

Constitution

Date: 25th May 2013



SHELLHARBOUR SURF LIFE SAVING CLUB INCORPORATED

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Constitution

Date: 25th May 2013

**ASSOCIATIONS INCORPORATION ACT 2009
(NSW)**

CONSTITUTION

of

**SHELLHARBOUR SURF LIFE SAVING CLUB
INCORPORATED**

STRATEGIC VISION:

“TO BE A HIGHLY VALUED AND RESPECTED COMMUNITY ORGANISATION THAT PROVIDES AN ENVIRONMENT THAT PROMOTES FITNESS, TRAINING IN LIFESAVING SKILLS, EDUCATION AND ASSOCIATED COMPETITION WHILST ENCOURAGING DEVELOPMENT OPPORTUNITIES AND FELLOWSHIP FOR ALL MEMBERS INCLUDING INCIDENT PREVENTION AND RESCUE SERVICES IN ACCORDANCE WITH SURF LIFE SAVING AUSTRALIA CRITERIA”

1. NAME OF ASSOCIATION

The name of the association is Shellharbour Surf Life Saving Club Incorporated
(Association).

2. OBJECTS OF ASSOCIATION

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

- (a) participate as a member of **Surf Life Saving NSW (SLSNSW) (State Centre)** and Surf Life Saving Australia Limited (**SLSA**) through and by which surf lifesaving 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 lifesaving throughout **Shellharbour**;
- (c) ensure the maintenance and enhancement of the Association, State Centre, Surf Life Saving Clubs, SLSA and surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (d) at all times promote mutual trust and confidence between the Association, State Centre, 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 Association, State Centre, Surf Life Saving Clubs, SLSA and surf lifesaving;
- (g) affiliate and otherwise liaise with the South Coast Branch **[the Branch]**, State Centre and SLSA in the pursuit of these Objects and surf lifesaving;
- (h) conduct, encourage, promote, advance and control surf lifesaving in **Shellharbour** , 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 lifesaving and surf lifesaving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (j) use and protect the Intellectual Property
- (k) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- (l) promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in surf lifesaving;
- (m) strive for Government, commercial and public recognition of the Association as the

authority on aquatic safety and management in **Shellharbour**;

- (n) 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;
- (o) further extend the operations and teachings of the Association throughout **Shellharbour**;
- (p) 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;
- (q) review and/or determine any matters relating to surf lifesaving which may arise, or be referred to it, by any Member;
- (r) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in **Shellharbour**;
- (s) 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;
- (t) represent the interests of its Members and of surf lifesaving generally in any appropriate forum in **Shellharbour**;
- (u) have regard to the public interest in its operations;
- (v) 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;
- (w) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by the Association;
- (x) promote the health and safety of Members and all other users of the aquatic environment;
- (y) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf lifesaving competition;
- (z) encourage and promote performance-enhancing drug free surf lifesaving competition;
- (aa) 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 surf lifesaving and other distinguished services and acts;
- (bb) give, and seek where appropriate, recognition for Members to obtain awards

or public recognition in fields of endeavour other than surf lifesaving;

- (cc) seek and obtain improved facilities for the enjoyment of the aquatic environment in Shellharbour;
- (dd) promote uniformity of laws for the control and regulation of the aquatic environment in **Shellharbour** and to assist authorities in enforcing these laws;
- (ee) effect such objects as may be necessary in the interests of surf lifesaving and the aquatic environment in **Shellharbour**; and
- (ff) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. POWERS OF THE ASSOCIATION

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

4. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution:
 - (i) 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
 - (ii) 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.
- (c) Nothing contained in clauses 4(a) or 4(b) shall prevent payment in good faith of or to any Member for:
 - (i) any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) goods supplied to the Association 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 Association;
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

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.

5. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

6. MEMBER'S CONTRIBUTIONS

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

7. DISTRIBUTION OF PROPERTY ON WINDING UP

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 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 Association 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.

8. DEFINITIONS AND INTERPRETATION

8.1 DEFINITIONS

In this Constitution unless the contrary intention appears:

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

Association means **Shellharbour Surf Life Saving Club Incorporated**.

Committee means the body managing the Association and consisting of the Committee Members under Rule 28.

By Laws means any By-Laws made by the Committee under Rule 33.

Club means Shellharbour Surf Life Saving Club

Constitution means this Constitution of the Association.

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

Committee Member means a member of the Committee appointed in accordance with this Constitution.

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

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

Individual Member means a registered member of the Association and can only include probationary members, junior activity (*Nipper*) members; cadet members; active members; reserve active members; general members; long service members; award members; associate members; honorary members; and life members of the Association which are defined in the By-Laws.

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

Life Member means an individual appointed as a Life Member of the Association under Rule 11.2.

Member means a member for the time being of the Association.

Objects means the objects of the Association under Rule 2.

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

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 in accordance with the Act.

State means and includes a State or Territory of Australia.

State Centre means the body recognised by SLSA as the body administering surf lifesaving in **New South Wales**.

Surf Life Saving Club means a surf lifesaving club which is a member of or otherwise affiliated with State Centre or SLSA.

8.2 INTERPRETATION

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;

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

8.3 SEVERANCE

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be

valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

8.4 EXPRESSIONS IN THE ACT

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

8.5 SOLE PURPOSE

The Association is established solely for the Objects.

8.6 MODEL RULES

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

9. STATUS AND COMPLIANCE OF ASSOCIATION

9.1 RECOGNITION OF ASSOCIATION

Subject to compliance with this Constitution, the State Centre constitution, and the SLSA constitution the Association shall continue to be recognised as a Member of **South Coast Branch** and State Centre and shall administer surf lifesaving activities in **Shellharbour** in accordance with the Objects.

9.2 COMPLIANCE OF ASSOCIATION

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in **New South Wales**;
- (b) appoint a Delegate(s) annually to represent the Association at general meetings of **South Coast Branch** and State Centre (where required);
- (c) nominate such other persons as may be required to be appointed to **South Coast Branch** and State Centre committees from time to time under this Constitution or the **South Coast Branch** or State Centre constitution or otherwise;
- (d) forward to **South Coast Branch** and State Centre a copy of its constituent documents and details of its Committee Members;
- (e) adopt the objects of State Centre (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the State Centre constitution;
- (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 State Centre, abide by the State Centre 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 and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout **Shellharbour**;
- (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 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 By-Laws, 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 lifesaving; or
 - (iii) brought themselves, the Association, any Surf Life Saving Club or surf lifesaving 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.

