in such manner as may from time to time be determined by the Board of Directors;

(j) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;

- (k) take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association;**
- (l) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;**
- (m) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under this Constitution;**
- (n) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;**
- (o) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities;**
- (p) subscribe to any charities and to grant donations for any public purpose;**
- (q) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;**
- (r) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;**

(s) promote any other person or company for any purpose calculated to benefit the Association;

(t) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one or more of the companies, institutions, societies or associations whose activities or objects are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose calculated to benefit the Association;

(u) to grant in favour of any local authority a restriction on the use of any land of the Association;

(v) to secure the repayment of any money borrowed, raised or owing by it by mortgage, charge or lien or any other legal and binding method upon the whole or any part of the property (both real and personal) or assets (whether present or future) of the Association;

(w) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and

(x) To sign all such documents and to do all such other things as may be incidental or conducive to the attainment of the objects and the exercise of the powers set out in the preceding paragraphs (a), through to (w).

APPLICATION OF INCOME

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

5.2 Except as prescribed in this Constitution:

(a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and

(b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

5.3 Nothing contained in clauses 5.1 or 5.2 shall prevent payment in good faith of or to any member for:

(a) any services actually rendered to the Association whether as an employee or otherwise;

(b) goods supplied to the Association in the ordinary and usual course of operation;

(c) interest on money borrowed from any Member;

(d) rent for premises demised or let by any Member to the Association;

(e) any out-of-pocket expenses incurred by the Member on behalf of the Association; or

(f) any other reason;

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.

LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

MEMBER'S CONTRIBUTIONS

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

DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to Far North Coast Branch of Surf Life Saving NSW in the first instance or Surf Life Saving Australia.

PART II - THE ASSOCIATION AS A CLUB

STATUS AND COMPLIANCE OF ASSOCIATION

9.1 Recognition of Association

Subject to compliance with this Constitution, the Surf Life Saving NSW Constitution, and the SLSA Constitution, the Association shall continue to be recognised as a Member of Surf Life Saving NSW and shall administer surf life saving activities in the service area in accordance with the objects of the Association.

9.2 Compliance of Association as a Club

The Members acknowledge and agree the Association shall:

(a) be or remain incorporated in NSW;

appoint a Club Delegate annually to represent the Association at General Meetings of Far North Coast Branch of Surf Life Saving NSW;

nominate such other persons as may be required to be appointed to Far North Coast Branch of Surf Life Saving NSW or other surf life saving association forums from time to time under this Constitution or the Surf Life Saving NSW Constitution or otherwise;

forward to Surf Life Saving NSW a copy of its constituent documents and details of its Directors;

maintain objects and rules which reflect and which are, to the extent permitted or required by the Act, generally in conformity with the Surf Life Saving NSW Constitution.

(f) apply its property and capacity solely in pursuit of the objects of the Association and surf life saving;

- (g) do all that is reasonably necessary to enable the objects of the Association to be achieved;**
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of surf life saving, its standards, quality and reputation for benefit of the Members and surf life saving;**
- (i) at all times act on behalf of and in the interests of the Members and surf life saving; and**
- (j) as an affiliated club of Surf Life Saving NSW, abide by the Surf Life Saving NSW Constitution.**

9.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the objects of the Association and surf life saving are to be conducted, promoted, encouraged, advanced and administered throughout the service area;**
- (b) to ensure the maintenance and enhancement of surf life saving, its standards, quality and reputation for the benefit of the Members and surf life saving;**
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of surf life saving and its maintenance and enhancement;**
- (d) to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;**

(h) to act in the interests of surf life saving and the Members;

where the Association considers or is advised that a Member has allegedly:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, or any resolution or determination of the Association; or

(ii) acted in a manner prejudicial to the objects and interests of the Association and/or surf life saving; or

(iii) brought the Association, any Affiliated Club or surf life saving into disrepute;

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

ASSOCIATION'S CONSTITUTION

10.1 Constitution of the Association

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

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

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

10.2 Operation of the Surf Life Saving NSW Constitution

The Association will take all steps to ensure its Constitution is in conformity with the Surf Life Saving NSW Constitution at least to the extent set out in clause 10.1 and in respect of those matters set out in clause 10.1 shall ensure

the Association's Constitution is amended in conformity with future amendments made to the Surf Life Saving NSW Constitution, subject to any prohibition or inconsistency in the Act.

