



QUEENSLAND



**KAWANA WATERS SURF LIFE SAVING
CLUB INCORPORATED**

CONSTITUTION

June 2022

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ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

CONSTITUTION

of

KAWANA WATERS SURF LIFE SAVING CLUB INCORPORATED

1. NAME OF ASSOCIATION

The name of the association is Kawana Waters Surf Life Saving Club Incorporated (“**Association**”).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981* (QLD).

Association means Kawana Waters Surf Life Saving Club Incorporated.

Board means the body managing the Association and consisting of the Directors under **Rule 29**.

Branch means Sunshine Coast Branch, which includes the affiliated Surf Life Saving Clubs and their members within the boundaries of that Branch as defined by SLSQ and the Branch.

By Laws means any By-Laws made by the Board under **Rule 34**.

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.

Director means a member of the Board 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.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any championship, competition, series or event or 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 12.2**.

Member means a registered member of the Association and can only include junior ("*Nipper*") members; cadet members; active members; reserve active members; past active members; long service members; award members; associate members; honorary members; and life members of the Association all of which categories are defined in this Constitution or the By-Laws.

Membership Year means the period between 1 October and 30 September the following year.

Objects means the objects of the Association under **Rule 3**.

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.

SLSQ means the body recognised by SLSA as the body administering surf lifesaving in Queensland.

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

State means and includes a State or Territory of Australia.

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

2.2 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.

2.3 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.

2.4 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.

2.5 Sole Purpose

The Association is established solely for the Objects.

2.6 Model Rules

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

3. OBJECTS OF ASSOCIATION

3.1

The Association is a charitable organisation established solely for these Objects. The Objects of the Association are to:

- (a) participate as a member of the Branch, SLSQ and SLSA through and by which lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) conduct, encourage, promote and administer surf lifesaving and the Association as a beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community in Buddina;
- (c) at all times promote mutual trust and confidence within the Association in pursuit of these objects;
- (d) promote the economic, community and emergency service success, strength and stability of the Association;
- (e) affiliate and otherwise liaise with Branch, SLSQ and SLSA, in the pursuit of these Objects;
- (f) conduct, encourage, promote, and advance the relief of human distress in the aquatic environment through and by the application and provision of lifesaving standards, equipment, techniques and awards;
- (g) conduct, encourage, promote and advance aquatic safety, management, protection and preservation of life in Buddina;
- (h) use and protect the Intellectual Property in pursuit of these Objects;

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- (i) apply the property and capacity of the Association solely towards the fulfilment of these Objects;
- (j) promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in surf lifesaving;
- (k) have regard to the public safety, protection and the public interest in its operations;
- (l) ensure that promotion and protection of the aquatic environment in Buddina are considered in all activities conducted by the Association;
- (m) promote the health, safety and protection of the public and all users of the aquatic environment in Buddina;
- (n) establish, grant and support awards in honourable public recognition of meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of promoting the health, safety and protection of the public; and
- (o) undertake to do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

3.2 The Association as a member of Surf Life Saving Australia

The Association will:

- a) AFFILIATION - participate as a member of the Branch, SLSQ and SLSA so surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- b) AFFILIATION - 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;
- c) AFFILIATION - use and protect the intellectual property of the Association, Branch, SLSQ and SLSA;
- d) LIFESAVING - conduct, encourage, promote, advance and control surf lifesaving in Buddina, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- e) LIFESAVING - have regard to the public interest in its lifesaving operations;
1.
- f) EDUCATION - promote the involvement and influence of surf lifesaving standards, techniques, awards, and education with bodies involved in surf lifesaving;
- g) EDUCATION - give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour;
- h) MEMBERSHIP PROTECTION - adopt and implement appropriate policies including child and young person's management strategy, equal opportunity, equity, sexual harassment, drugs in sport, health, safety, junior and senior programs, and other such matters as arise from time to time as issues to be addressed in surf lifesaving; and
- i) SPORT - encourage Members to realise their surf lifesaving potential and athletic abilities by extending to them the opportunity of education, and participation in surf lifesaving competition and

to award trophies and rewards to successful competitors in order to develop their skills and abilities to undertake surf lifesaving and preserve life in the aquatic environment.

3.3 Community and Other

The Association will:

- a) promote uniformity of laws for the control and regulation of the aquatic environment in Buddina and to assist authorities in enforcing these laws;
- b) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by the Association;
- c) effect such objects as may be necessary in the interests of the public, members, surf lifesaving and the aquatic environment in Buddina;
- d) pursue through itself or other such commercial arrangements (which are not in conflict with SLSQ or any other surf lifesaving entity) including sponsorships and marketing opportunities as are appropriate to further the interests of surf lifesaving;
- e) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects; and
- f) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE 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 limited by guarantee as set out under section 124 of the *Corporations Act*.

5. APPLICATION OF INCOME

5.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.

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; or
- (e) 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.

6. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

7. MEMBERS' 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).

8. DISTRIBUTION OF DGR PROPERTY ON REVOCATION OF DGR OR WINDING UP

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to Surf Life Saving Queensland or if that association is no longer a deductible gift recipient or has ceased to exist, to another surf lifesaving body organisation to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- (c) money received by the organisation because of such gifts and contributions.

Such deductible gift recipient charity will be determined by the Members at or before the time of dissolution.