10. ASSOCIATION'S CONSTITUTION

10.1 CONSTITUTION OF THE ASSOCIATION

- (a) The Constitution will clearly reflect the objects of State Centre and shall generally conform with the State Centre constitution, subject to any requirements in the Act, and at least to the extent of:
 - (i) the objects of State Centre;
 - (ii) the structure and membership categories of State Centre and SLSA;
 - (iii) recognising SLSA as the national peak body for surf lifesaving in Australia, in accordance with the SLSA Constitution;
 - (iv) recognising State Centre as the peak body for surf lifesaving in **New South Wales**
 - (v) recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings;
 - (vi) such other matters as are required to give full effect to the State Centre constitution;

with such incidental variations as are necessary having regard to the Act.
- (b) If there is any conflict or inconsistency between the constitutions of the Association, **South Coast Branch**, State Centre or of SLSA, the constitution

of the higher surf lifesaving entity will prevail to the extent of the conflict or inconsistency. For the avoidance of doubt, the constitution of SLSA prevails over the constitutions of a State Centre and/or a Branch and/or the Association. The constitution of State Centre prevails over the constitution of a Branch and/or the Association.

10.2 OPERATION OF THE STATE CENTRE CONSTITUTION

- (a) The Association will take all steps to ensure its Constitution is in conformity with the State Centre constitution at least to the extent set out in Rule 10.1 and in respect of those matters set out in Rule 10.1 shall ensure this Constitution is amended in conformity with future amendments made to the State Centre constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Association shall provide to State Centre a copy of its Constitution and all amendments to this document. The Association acknowledges and agrees that State Centre has power to veto any provision in its Constitution which, in State Centre's opinion, is contrary to the objects of State Centre.

10.3 RIGHTS OF STATE CENTRE [AND/OR BRANCH]

- (a) Should the board of the State Centre consider that a situation has developed within the Association which gives that board extreme concern and/or which is detrimental to the image of surf life saving, State Centre (through its board) shall have the authority to initiate discussion and investigate the operations of the Association and then if considered necessary the authority to appoint person/s to take over control and re-establish a sound and satisfactory administration within the Association and for such time as considered necessary.
- (b) The Association's branch shall have similar authority in respect to the Association and may take independent action to State Centre, provided the procedure in Rule 10.3(a) is followed. In such situation, State Centre shall be immediately notified of the action taken by the branch.
- (c) State Centre (through its board) may request the Association's branch to initiate action against the Association in accordance with Rule 10.3(a) or to act on behalf of State Centre and report to them in the matter.]

11. MEMBERS

11.1 CATEGORIES OF MEMBERS

The Members of the Association shall consist of:

- (a) Active Membership (Entitled to Voting Rights)

An Active member shall be a Bronze Medallion holder and shall fulfil the full patrol and Club obligations, as provided by the Association and the Club Rules, By-Laws and Regulations, and shall qualify in an annual proficiency test each season, unless the

member has obtained the Bronze Medallion in the season current. They shall have the right to be present, to debate and to vote at General Meetings

(b) Probationary Membership (No Voting Rights)

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 of membership by the appropriate Club committee.

(c) Junior (Nipper) Membership (No Voting Rights)

A Junior (Nipper) members shall be a person who may be a minimum age of 5 years up to a maximum age of 13 years on a seasonal basis and such person shall be required to gain the relevant Junior Activity Surf Education competencies for that person's age group.

(d) Under 15 year old Membership (Entitled to Voting Rights)

An Under 15 year old Member shall be a person of the age qualification as defined in the Association's Manual and, who has obtained the Surf Rescue Certificate in that season or has passed an Annual Proficiency Test.

(e) Reserve Active Membership (Entitled to Voting Rights)

i) Reserve Active Membership may be granted to Active or Award members who have satisfactorily completed (after the gaining of the Bronze Medallion or Association Award) at least ten (10) years of patrol and Club obligations as provided by the Association and Club Rules and By-laws and Regulations, provided the granting of Reserve Active Membership shall not be automatic, but shall be granted by a resolution of the Club Committee following written application to the Committee by the member.

ii) Such members shall perform a minimum number of patrols as required by State Centre and any further patrol duties as may be required at the discretion of the Club.

(iii) Such members shall complete the annual proficiency test.

NOTE: Notwithstanding sub-clause (i) above Reserve Active Membership may be granted under exceptional circumstances to Active or Award Members irrespective of the years of service.

(f) Long Service Membership (Entitled to Voting Rights)

Long Service Membership may be granted by the Committee to Members who have completed ten (10) years active service or to Members who have completed eight (8) years active service plus four (4) years reserve active service **and** who during their membership have rendered exceptional service to the Club.

Such Members may be exempted from all patrol obligations.

Written nomination of a Member for Long Service Membership shall be referred to the Management Committee and, if recommended by a four fifths majority, shall be

submitted to the Annual General Meeting where it must receive, by secret ballot, four fifths majority for election. Long Service members shall have all rights and privileges of the Club.

(g) Award Membership (Entitled to Voting Rights)

- i) Award Membership may be granted to persons who hold an Association Award of one or more of the following designations . Radio Award/s, First Aid Award/s.
- ii) Such members may be called upon to perform patrol and/or other Club obligations within the scope of their qualifications.

(h) Associate Membership (No Voting Rights unless elected as an Officer of the Club)

- i) Associate membership may be granted to persons who may not hold an Association Award.
- ii) Such membership shall have a minimum age qualification of 15 years.