The Association shall provide to Surf Life Saving NSW a copy of its Constitution and all amendments to these documents. The Association acknowledges and agrees that the Surf Life Saving NSW has power to veto any provision in its Constitution which, in Surf Life Saving's opinion, is contrary to the objects of Surf Life Saving NSW

Register

The Association shall maintain, in a form acceptable to Surf life Saving NSW and with such details as are required by the Surf Life Saving NSW Board of Directors, a register of all Members of the Association. The Association shall provide a copy at a time and in a form acceptable to Surf Life Saving NSW, of its Register and regular update of it to Surf Life Saving NSW.

PART III - MEMBERSHIP

MEMBERSHIP CATEGORIES

The philosophy of the Association is to establish and recruit members for participation in active surf lifesaving duties.

Membership categories of the Association shall consist of the following types of members, eligibility criteria and membership responsibilities:

11.1 Probationary Membership

Probationary membership 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 Board of Directors.

Junior Activities Membership

A Junior Activities member shall be a person of a minimum age of five (5) up to a maximum age of thirteen (13) and such person shall be required to gain the relevant Surf Education Certificate for that person's age group..

Cadet Membership

11.3.1 A Cadet member shall be a member of the age qualification as defined in the SLSA's manuals and who has obtained the Surf Life Saving Certificate and passed an annual proficiency test.

11.3.2 Cadet members may be called upon to perform patrol and/or other club obligations within the ability of their qualifications..

Active Membership

An Active member shall:

**be a Bronze Medallion holder;
fulfill patrol and club obligations, as provided by the SLSA and by the patrol roster authorised by the Board of Directors; and
qualify in an annual proficiency test unless the member has obtained their Bronze Medallion in that season.**

Award Membership

11.5.1 Award membership may be granted to persons who hold one or more of the following SLSA awards – Surf Rescue Certificate, Radio award(s), Resuscitation Certificate, Advanced Resuscitation Certificate or First Aid Certificate (or equivalent).

11.5.2 Award members must fulfill patrol and club obligations within the ability of their qualifications as provided by the patrol roster authorised by the Board of Directors.

Reserve Active Membership

11.6.1 Reserve Active membership may be granted by the Board of Directors to:

Active members of the Association who have satisfactorily completed, from the gaining of the Bronze Medallion, at least eight (8) years of patrol and club obligations with the Association; or

Active members of the Association who have satisfactorily completed, from the gaining of the Bronze Medallion, at least eight (8) years of patrol obligations with club(s) affiliated with the SLSA, including at least two (2) years of patrol obligations with the Association; or

in exceptional circumstances, Active members regardless of the years of patrol service.

Reserve Active members shall:

complete the annual proficiency test; and

fulfill patrol and other club obligations as provided by the patrol roster authorised by the Board of Directors, with the proviso that in any season they shall not be rostered for more than one half of the minimum number of patrol obligations assigned to any Active member.

11.6.3 Reserve Active membership is not automatic and shall only be granted by a resolution of the Board of Directors following written application by the Active member.

Long Service Membership

Long Service membership may be granted by the Board of Directors to persons who have:

(a) satisfactorily completed at least:

i) ten (10) years of patrol obligations as an Active member or as an Award member with the Association or

ii) four(4) years of patrol obligations as a Reserve Active member with the Association or

(b) been recognised as a Long Service member by another SLSA affiliated club.

Long Service members are exempted from all patrol obligations.

Associate Membership

11.8.1 Associate membership may be granted by the Board of Directors to persons who:

- a) may or may not hold any SLSA award; and**
- b) express support for the objects and operations of the Association.**

A person's re-application for Associate membership shall not be automatic.

Life Membership

Life membership may be granted to a member of the Association who has rendered distinguished or special service to the Association by special resolution of a General Meeting of the Association.

Clause 13.4 outlines procedures to be followed in making and processing a claim for Life Membership.