(j) Life membership (Entitled to Voting Rights)

Life Members, who subject to this Constitution, shall have the right to be present and to vote at General Meetings;

11.2 LIFE MEMBERS

- (a) Life Membership may be granted to members from the Club who have rendered ten (10) years meritorious service to the Association and surf lifesaving, where such service is deemed to have assisted the advancement of the Association and surf lifesaving in **Shellharbour** within a period of fifteen (15) years with the Club. Nomination of a member shall be referred to the Committee for enquiry and, if recommended by a four fifths majority, to be submitted to the Annual General Meeting as a Special Resolution and must receive a four fifths majority by secret ballot. Life Members shall have all the rights and privileges of the Club without payment of any subscriptions and they shall be exempt from Patrol duties.
- (b) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a Life Member.
- (c) Consideration of the following criteria is to be utilised when nominating a candidate for Life Membership:
 - (i) Length of membership

- (ii) Served on a Committee minimum 5 years
- (iii) Representation and involvement at Branch or above level for 3 years
- (iv) Fostered membership and involvement within the club including Training and Membership Development; Fellowship; and Competition
- (v) Other Criteria including Significant Achievements; Awards; Other Club Involvement and Future Commitment to the Club.

A suitable nominee should be one who has met requirements in at least three of the above criteria.

12. 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 Committee from time to time.

13. APPLICATION

13.1 APPLICATION FOR MEMBERSHIP

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

- (a) in writing on the form prescribed from time to time by SLSA, from the applicant or its nominated representative and lodged with the Association (this may be in the form of on line submission);
- (b) accompanied by the appropriate fee, if any.

13.2 DISCRETION TO ACCEPT OR REJECT APPLICATION

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in Rule 13.1 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection. In considering an application for membership the Association must act reasonably and in good faith.
- (b) Where the Association accepts an application the applicant shall, subject to notification to State Centre, become a Member.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Register shall be updated accordingly as soon as practicable.
- (d) If the Association rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association. No reasons for rejection need be given.

13.3 RE-APPLICATION

- (a) Members must re-apply for membership of the Association in accordance with the procedures set down by the Association from time to time. Membership renewal is not automatic and a re-application may be accepted or rejected by the Association in its discretion but acting reasonably and in good faith at all times. If the Association rejects a re-application, it shall refund any fees forwarded with the application, and the re-application shall be deemed rejected by the Association. No reasons for rejection need be given.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Association.

13.4 DEEMED MEMBERSHIP

- (a) All individuals who are, prior to the approval of this Constitution, members of the Association shall be deemed, and/or shall continue, to be Members of the Association from the time of approval of this Constitution under the Act.
- (b) The Members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval of this Constitution under the Act.
- (c) Any members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under clause 13.4(a) shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

14. REGISTER OF MEMBERS

14.1 REGISTER

The Association shall keep and maintain a register in which shall be entered (as a minimum):

- (a) the full name, address, class of membership and date of entry of the name of each Member; and
- (b) the full name, address and date of entry of the name of each Committee Member and 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 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, as the Board considers appropriate. Members acknowledge and agree that the register may also be used by State Centre and/or SLSA to further their respective objects subject always to confidentiality considerations and privacy laws.

14.4 RIGHT OF STATE CENTRE TO REGISTER

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

15. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and By-Laws, the State Centre constitution and regulations and the SLSA constitution and regulation;
- (b) they shall comply with and observe this Constitution and the By-Laws, and any determination, resolution or policy which may be made or passed by the Board or any other entity with delegated authority;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association, State Centre and SLSA;
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of surf lifesaving as a community service in **Shellharbour**; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

16. DISCONTINUANCE OF MEMBERSHIP

16.1 NOTICE OF RESIGNATION

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

16.2 DISCONTINUANCE BY BREACH

- (a) Membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolution or determination made or passed by the Committee or any duly authorised committee.
- (b) Membership shall not be discontinued by the Committee under clause 16.2(a) without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Committee's view to adequately explain to remedy the breach, that Member's membership shall be discontinued under clause 16.2(a) by the Association giving written notice of the discontinuance.

16.3 FAILURE TO RE-APPLY

If a Member (excluding Life Members) has not re-applied for Membership with the Association within one month of re-application falling due, that Member's membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this clause 16.3 as soon as practicable.

16.4 MEMBER TO RE-APPLY

A Member whose membership has been discontinued or has lapsed under clause 16.3:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Committee.

16.5 FORFEITURE OF RIGHTS

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

16.6 MEMBERSHIP MAY BE REINSTATED

Membership which has been discontinued under this clause 16 may be reinstated at the discretion of the Committee, upon such

conditions as it deems appropriate.

16.7 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.

17. DISCIPLINE AND JUDICIAL

The Association adopts the Discipline and Judicial Regulations of SLSA as amended from time to time. These shall be replicated in the By-Laws but cannot be amended from the SLSA Regulations without the prior written approval of State Centre and SLSA.

18. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

19. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the register kept by the Association. The auditor (if any) and Committee Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members.

20. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution, the motion for affiliation with the Branch and State Centre and the appointment and fixing of the remuneration of the auditors.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in clause 20(a) shall be special business.

- (c) No business other than that stated on the notice shall be transacted at that meeting.

21. NOTICES OF MOTION

Members entitled to vote shall also 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 30 days (excluding receiving date and meeting date) prior to the General Meeting.

22. SPECIAL GENERAL MEETINGS

22.1 SPECIAL GENERAL MEETINGS MAY BE HELD

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

22.2 REQUISITION OF SPECIAL GENERAL MEETINGS

- (a) The Secretary shall on the requisition in writing of 5% of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall:
 - (i) state the object(s) of the meeting;
 - (ii) be signed by the Members making the requisition; and
 - (iii) be sent to the Association.

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 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.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 QUORUM

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be **15** Members present in person.

23.2 PRESIDENT TO PRESIDE

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 Committee Members to preside as chairperson for that meeting only.

23.3 ADJOURNMENT OF MEETING

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in clause 23.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 VOTING PROCEDURE

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

- (a) the chairperson; or
- (b) a simple majority of Members.

23.5 RECORDING OF DETERMINATIONS

Unless a poll is demanded under clause 23.4, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

23.6 WHERE POLL DEMANDED

If a poll is duly demanded under clause 23.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

24. VOTING AT GENERAL MEETINGS

24.1 MEMBERS ENTITLED TO VOTE

Each Member entitled to vote as set out in clause 11.1 shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by that Member.