Life members will be exempt from all patrol and club obligations and will be exempt from payment of membership fees.

General Membership

General membership may be granted by the Board of Directors to persons who:

may or may not hold an SLSA award and demonstrate a commitment to support the work of the Association through active involvement in the operations of the Association.

General membership shall be limited to the current membership year. Re-approval of General membership shall not be automatic but shall be assessed based on their active involvement in the work of the Association during the previous period of membership.

A General member will fulfill club obligations as determined by the Board of Directors.

Honorary Membership

Honorary membership may be granted by the Association to persons who may or may not hold an SLSA award.

Honorary membership may be limited to specific time periods not exceeding the last day for renewal of any other type of membership except for life membership.

SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and fees payable by Members to the Association, the time for and manner of payment shall be as determined by the Board of Directors with the following provisos:

Membership subscriptions shall be the same for Active, Award, Reserve Active and Long Service Members;

Membership subscriptions for General members shall be greater than for Active members.

Membership subscriptions for associate members shall be significantly greater for Associate members than for other categories of membership.

Life members shall be exempt from payment of an annual membership subscription.

APPLICATION

13.1 Application for Membership

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

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

13.2 Discretion to Accept or Reject Application

- (a) All new membership applications will be determined by the Board of Directors.**
- (b) The Board of Directors may, by resolution and within constraints, delegate to officers and/or employees the right to approve applications for probationary membership and honorary membership.**
- (c) The Board of Directors may accept or reject an application whether the applicant has complied with the requirements in clause 13.1 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.**

(d) Where the Board of Directors accepts an application the applicant shall, subject to notification to Surf Life Saving NSW, become a Member.

(e) Membership of the Association shall be deemed to commence upon acceptance of the application by the Board of Directors. The Secretary shall amend the Register accordingly as soon as practicable.

(f) If the Board of Directors rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association.

13.3 Re-Application

(a) All members, excepting Life Members, must re-apply for membership of the Association in accordance with the procedures set down by the Association in Regulations from time to time.

(b) A re-application by a General Member for membership as a General Member will be considered a new membership application although a joining fee can not be applied to such an application.

(c) An application by a member to move from one membership type to another will be considered a new membership application although a joining fee can not be applied to such an application.

(d) An application for membership received later than twenty eight (28) days after the notified due date for re-application for membership shall be considered a new membership application; a joining fee may be waived at the discretion of the Board of Directors.

(e) Except as detailed in clauses 13.3 (b), (c) and (d), re-applications for membership are not subject to determination by the Board of Directors.

(f) Upon re-application, a Member must provide details of any change in his or her personal details, and any other information reasonably required by the Association.

13.4 Life Membership

13.4.1 Life membership may be granted to a member of the Association who has rendered distinguished or special service to the Association only by special resolution of a General Meeting of the Association.

13.4.2 Any member of the Association may propose to the Secretary in writing that a member should be nominated for Life Membership; such proposal should include a brief written statement stating the case for that person to be so nominated.

13.4.3 Following receipt of such nomination the Secretary shall, within twenty one (21) days, convene a Life Membership Panel, comprising current Directors and all available existing Life Members, to consider the case for nominating the member for Life Membership; the President or, in his unavailability, the Vice President will chair the panel.

13.4.4 If the member who is being proposed for life membership is a Director he/she shall exclude himself from the Life Membership Panel.

13.4.5 The proposer shall be invited to attend the panel meeting to expand upon his written supporting statement for the life membership nomination, but unless otherwise a member of the panel shall attend the panel meeting only for the time needed to make that presentation.

13.4.6 The panel will make a recommendation to the Board of Directors to either support or not support the nomination.

If the panel recommends that the Board of Directors not support the nomination then the Secretary shall at the next meeting of the Board of Directors report this recommendation and, as soon as practical, notify the proposer of the Life Membership Panel's recommendation. No further action towards election of that member as a Life member shall be undertaken until after the conclusion of the following Annual General Meeting.

If the panel recommends support for the nomination the Secretary shall as soon as practical, contact the proposed life member and obtain his written agreement to be nominated for Life Membership.