24.2 CASTING VOTE

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

25. PROXY VOTING

Proxy voting shall not be permitted at any General Meeting

26. EXISTING COMMITTEE MEMBERS

The members of the governing or managing body (by whatever name called) of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

27. POWERS OF THE COMMITTEE

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

28. COMPOSITION OF THE COMMITTEE

28.1 COMPOSITION OF THE COMMITTEE

The (Executive) Committee shall comprise:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer;
- (d) the Vice President;
- (e) the Club Captain

- (f) Chairperson Junior Activities Committee
- (g) the Public Officer

The Management Committee will consist of the Executive plus:

Chief Instructor

Registrar

IRB Captain

who must all be Individual Members and who shall be elected under clause 29.

28.2 PORTFOLIOS

If the Committee considers it appropriate, in order to further the Objects, it may allocate Committee Members to specific portfolios, with specific responsibilities, as determined in the discretion of the Committee.

28.3 RIGHT TO CO-OPT

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

28.4 APPOINTMENT OF DELEGATE

- (a) The Committee shall, from amongst its members, appoint a Delegate/s to attend general meetings of **South Coast Branch and State Centre** for such term as the Committee determines, and otherwise in accordance with the **South Coast Branch/State Centre Constitution**.

- (b) The Association must advise the **South Coast Branch and/or** State Centre Chief Executive Officer in writing of its Delegate.

29. ELECTION OF COMMITTEE MEMBERS

29.1 NOMINATIONS OF CANDIDATES

- (a) Nominations for candidates to be elected to the Committee shall be called for by the Association twenty one days prior to the Annual General Meeting. When calling for nominations the Association shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Committee from time to time.
- (b) Nominations of candidates for election as Committee Members (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 Association not less than 7 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 insufficient nominations are received to fill all available vacancies on the Committee the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected and further nominations from the floor will be accepted to fill any outstanding vacancies.
- (d) 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.
- (e) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Committee.

29.2 VOTING PROCEDURES

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

29.3 TERM OF OFFICE OF COMMITTEE MEMBERS

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

30. VACANCIES OF COMMITTEE MEMBERS

30.1 GROUNDS FOR TERMINATION OF OFFICE OF COMMITTEE MEMBERS

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his/her 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/her office in writing to the Association;
- (e) is absent without the consent of the Committee from meetings of the Committee 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/her interest;
- (h) is removed by Special Resolution;
- (i) has been expelled or suspended from membership (without further recourse under these Rules or the State Centre Rules); or
- (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act.

30.2 REMAINING COMMITTEE MEMBERS MAY ACT

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

30.3 CASUAL VACANCY

In the event of a casual vacancy in the office of any Committee Member, the Committee may appoint 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.

31. MEETINGS OF THE COMMITTEE

31.1 COMMITTEE TO MEET

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Committee Member may at any time convene a meeting of the Committee within a reasonable time.

31.2 DECISIONS OF COMMITTEE

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall be deemed a determination of the Committee. All Committee Members shall have one vote on any question. The chairperson may exercise a casting vote where voting is equal.

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 Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or these Rules and such notice specifies that Committee Members are not required to be present in person;
 - (iii) in the event that a failure in communications prevents clause 31.3(b)(i) from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until Clause 31.3(b)(i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and

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

31.4 QUORUM

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

31.5 NOTICE OF COMMITTEE MEETINGS

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days oral or written notice of the meeting of the Committee must be given to each Committee Member.

31.6 CONFLICT OF INTEREST

A Committee Member shall declare his/her interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent him/herself from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of uncertainty as to whether it is necessary for a Committee Member to absent him/herself from discussion or refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred. All disclosed interests must be submitted to the Annual General Meeting in accordance with the Act.

32. DELEGATIONS

32.1 COMMITTEE MAY DELEGATE FUNCTIONS

The Committee may by instrument in writing create or establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Committee determines.

32.2 DELEGATION BY INSTRUMENT

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

- (a) this power of delegation; and

- (b) a function imposed on the Committee by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

32.3 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.

32.4 PROCEDURE OF DELEGATED ENTITY

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

32.5 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.

32.6 REVOCATION OF DELEGATION

The Committee may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

33. BY-LAWS

33.1 COMMITTEE TO FORMULATE BY-LAWS

The Committee may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and surf lifesaving in Shellharbour as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the State Centre constitution, the SLSA constitution and any regulations or by-laws made by State Centre or SLSA. If any By-Laws are inconsistent with the State Centre or SLSA constitution and regulations the By-Laws shall be null and void and will be inapplicable.

33.2 BY-LAWS BINDING

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

33.3 BY-LAWS 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 By-Laws under this clause.

33.4 NOTICES BINDING ON MEMBERS

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members of the Association by means of Notices approved and issued by the Committee.

34. FUNDS, RECORDS AND ACCOUNTS

34.1 SOURCE OF FUNDS

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

34.2 ASSOCIATION TO KEEP RECORDS

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

34.3 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 Committee.

34.4 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.

34.5 COMMITTEE TO SUBMIT ACCOUNTS

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

34.6 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.

34.7 ACCOUNTS TO BE SENT TO MEMBERS

The 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 Committee's report, the auditor's report (if any) and every other document required under the Act (if any).

34.8 NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Committee Members or in such other manner as the Committee determines.

35. AUDITOR

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

36. NOTICE

36.1 MANNER OF NOTICE

- (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 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.

36.2 NOTICE OF GENERAL MEETING

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

37. SEAL

37.1 SAFE CUSTODY OF SEAL

The Committee shall provide for safe custody of the Seal.

37.2 AFFIXING SEAL

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

38. 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 clause 41 without the consent of the relevant Minister or other authorised person under the Act.

39. INDEMNITY

39.1 COMMITTEE MEMBERS TO BE INDEMNIFIED

Every Committee Member, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him/her in his/her capacity as Committee Member, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

39.2 ASSOCIATION TO INDEMNIFY COMMITTEE MEMBERS

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

- (a) in the case of a Committee Member or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

40. DISSOLUTION

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

41. AUTHORITY TO TRADE

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

42. LIQUOR LICENCE OBLIGATIONS

42.1 NO PAYMENTS

No officer or servant of the Association can be paid by way of commission or allowance from the receipts of the Association from the sale and disposal of liquor.

42.2 GUESTS

A visitor to the Association's premises must not be supplied with liquor in those premises unless the visitor is a guest in the company of an adult Member

42.3 RECORDS

The Association must maintain records of guests to the Association's premises.

SHELLHARBOUR SURF LIFE SAVING CLUB INC BY-LAWS

50. MAKING, REPEALING AND AMENDING BY-LAWS

- (a) A general meeting of the Club may, by resolution, make by-laws, not inconsistent with Club and the Surf Life Saving Association Rules, for or with respect to any matter that by these rules is required or permitted to be described by-laws, or that is necessary or convenient to be prescribed for the just and efficient administration of the Club.
- (b) A by-law shall, until repealed or amended and after any amendment, as amended, be binding upon the committees and all sub-committees and members.
- (c) A by-law may be made, repealed or amended only by a notice of motion in accordance with By Law No. 64
- (d) A by-law that is made, repealed or amended shall be posted on the Club notice board within 7 days of such making, repealing or amending and remain so posted for one month.

51. OFFICERS OF THE CLUB

- (a) The Club may elect the following Honorary Officers who shall have no voting rights and who need not be members of the Club:

- Patron/s
- Vice Patron/s
- Solicitor
- Medical Officer/s
- Architect/ s
- Auditor

These Officers shall have the right to attend Annual and Special General Meetings and to speak or express opinions on business conducted at those meetings.

- (b) The Club shall elect the following officers who shall be members of the Club;

- President
- Vice President
- Secretary
- Treasurer
- Captain

- Vice Captain
- Junior Activities Chairperson
- Chief Instructor
- Boat Captain
- Boat Vice Captain
- Inflatable Rescue Boat Captain
- Inflatable Rescue Boat Vice Captain
- Radio Officer
- Publicity Officer
- Maintenance Officer
- Delegates to Branch (2)
- Gear Steward/s
- First Aid Officer
- Board & Ski Captain
- Social Committee
- Registrar/Assistant Secretary
- Under 18 year old Club Captain
- Carnival Organiser
- OHS Officer
- Member Protection Officer

52. DUTIES OF OFFICERS

- (a) The President shall administer and be responsible for all affairs of the Club and shall chair all meetings appertaining to the administration of the Club, except as provided for in these rules, and shall report to each Management Committee meeting those activities undertaken on behalf of the Club.
- (c) The Vice President shall assist the President, deputise as required and in the President's absence assume the responsibility and authority of that office.

Should the President and Vice/Deputy President both be absent from a meeting or are unwilling to act as Chairperson, the members present at the meeting shall elect one of their own number to act as Chairperson. Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the succeeding meeting.

- (d) The Secretary shall conduct all the correspondence of the Club, be responsible for the clerical administration of the Club and for the exhibiting of all instructions and notices on the notice board

The Secretary shall ensure that records are kept of the business of the Club, including the Rules, By-Laws and Regulations, Register of Members, Minutes of all general and committee meetings and a file of correspondence. These records shall be held in the custody of the Secretary.

- (e) The Treasurer shall:-

i) Control all financial aspects of the Club as authorised and outlined in the rules and pay such accounts which have been presented to the Management Committee and approved for payment.

ii) Ensure that all money received by the Club is paid into an account in the Club's name as soon as practicable and without deduction, and a receipt is issued

iii) Ensure that correct books and accounts are kept, showing the financial affairs of the Club. These records shall be held in the custody of the Treasurer.

iv) At each meeting of the Management Committee, produce the Club bank statements, cheque book(s), a list of accounts for payment, unrepresented cheques and a full reconciliation.

- (f) The Captain shall be responsible for the conduct of members in all Club activities, for the general education in Surf Life Saving and surf awareness, for the discipline of members and for the conduct of Surf Life Saving operations, including competition and training operations.
- (g) The Chairperson Junior Activities Committee shall be directly concerned with all matters which affect the Junior Activities Members.
- (h) The Vice Captain shall assist the Captain and be responsible for all life saving gear and shall be directly responsible to ensure there are sufficient persons to fulfil patrols and will communicate with patrol defaulters to maintain efficiency of patrols, and in the absence of the Captain shall exercise that officer's functions .
- (i) The Chief Instructor shall arrange and be responsible for classes of instruction in the methods of surf life saving as laid down in the manuals of the Surf Life Saving .Association and shall arrange for examinations for Awards.

- (j) The Boat Captain shall be responsible for the care, housing and maintenance of all surf boats and surf boat equipment and shall supervise and organise the training of members in surf boat practices. The boat captain shall be empowered to require any member to assist in the launching or housing of a boat and shall at all times be subject to the direction of the Club Captain.
- (k) The Boat Vice Captain shall assist the Surf Boat Captain in all his/her duties and in the absence of the Surf Boat Captain have the like powers and authority
- (l) The Inflatable Rescue Boat Captain shall be qualified and currently proficient as an IRB driver in accordance with the manuals of the Surf Life Saving Association and shall at all times be subject to the direction of the Club Captain. The IRB Captain shall be responsible for the care, maintenance and housing of the inflatable rescue boat/s and gear and shall also be responsible for the training, rostering and supervision of all IRB drivers and crew in consultation with the Club Captain.
- (m) The Inflatable Rescue Boat Vice Captain shall assist the Inflatable Rescue Boat Captain in all duties and in the absence of the Inflatable Rescue Boat Captain have the like powers and authority.
- (n) The Radio Officer shall be responsible for all Radio equipment owned and operated by the Club and shall ensure all equipment is in working order. The Radio Officer shall instruct all Active Members in the radio procedures as required by the SLSA of Australia.
- (o) The Publicity Officer shall be responsible for the overall media coverage of relevant matters pertaining to events conducted by the Club and shall endeavour to create a good public relations image with the media, general public and supporters of the Club. The Publicity Officer shall maintain a full record of all publicity coverage and report same to the Management Committee. No mention shall be made of any domestic affairs of members nor shall any media controversy be entered into involving any member, Club or the Association.
- (p) Delegates to Branch shall attend all general meetings of the South Coast Branch of the SLSA and shall submit a report to the Secretary of the proceedings of meetings attended. Should a Delegate be unable to attend a meeting, the Club will be required to appoint a proxy Delegate. The Delegate/s shall carry out all instructions that are received from the Management Committee.
- (q) The Gear Steward/s shall be responsible for the care, repair and maintenance of all the Club's life saving equipment except as elsewhere provided for, and shall report to the Club Vice Captain.
- (r) The First Aid Officer shall be responsible for the supply, maintenance & good order of the First Aid room at all times, ensuring Patrols keep the room clean at all times. The First Aid Officer should be the holder of a current First Aid Certificate.