Having gained the agreement of the proposed Life Member, at the next meeting of the Board of Directors the Secretary shall report on the recommendation of the Life Membership Panel and, if the panel recommended support for the nomination, move a motion that "(name of person) be nominated to the next General Meeting of the Association for election to life membership of the Association".

If the motion is carried by the Board of Directors, a motion to effect that nomination must be included in the business of the following General Meeting of the Association.

If the motion is not carried by the Board of Directors the member proposing that person for Life Membership shall, as soon as practical, be notified and that person may initiate, within the requirements of Clause 21, a notice of motion for the following General Meeting.

REGISTER OF MEMBERS

14.1 Registrar to Keep Register

The Registrar shall keep and maintain, or cause to be kept and maintained, a Register in which shall be entered (as a minimum):

(a) the full name, address, class of membership and date of entry of the name of each Member; and

(b) the full name, address and date of entry of the name of each Director and Club Delegate.

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

14.2 Inspection of Register

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

14.3 Use of Register

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

14.4 Right of Surf Life Saving NSW to Register

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

VOTING RIGHTS

15.1 At General Meetings of the Association only the following have a right to vote:

**Active, Reserve Active, Long Service, General and Life members; and
Other members holding, at that time, a position of Director of the Association;
and**

**Other members holding, at that time, a position of Club Delegate; and
Other members holding, at that time, a position as a Club Official as defined in
Clause 34 and in the Regulations.**

15.2 In establishing any committees, the Board of Directors shall determine the voting rights applicable to members of that committee and shall incorporate details of those voting rights in the motion establishing that committee.

EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

(a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and Regulations, the Surf Life Saving NSW Constitution and Regulations and the SLSA Constitution and Regulation;

(b) they shall comply with and observe this Constitution and the Regulations, and any determination, resolution or policy which may be made or passed by the Board of Directors or any other entity with delegated authority;

(c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association, Surf Life Saving NSW and SLSA;

(d) the Constitution and Regulations are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of surf life saving as a community service in the service area; and

(e) they are entitled to all benefits, advantages, privileges and services of Association membership.

17. DISCONTINUANCE OF MEMBERSHIP

17.1 Notice of Resignation

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

17.2 Discontinuance by Breach

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

Membership shall not be discontinued by the Board of Directors under clause 17.2(a) without the Board of Directors first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

Where a Member fails, in the Board of Director's view to adequately explain or remedy the breach, that Member's membership shall be discontinued

under clause 17.2(a) by the Association giving written notice of the discontinuance.

The member whose membership is to be discontinued under clause 17.2 has a right of appeal as outlined in clause 18.

17.3 Failure to Re-Apply

If a Member has not re-applied for Membership with the Association within twenty-eight (28) days of the due date for re-application for membership, that Member's membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this clause as soon as practicable.

17.4 Member to Re-Apply

A Member whose membership has been discontinued, or has lapsed under clause 17.3:

(a) must submit a new application for membership in accordance with this Constitution; and

(b) may be re-admitted at the discretion of the Board of Directors and under whatever conditions the Board of Directors shall determine.

17.5 Forfeiture of Rights

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

17.6 Membership may be Reinstated

Membership which has been discontinued under this clause 17 may be reinstated at the discretion of the Board of Directors, with such conditions as it deems appropriate.

17.7 Refund of Membership Fees

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

18. DISCIPLINE

18.1. Disciplinary Committee

18.1.1 Where the Board of Directors is advised or considers that a Member has allegedly:

(a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the Surf Life Saving NSW Constitution, Regulations, SLSA Constitution or Regulations or any resolution or determination of the Board of Directors, the Surf Life Saving NSW Council or any duly authorised sub-committee; or

(b) acted in a manner unbecoming of a Member, or prejudicial to the objects and interests of the Association, Surf Life Saving NSW, SLSA and/or surf life saving; or

(c) brought the Association, SLSA, Surf Life Saving NSW, any other Affiliated Club or surf life saving into disrepute;

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

18.1.2 The Board of Directors may appoint a Judiciary committee to deal with any disciplinary matter referred to it. Such a Judiciary committee shall operate under the principles and in accordance with the procedures expressed in the Regulations.