- (s) The Board & Ski Captain shall be responsible for the care & maintenance of all Club Board & Skis. The Board & Ski Captain shall organise & supervise all training sessions and shall at all times be subject to the direction of the Club Captain.
- (t) The Under 18 Club Captain shall be responsible to the Club Captain and may make approaches to the Club on behalf of the Under 15 & 18 Membership, and may appear and speak at Management Committee meetings on matters relating to the Under 15 & 18 Membership.
- (u) The Social Committee shall recommend, organise and supervise the conduct of all social functions held by the Club and shall submit financial statements of such functions to the Treasurer.
- (v) The Maintenance Officer shall be responsible for the general maintenance of the Club House, and may ask the Club Executive to make available Members to assist when required. The Maintenance Officer becomes a member of any Building Sub Committee as may be deemed necessary.
- (w) The Carnival Organiser will be responsible for all matters relating to Carnivals held by the Club. The Carnival Organiser may ask the Club executive to make available Members for assistance.
- (x) The Registrar/Assistant Secretary shall keep a complete list of all Members, category of membership and Awards gained, attendance and results of Club Point scores. The Registrar/Assistant Secretary will record Minutes of Management Committee meetings in the absence of the Secretary.

53. PUBLIC OFFICER

- (a) The Management Committee shall appoint a person, who is 18 years of age or older and resident of NSW, to the position of Public Officer. If the person appointed is not already a member of the Executive Committee, he or she shall become a member of that Committee.
- (c) The Management Committee may at any time remove the Public Officer and appoint a new one.
- (d) The Public Officer shall be deemed to have vacated the position in the following circumstances:
 - i) Death.
 - ii) Resignation.
 - iii) Removal by the Management Committee or at a general meeting
 - iv) Bankruptcy or financial insolvency.
 - v) Mental illness.
 - vi) Residency outside New South Wales.

- (e) When a vacancy occurs in the position of Public Officer, the Executive Committee shall, within 14 days, notify NSW Fair Trading or its successor, by the prescribed form and appoint a new Public Officer.
- (f) The Public Officer is required to notify NSW Fair Trading, or its successor, by the prescribed form concerning:
 - i) Appointment (within 14 days).
 - ii) A change of residential address (within 14 days)
 - iii) A change in the Club's Objects or Rules (within 14 days).
 - iv) A change in the membership of the Executive Committee (within 14 days).
 - v) The Club's financial affairs (within one month after the Annual General Meeting).
 - vi) A change in the Club's name (within one month)
- (g) Service of documents on the Club is effected by serving them on the Public Officer or by serving them personally on two members of the Executive Committee.

54. JUNIOR ACTIVITIES

- (a) The Management Committee shall elect two Delegates from their number who shall attend the Junior Activities meetings at which they shall have voting rights on all matters.
- (b) The Club shall have a Junior Activities group known as 'The Shellharbour Surf Life Saving Club 'Penguins ' and shall be controlled by the Junior Activities Committee (JAC) who shall be responsible to the Club Management Committee.

The Club Management Committee shall ensure that all aspects of the JAC including administration and Duties of Officers are in accordance with the Rules of the SLSC of Australia.

Persons eligible to vote at a Junior Activities Group General Meeting shall be those parents or guardians of members designated as Junior/Nipper members, and other members who express an interest in Junior Activities affairs provided they are aged 13 years & over.

- (b) The Junior Activities group shall be subject to the following terms of reference:
 - i) The responsibility for the conduct and co-ordination of all matters relating to Junior Activities.
 - ii) To provide Junior Activity members with an educational and teaching experience in a wide range of subjects and skills within the aquatic/marine environment.
 - iii} To prepare Junior Activity members for their: eventual transition to the marine and patrol involvement of the Surf Life Saving Association .
- (c) The Junior Activities group shall elect :

- i) A Junior Activities Chairperson, a Junior Activities Secretary, a Junior Activities Treasurer, a Junior Activities Registrar and a Junior Activities Supervisor all with full voting powers within the Junior Activities Group.

AND MAY ELECT

- ii) A Deputy Junior Activities Chairman, a Deputy Junior Activities Supervisor, a Junior Activities Publicity Officer, a Junior Activities Gear Steward, a Junior Activities Assistant Secretary, a Junior Activities Assistant Registrar, Age Managers and age group coaches with the right to vote.
- (d) The Officers mentioned in sub-clause (c) (i) above shall constitute the Executive of the Junior Activities Committee and shall have the power to deal with matters requiring immediate attention.
- (e) The JAC shall elect two officers from their number to act as Delegates to the Club Management Committee. They will report the activities of the JAC to the Management Committee and be eligible to vote on matters affecting the JAC.
- (f) The JAC shall elect two officers from their number, to act as Delegates to the Branch Junior Activity Board, where required. They will report the activities of the JAC to the Branch Junior Activities Board and vice-versa .
- (g) Officers specified in clause (e) (i) and (ii) shall be elected at the Junior Activities Annual General Meeting from nominations submitted by the Junior Activity members.

Officers elected shall need the endorsement of the Club Management Committee. Notice calling for nominations shall be in accordance with the Rules of the Club.

- (h) Voting and ballots shall be conducted in accordance with the Rules of the Club.
- (i) All Officers shall continue in office subject to resignation, removal from office until their successors are appointed. In the event of a vacancy occurring, such vacancy may be filled at a meeting of the Junior Activities Committee.
- (j) Any 'honours ' bestowed by the Junior group to integration with the Senior Club shall be applicable to the Junior Activities section only.
- (k) Business shall be conducted at the following Junior Activities group meetings.
 - i) The Annual General Meeting, which shall be held in each calendar year, and prior to the Club Annual General Meeting.
 - ii) Ordinary General Meetings which shall be held as required.
 - iii) Special General Meetings which shall be held if required.
 - iv) Committee Meetings which shall be held at least monthly during the surfing season.

- v) Executive Committee Meetings which shall be held as and when required.

Quorum for all General Meetings shall be in accordance with Rule 23.1 and quorum for Committee Meetings shall be in accordance with Rule 31.4.

Minutes of all meetings shall be recorded and shall be circulated to Officers of the JAC and to the Club Secretary.

55. EX-OFFICIO MEMBERS

The President, Secretary and the Treasurer shall be ex-officio members of all committees except as otherwise may be determined.

56. CLUB COLOURS AND COMPETITION CAPS

- (a) The Club Colours shall be Royal Blue, Red and Gold and the design of the Club Competition Cap shall be Royal Blue, Red and Gold stripes.
- (b) Any desired alterations must first receive the approval of the Surf Life Saving Association.

57 BADGES AND BLAZERS

The design and colour of Club Badges and Blazers shall be as adopted at a general meeting and can only be changed by the passing of a motion as provided for in Rule 20 (b).

Note: See also 'Club Apparel' - Regulation No. 85.

58. PATROLS

All members eligible to patrol, other than those who are exempt from patrol duties and those to whom leave of absence has been granted by the Management Committee, shall patrol Shellharbour North beach during the patrol season and at such hours as may be determined by the South Coast Branch of the SLSA. Patrolling by members shall be in accordance with Regulation No. 82.

59. VISITORS

A member may invite a Visitor into the Club premises provided that such visitor is first introduced to a Management Committee Officer. The introducing member shall be responsible for such visitor. Notwithstanding the foregoing, an Officer may permit distinguished visitors to use the Club premises at his discretion and shall report such permission to the Management Committee.

60. PREMISES AND PROPERTY

- a) The security of the Surf Clubhouse shall be vested in the Executive Committee.
- b) The President shall have custody of all keys and will be responsible to the Executive Committee for the proper allocation of them to selected Office Bearers at each Annual General Meeting and throughout the season.
- c) A register of all keys issued shall be kept and be under the President's control and the keys shall be returned to the President at the Annual General Meeting.
- d) The Surf Clubhouse is for the use of the Club Members and/or others at the discretion of the Management Committee. The adjacent Function Centre is considered a separate venue and will be under the control of the Management Committee and utilised in the interests of the club. This may include commercial arrangements to aid in fundraising.
- e) The Club's consent must be obtained for the hiring or leasing of the building or its precincts.
- f) No unseemly conduct likely to interfere with the comfort of Club Members will be permitted.
- g) No member shall remove from the Club or use any of the Club's property for any purpose other than that for which it is intended without the sanction of the Club President.
- h) All property wilfully damaged or destroyed shall be paid for or replaced by those found to be responsible.
- i) The Management Committee shall at all times ensure that Club property is adequately insured.

61. INTOXICATING LIQUOR

- (a) Intoxicating liquor shall not be brought to the Club premises by any person except with the permission of the Executive Committee.
- (b) When liquor is provided in the Club premises it shall only be at the direction of the Executive Committee.

62. POLITICS AND RELIGION

- (a) The Club shall be strictly non political and non sectarian, and shall not directly or indirectly allow to be introduced at any meeting any matter intended or likely to support or attack any cause in any political or religious controversy, actual or potential.
- (b) Any member who publicly participates in any political gathering or meeting, or who publicly makes any political statement, express or implied, shall not act or suffer to be done, so as to indicate that the views expressed are those of the Club.

63. DISPLAY OF RULES, BY LAWS AND REGULATIONS

A copy of the Rules, By Laws and Regulations shall be readily available from the Secretary at all reasonable times and each member shall be deemed to have read them and to have agreed to accept them.

64. NOTICES OF MOTION

To make, amend or repeal a By-Law or Regulation may only be done by means of a Notice of Motion which shall be given in writing, by the mover and seconder, to the Secretary at least 21 days prior to the date of the meeting at which the notice of motion is to be dealt with .

Notices of Motion in relation to Special Resolutions (See Rule 21) must be in the hands of the Secretary at least 28 days prior to the date of the meeting.

65. PROCEDURES AND RULES OF DEBATE

- (a) Whenever the Chairperson speaks during debate, the member then speaking shall be silent.
- (b) In the case of any remark considered by the Chairperson to be offensive or imputing improper motives, the Chairperson may call upon a speaker to withdraw and apologise.
- (c) The Chairperson may call a member to order. If such member persists on being disorderly, the Chairperson may call upon such member to withdraw from the meeting.
- (d) It shall not be permissible to dispute the Chairperson's rulings, or move a motion of dissent from a ruling, on matters of procedure and points or order.
- (e) Any member desiring to speak shall raise their hand and address the Chairperson.
- (f) If two or more members speak at the one time, the Chairperson shall decide who is entitled to priority.
- (g) The meeting may decide that a particular person shall or shall not be heard, provided that a motion of this nature shall not be debated.
- (h) No member shall interrupt another member who is speaking except to raise a point of order.
- (i) No member shall digress from the subject under discussion.
- (j) No member shall use offensive or unbecoming words.