18.1.3 Where the disciplinary committee proposes to discontinue the membership of a Member, that decision must be referred to the Board of Directors for confirmation.

18.1.4 Where a Member's membership is discontinued by the Board of Directors under clause 18.1.3, that Member may, within fourteen (14) days of being notified of that decision, submit an appeal against that decision. That appeal is to be considered at a General Meeting of the Association to be held within sixty days of the appeal being received by the Secretary.

18.1.5 The General Meeting shall consider a motion to the effect that the Board of Director's decision to discontinue the member's membership be endorsed; the motion is to be considered a normal resolution.

18.1.6 Pending consideration of the appeal by a general meeting the member shall retain membership and membership rights.

PART IV - GENERAL MEETINGS

19 ANNUAL GENERAL MEETING

(a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board of Directors. If no Annual General Meeting is prescribed by the Act, the Association shall hold an Annual General Meeting in accordance with this Constitution, and in order to comply with any requirements of Surf Life Saving NSW and the Act.

(b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

20 NOTICE OF GENERAL MEETING

20.1 Notice of General Meetings

(a) Notice of every General Meeting shall be given to every Member entitled to vote, at the address appearing in the Register kept by the Association. The auditor (if any) shall also be entitled to notice of every General Meeting, which shall be sent to his/her last notified address. Contact details No other person shall be entitled as of right to receive notices of General Meetings.

(b) A notice of every General Meeting shall be posted for the attention of all members on the Club's notice boards.

(c) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

(c) At least 21 days' notice, such notice to commence from date of posting, of a General Meeting shall be given to those Members entitled to receive notice, together with:

- (i) the agenda for the meeting;**
- (ii) any notice of motion received from Members; and**
- (iii) forms of authority in blank for proxy votes.**

21 BUSINESS

21.1 Business of General Meetings

(a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board of Directors and auditors, the election of Directors under this Constitution and the appointment and fixing of the remuneration of the auditors.

(b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in clause 21.1(a) shall be special business.

21.2 Business Transacted

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

22 NOTICES OF MOTION

22.1 Notices of Motion to be Submitted

Members shall be entitled to submit notices of motion for inclusion as special

business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than 21 days (excluding receiving date and meeting date) prior to the General Meeting.

22.2 Unsuccessful Notice of Motion

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

23 SPECIAL GENERAL MEETINGS

23.1 Special General Meetings May be Held

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

23.2 Requisition of Special General Meetings

(a) The Secretary shall on the requisition in writing of 5 but not less than 5% of voting members convene a Special General Meeting.

(b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

(c) If the Secretary does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months

after that date.

(d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board of Directors.

24 PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be 10 but not less than 10% of voting members represented personally or by their proxies.

24.2 President to Preside

The President, or in his absence, the Vice President shall, subject to this Constitution, preside as Chairman at every General Meeting of the Association except:

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

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

24.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the Chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.**

(b) The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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

(d) Except as provided in clause 24.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

25 VOTING AT GENERAL MEETINGS

25.1 Voting Procedure

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

- (a) by the Chairman; or**
- (b) a simple majority of Members.**

25.2 Recording of Determinations

Unless a poll is demanded under clause 25.1, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

25.3 Where Poll Demanded

If a poll is duly demanded under clause 25.1 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

25.4 Members entitled to Vote

Each Member entitled to vote as set out in clause 15.1 shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by him/her or his validly appointed proxy.

25.5 Chairman May Exercise Casting Vote

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

25.6 Proxy Voting Permitted

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

25.7 Proxy

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

fit.

PART V - THE BOARD OF DIRECTORS

26. EXISTING DIRECTORS

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

27. POWERS OF THE BOARD OF DIRECTORS

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

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

28. MEMBERSHIP OF THE BOARD OF DIRECTORS

28.1 The Board of Directors shall comprise:

the President;

the Vice President, and

the Secretary; and

the Treasurer, and

the Life Saving Director, and

the Junior Activities Director, and

the Registrar or ordinary?

who must all be members of the Association and who shall be elected under clause 29.