- (k) During the debate a member may raise a point of order whereupon the member then speaking shall be seated until the point of order, is ruled upon by the Chairperson.
- (l) It shall be competent for any member to move a motion of dissent from the Chairperson's ruling other than on matters of procedure and points of order. The mover of a motion of dissent shall concisely state the point. The seconder and Chairperson only may then speak to the motion.
- (m) At any time during the debate, a member may move "that the question be now put ". Provided the Chairperson is satisfied that reasonable time for debate of the original motion has been allotted, the motion shall be put without debate - it need not be seconded. This motion may be applied to an amendment, in which case it is the amendment which is immediately put to the vote. It shall not be competent for the mover, seconder or any person who has spoken to the original motion or amendment to move "that the question be now put ".
- (n) If carried, the original motion shall be put to the vote without further debate except that the mover thereof shall have the right of reply - if lost, the debate may proceed.
- (o) A member may move the adjournment of the debate to a subsequent meeting. If a motion for adjournment is lost, the mover thereof shall not be allowed to speak again on the question under debate. If carried, the mover shall have the right of resuming the debate at the ensuing meeting and the mover of the original motion shall have the right of reply.
- (p) Any member proposing a motion or an amendment shall state its nature before addressing the meeting thereon.
- (q) The mover of a motion shall not occupy more than ten minutes, nor any other speaker more than five minutes, provided that the meeting may, by resolution, without debate, grant an extension of time to any speaker.
- (r) No member may speak more than once to a motion except with the Chairperson's permission, in explanation or reply, or to ask a question but may speak again on any amendment to the motion.
- (s) The mover of a motion's right of reply shall be exercisable at the end of the debate.
- (t) The mover of an original motion must get the consent of the seconder, and the approval of the meeting, before making any alteration to the wording of his motion.
- (u) Any member (other than as provided in sub clause (v) may move an amendment to a motion, provided it is not a direct negative of the motion to be amended.
- (v) The mover or seconder of a motion may not move or second an amendment to it but may speak on any such amendment and vote in favour of it.

- (w) A particular member may move or second one amendment only to each motion, but may speak on amendments moved by others.
 - (x) An amendment having been moved, it shall not be competent to move any further amendment, provided that notice may be given of intention to move a further amendment when the previous amendment has been determined. Only one amendment can be considered at one time.
 - (y) If there is an indication of more than one amendment to be brought forward the mover of the original motion may elect to reply at the end of the debate on the first amendment.
 - (z) The mover of an amendment has no right of reply.
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- (aa) A member who formally seconds a motion or amendment without speaking may speak in support at a subsequent stage of the debate.
 - (ab) Amendments shall be put to the meeting before the motion is put, and shall be committed to the meeting in the order in which they are received.
 - (ac) When an amendment is carried the motion as amended becomes the motion before the meeting.
 - (ad) Motions and amendments can be withdrawn only when a majority of those present at the meeting consent. A motion for withdrawal is open to debate, which, however must be confined to the matter of withdrawal.
 - (ae) If, after a motion has been determined, it is considered in the general interest that the matter should be re-opened for discussion before the termination of the same meeting, the meeting may, by a two to one majority vote, order its recommittal.

66. SAVING PROVISIO

In the event of anything occurring not within the scope of these Rules and By-Laws, the Management Committee shall first determine if the matter is covered in Branch, State or Association rules and by-laws, and if not provided for, shall deal with same and their decision shall be binding.

81. MAKING REPEALING AND BINDING REGULATIONS

- (a) A General Meeting or a Management Committee Meeting of the Club may, by resolution, make Regulations not inconsistent with the Club or the SLSA Rules and By-Laws, that are considered necessary or convenient be prescribed for the just and efficient administration of the Club .
- (b) A Regulation shall, until repealed or amended and after any amendment, as amended, be binding upon the Committees and all sub-committees and members.
- (c) A Regulation may be made or amended only by a Notice of Motion in accordance with By Law 64.
- (d) A Regulation that is made, repealed or amended shall be posted on the Club notice board (which may include electronic noticeboard/website) within seven days of such making, repealing or amending and shall remain so posted for at least a month.

82. REGULATIONS FOR PATROLS

- (a) Patrols shall be appointed by the Club Captain in conjunction with the Club Vice Captain . Once appointed, the patrol members shall be under the immediate direction of the Patrol Captain assisted by the Patrol Vice Captain (where applicable).
- (b) Dates of patrol rosters and hours of duty of each patrol member shall be set out on the patrol roster (and made available to each rostered patrol member). Public Posting of the patrol roster shall be deemed to be sufficient notice of the times such member shall be on duty.

Patrol members must ensure that they are at the beach and ready for duty and suitably attired at the rostered starting time for their patrol.

- (c) A member unable to attend an allotted patrol may arrange a substitute provided that the substitute has no less SLSA qualification.
- (d) No member of a patrol shall be permitted to leave the area being patrolled during the period of duty without the permission of the patrol captain.
- (e) Members of patrols shall perform any duty allotted by the Patrol captain in the actual work of life saving or any other task deemed necessary for the efficient patrolling of the beach.
- (f) Members of patrols who are candidates for any award of the SLSA will be granted leave to attend classes on notification to the Club Vice Captain.
- (g) Life Saving practice shall be carried out from time to time under instruction from the Patrol Captain or the Patrol Captain's nominee .
- (h) Patrol Captains shall:

- i) Check and have placed on the beach all gear as is required by the South Coast Branch SLSA.
 - ii) Allot duties to each patrol member immediately on the commencement of the patrol.
 - iii) Ensure that the last patrol on duty each day returns all gear in a cleaned and serviceable condition and see that such gear is securely stowed.
 - iv) Enter appropriate information into the various Association Log Books. (These may be electronic logs/registers).
 - v) Supervise the signing of the patrol log book at the commencement and termination of patrols.
 - vi) Be conversant with Local Government Ordinance relating to the powers of surf clubs, beach inspectors, etc. The utmost discretion should be used in all dealings with the general public.
- (i) Any patrol member failing to carry out a rostered patrol without providing a substitute, or who fails to fulfil a duty allocated by the patrol captain may be required within 14 days to explain in person or in writing reasons to the Management Committee which shall determine what action, if any, shall be taken.
 - (j) In the event of a patrol finishing its period of duty and not being relieved on time, the patrol captain shall retain sufficient patrol members to maintain efficiency until relieved.

83. CLUB COMPETITIONS

Club competitions shall be conducted in accordance with the rules of the current SLSA Competition Manual/s and Association Rules and By-Laws. The types of events, grades of events, scheduling of events and minimum requirements for the number of starters for events, shall be determined from time to time by the Management Committee.

84. TROPHIES AND PRIZES

In relation to Trophies and Prizes (cash or kind) and eligibility to accept or compete for such trophies and prizes shall be in accordance with the ruling of the current Competition Manual/s and Rules and By-Laws of the Surf Life Saving Association of Australia.

85. CLUB APPAREL

Apparel, other than that referred to in By-Law No. 56 and By-Law No. 57 and bearing the Club's

name, shall require the approval of the Management Committee.