28.2 Right to Co-Opt

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

28.3 Appointment of Club Delegate

At its first meeting following the Annual General meeting, the Board of Directors shall, from amongst its Members or other officers of the Association, appoint a Club Delegate to attend meetings of the Far North Coast Branch of Surf Life Saving NSW and general meetings of Surf Life Saving NSW for a term of one year, in accordance with the Surf Life Saving NSW Constitution. The person may be re-appointed in any subsequent year.

The Secretary must advise the NSW Executive Director of details of its Club Delegate 28 days prior to each Surf Life Saving NSW Annual General meeting.

29. ELECTION OF DIRECTORS

29.1 Nominations of Candidates

- (a) Nominations shall be called for by the Secretary twenty-one days prior to the Annual General Meeting. When calling for nominations the Secretary shall also provide details of the necessary eligibility qualifications and job descriptions for the positions.**
- (b) Nominations of candidates for election as Directors (including the President) shall be:**
 - (i) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and**
 - (ii) delivered to the Secretary not less than 14 days before the date fixed for the holding of the Annual General Meeting, and the Association shall send the nominations to the Members entitled to receive notice under this Constitution together with the agenda for that General Meeting.**
- (c) If there are no nominees for any Director position, further nominations will be received at the Annual General Meeting.**
- (d) If there is only one qualified nominee for any position, the person nominated shall be deemed to be elected.**
- (e) If there is more than one nominee for any position, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board of Directors.**

29.2 Eligibility for Nomination

To be eligible for nomination for election to the positions of President, Vice President or Life Saving Director, a person must currently be an Active Member, Reserve Active Member, Long Service Member or Life Member.

If prior to the Annual General Meeting there are no nominations from eligible members for the positions of President, Vice President or Life Saving Director and if there are no nominations from eligible members received at the Annual General Meeting, any Member entitled to vote under clause 15.1 may be nominated for the otherwise unfillable position of President, Vice President or Life Saving Director.

To be eligible for nomination for election to the positions of Secretary, Treasurer, Junior Activities Director or Registrar a member must be a member entitled to vote under clause 15.1.

29.3 Voting procedures

The elections shall be by preferential ballot and shall be by secret ballot on papers prepared by the Secretary. Whereas two or more candidates are applying for a position each candidate may, before the ballot is taken, address the meeting for a period of not more than 5 minutes. The chairman may then call for questions from the floor directed at either candidate, such question time should not exceed 10 minutes.

29.4 Term of Office of Directors

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

30. VACANCIES OF DIRECTORS

30.1 Grounds for Termination of Office of Director

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

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

30.2 Remaining Directors May Act

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

30.3 Casual Vacancy

In the event of a casual vacancy in the office of any Director, the Board of Directors may appoint a Member meeting the eligibility for nomination qualifications for that position to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

31. MEETINGS OF THE BOARD OF DIRECTORS

31.1 Board of Directors to Meet

The Board of Directors shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit.

Four (4) Directors may at any time, and Secretary shall on the requisition of four (4) Directors, convene a meeting of the Board of Directors within reasonable time.

31.2 Decisions of Board of Directors

Subject to this Constitution, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and a determination of a

majority of Directors shall for all objects be deemed a determination of the Board of Directors. All Directors (except the Chairman) shall have one vote on any question. The Chairman shall have a casting vote where voting is equal, but shall have no deliberative vote.

31.3 Resolutions not in Meeting

(a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

(b) Without limiting the power of the Board of Directors to regulate their meetings as they think fit, a meeting of Board of 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 of Directors or these Rules and such notice specifies that Directors are not required to be present in person;

(iii) in the event that a failure in communications prevents clause 31.3(b)(i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until Clause 31.3(b)(i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the

meeting shall be deemed to have terminated or adjourned; and

(iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board of Directors Member is there present and if no Board of Directors Member is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

31.4 Quorum

At meetings of the Board of Directors the number of Directors whose presence is required to constitute a quorum is four (4)

31.5 Notice of Board of Directors Meetings

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

31.6 Conflict of Interest

A Director shall declare his interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter.

In the event of an uncertainty as to whether it is necessary for a Director to absent himself from discussion or refrain from voting, the issue should be immediately determined by vote of the other Directors, or if this is not possible, the matter shall be adjourned or deferred.

SECRETARY

32.1 Secretary to Act as Public Officer

The Secretary shall act as and carry out the duties of Secretary and Public Officer of the Association and shall administer and manage the Association in accordance with this Constitution.

32.2 Specific Duties of the Secretary

The Secretary shall:

- (a) as far as practicable attend all Board of Directors meetings and all General Meetings of the Association;**
- (b) prepare the agenda for all Board of Directors and General Meetings of the Association;**
- (c) record and prepare minutes of the proceedings of all meetings of the Board of Directors and the Association, and shall use his best endeavours to distribute those minutes to Members promptly from the date of the meeting;**
- (d) regularly report on the activities of, and issues relating to, the Association; and**
- (e) carry out other duties as may be determined by the Board of Directors and included within the Regulations of the Association.**

OTHER DIRECTORS

The Board of Directors shall determine by resolution a duty statement for each of the positions of Treasurer, Life Saving Director, Junior Activities Director and Registrar.

Those duty statements shall become a part of the Regulations of the Association and may be revised and altered in accordance with clause 35.

PART VI - MISCELLANEOUS

34. DELEGATIONS

34.1 Board of Directors may Delegate Functions

The Board of Directors may by instrument in writing create or establish or appoint from amongst its own members, or otherwise, specific purpose committees, standing committees, boards or individual offices to carry out such duties and functions, and with such powers, as the Board of Directors determines.

(a) a specific purpose committee may be established to investigate and report to the Board of Directors on a specific issue.

(b) a standing committee, board or office may be established to manage an identified aspect of the Association's activities.

34.2 Delegation by Instrument

34.2.1 The Board of Directors may in the establishing instrument delegate such functions as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function imposed on the Board of Directors or the Secretary or Public Officer by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

34.2.2 Where the Board of Directors proposes to delegate functions to a standing committee, board or office,

- (a)** the name of the proposed standing committee, board or office,
- (b)** the powers and duties of such standing committee, board or office,
- (c)** any eligibility requirements for members to be appointed to such standing committee, board or office; and
- (d)** the procedures to be followed in appointing members to such standing committee, board or office;

must be incorporated into the Regulations of the Association.

34.2.3 Where the Board of Directors establishes a specific purpose committee, the terms of reference, membership and reporting timeline of the specific purpose committee should be incorporated into the minutes of the Board of Directors meeting at which the specific purpose committee was established.

34.3 Delegated Function Exercised in Accordance With Terms

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

34.4 Procedure of Delegated Entity

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

34.5 Delegation may be Conditional

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

34.6 Revocation of Delegation

The Board of Directors 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.

A resolution of the Board of Directors, duly recorded in the minutes of a meeting of the Board of Directors, shall constitute such instrument in writing

35. REGULATIONS

35.1 Board of Directors to Formulate Regulations

The Board of Directors may formulate, issue, adopt, interpret and amend such Regulations for the property advancement, management and administration of the Association, the advancement of the objects of the Association and surf life saving in the service area as it thinks necessary or desirable.

Such Regulations must be consistent with the Constitution of the Association, the Surf Life Saving NSW Constitution, SLSA Constitution any Regulations made by Surf Life Saving NSW or SLSA and any policy directives of a General Meeting of the Association.

35.2 Procedures for Formulating Regulations

35.2.1 Where the Board of Directors proposes to formulate new regulations, or alter existing regulations:

- (a) a motion of intention to do so, including the detail of the proposed new regulation or altered regulation, shall be passed at a meeting of the Board of Directors; and**
- (b) written notice of such intention shall be included in the minutes of that meeting of the Board of Directors; and**
- (c) notice of such intent, including the detail of the proposed new regulation or altered regulation, shall be posted on the Association's official notice board for at least fourteen (14) days prior to the meeting of the Board of Directors at which the decision to add to or alter the regulations is confirmed.**

35.2.2 A motion to confirm the proposed new regulation or alteration to an existing regulation shall be considered at a subsequent meeting of the Board of Directors held at least twenty (20) days after the first motion of intention to make or alter a regulation was considered.

35.2.3 Prior to that subsequent meeting, any member may make written submissions to the Secretary regarding the proposed new regulation or proposed alterations to regulation(s) and the Secretary shall ensure that all such submissions are reviewed by the meeting of the Board of Directors prior to determination on the motion to confirm the changes.

35.3 Existing Regulations Deemed Applicable

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

35.4 Revoking of Regulations

The Board of Directors may by resolution at any meeting revoke in total any existing Regulation.

35.5 Regulations to be Displayed

A copy of the Regulations of the Association shall be displayed in writing on the Club's notice board.

35.6 Regulations Binding

All Regulations made under this clause shall be binding on the Association and Members of the Association from the time that:

- (a) any additions, alterations or revocations determined by the Board of Directors under clause 35.2 or 35.4 are notified on the Association's notice board; and**
- (b) the copy of the Association's Regulations displayed on the Club's notice board is altered to reflect the change(s).**

36. RECORDS AND ACCOUNTS

36.1 Secretary to Keep Records

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

36.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act.

The books of account shall be kept in the care and control of the Treasurer.

36.3 Association to Retain Records

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

36.4 Board of Directors to Submit Accounts

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

36.5 Accounts Conclusive

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

36.6 Reports and Accounts to be Sent to Members

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

36.7 Negotiable Instruments

All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instrumentsshall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Directors.

All receipts for money paid to the Association shall be signed by the Treasurer or such other officer being duly authorised by the Board of Directors to do so.

37. AUDITOR

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

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

NOTICE

37.1 Manner of Notice

(a) Notices may be given by the Secretary to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report

confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

37.2 Notice of General Meeting

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

SEAL

38.1 Safe Custody of Seal

The Secretary shall provide for safe custody of the Seal.

38.2 Affixing Seal

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

ALTERATION OF CONSTITUTION

(a) The Constitution of the Association shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all

other procedures under the Act (if any).

(b) In addition, there shall be no alteration or amendment to clauses 42 or 43 without the consent of the relevant Minister or other authorised person under the Act.

(c) An amendment which affects the special rights of any particular class of Members must be approved by a majority of Members of that class, present at a meeting, and need not be approved by any other class. Provided that the foregoing shall not apply to these classes of Members who have no special rights under this Constitution and hence there shall be no necessity to obtain majority approval from them on any issue unless the resolution purports to impose additional obligations on them, other than any increased annual subscription.

INDEMNITY

40.1 Directors to be Indemnified

Every Board of Directors Member, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him/her in his capacity as Board of Directors Member, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he/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/her by the Court.

40.2 Association to Indemnify Directors

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

wilful misconduct:

(a) in the case of a Board of Directors Member of officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

(b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

DISSOLUTION

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

AUTHORITY TO TRADE

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

GRIEVANCE PROCEDURES

Where a Member of the Association has a grievance with another Member or with the Association (but not being any of the grounds set out in clause 17) and that Member considers the grievance warrants investigation and action by the Association that Member shall follow the following procedure.

43.1 Grievances Officer

The Member shall contact, either by telephone or in writing, the Association's Grievances Officer, appointed by the Board of Directors (but not a member of the Board of Directors), and advise they have a grievance which they wish to discuss. The identity of the nominated Grievances Officer will be communicated to all Members of the Association by written notice. Where a

grievance is to be submitted in writing it should be addressed clearly to the Grievances Officer and marked “Private & Confidential”.

43.2 Action by Grievances Officer

Where a grievance has been received by the Grievances Officer she or he/she shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved Member. The Grievances Officer may take whatever steps and conduct whatever investigations necessary to determine whether the grievance is legitimate.

Where the Grievances Officer determines the grievance is legitimate she or he/she shall take all reasonable steps to resolve the grievance.

Where the Grievances Officer determines the grievance is not legitimate she or he/she shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the Grievances Officer’s determination they may take whatever further action they consider necessary or appropriate.

Where the Grievances Officer is unable to resolve a grievance or considers the grievance of a very serious nature they shall report the grievance to the Secretary and/or the Board of Directors for action.

All grievances received by the Grievances Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievances Officer on investigation shall be confidential and may be communicated only to the Secretary and/or the Board of Directors.