9. DISTRIBUTION OF PROPERTY ON WINDING UP

9.1 This rule will apply if the association –

- (a) is wound up under part 10 of the Act; and
- (b) has surplus assets after satisfying clause 8.

9.2 The surplus assets must not be distributed among the members of the association.

9.3 The surplus assets must be given or transferred to Surf Life Saving Queensland or if that association has ceased to exist to another surf lifesaving body –

- (a) having objects similar to the association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

9.4 In this rule – surplus assets see section 92(3) of the Act.

10. STATUS AND COMPLIANCE OF ASSOCIATION

10.1 Recognition of Association

Subject to compliance with this Constitution, the Branch Constitution, the SLSQ constitution, and the SLSA constitution the Association shall continue to be recognised as a Member of SLSQ and shall administer surf lifesaving activities in Buddina Beach in accordance with the Objects.

10.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in Queensland;
- (b) appoint a Delegate annually to represent the Association at meetings of the Branch;
- (c) nominate such other persons as may be required to be appointed to Branch committees from time to time under this Constitution or the Branch constitution or otherwise;
- (d) forward to SLSQ a copy of its constituent documents and details of its Directors;
- (e) adopt the objects of SLSQ (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 SLSQ constitution;
- (f) apply its property and capacity solely in pursuit of the Objects and 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 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 SLSQ, abide by the SLSQ Constitution.

10.3 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 Buddina Beach;

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- (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.

11. ASSOCIATION'S CONSTITUTION

11.1 Constitution of the Association

The Constitution will clearly reflect the objects of SLSQ and shall generally conform with the SLSQ constitution, subject to any requirements in the Act, and at least to the extent of:

- (a) the objects of SLSQ;
- (b) the structure and membership categories of SLSQ;
- (c) recognising SLSA as the peak body for surf lifesaving in Australia, in accordance with the SLSA Constitution;
- (d) recognising SLSQ as the peak body for surf lifesaving in Queensland;
- (e) recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings; and
- (f) such other matters as are required to give full effect to the SLSQ constitution.

11.2 Operation of the SLSQ Constitution

- (a) The Association will take all steps to ensure its Constitution is in conformity with the SLSQ constitution at least to the extent set out in **Rule 11.1** and in respect of those matters set out in **Rule 11.1** shall ensure this Constitution is amended in conformity with future amendments made to the SLSQ constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Association shall provide to SLSQ a copy of its Constitution and all amendments to this document. The Association acknowledges and agrees that SLSQ has power to veto any provision in this Constitution, which, in SLSQ's opinion, is contrary to the objects of SLSQ.

12. MEMBERS

12.1 Membership

The membership of the Association shall consist of the following classes of individual membership:

(a) Probationary Members

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. Probationary Members shall not have voting rights.

(b) Junior Activities Members ("Nipper")

A Junior Activity Member shall be a person who shall be a minimum age of five (5) years up to a maximum age of thirteen (13) years and such person shall be required to gain the relevant Surf Education Certificate for that person's age group. Junior Activities Members shall not have voting rights.

(c) Cadet Members

A Cadet Member shall be a Member of the age qualification as defined in SLSA's Manuals (ie under 15) and, who has obtained the Surf Rescue Certificate or has passed an annual proficiency test. Cadet Members shall not have voting rights.

(d) Active Membership

An Active Member shall:

- (i) be a Bronze Medallion holder;
- (ii) Fulfil patrol and Club obligations, as provided by SLSA and this Constitution;
- (iii) qualify in an annual proficiency test unless the Member has obtained their Bronze Medallion in that season;
- (iv) have the right to be present, to debate and to vote at General Meetings.

(e) Reserve Active Members

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

Reserve Active Membership shall not be automatic, but shall be granted by resolution of the Board.

- (i) Reserve Active Members shall perform a minimum of ten (10) patrol hours and further patrol duties at the discretion of the Management Committee.
- (ii) Reserve Active Members shall complete the annual proficiency test.
- (iii) Reserve Active Members shall have the right to be present, to debate and to vote at General Meetings.

Should a Member join from another Surf Life Saving Club where they are a Reserve Active Member then such a Member's Reserve Service may be recognised after the applicant has completed two (2) full seasons of rostered patrols at the Club.

(f) Long Service Members

Long Service Membership may be granted to Members who have completed ten (10) years active service at the club or to Members who have completed eight (8) years active service plus four (4) years reserve active service at the club.

Such Members may be exempted from all patrol obligations and may be granted other special privileges of Membership as provided in this constitution.

Long Service Members have the right to be present, to debate and to vote at General Meetings.

Should a Member join from another Surf Life Saving Club where they are a Long Service Member then such a Member's Long Service may be recognised after the applicant has completed two (2) full seasons of rostered patrols at the Club.

(g) Award Members

Award Membership may be granted to persons who hold an SLSA award of one, or more, of the following qualifications:- Surf Rescue Certificate, Radio award/s, Resuscitation Certificate, Advanced Resuscitation Certificate or First Aid Certificate (or equivalent).

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

Such Members shall have the right to be present at general meetings.

The Association may grant Award Members, the right to debate and to vote at general meetings if they are undertaking lifesaving patrol duties.

Award Members shall have voting rights where elected to office or a position which is provided with voting rights by this Constitution.

(h) Past Active Members

Past Active Membership may be granted to persons who have held an SLSA Bronze Medallion and been an active patrol member for a minimum of three (3) years.

(i) Associate Members

Associate Membership may be granted to persons who may or may not hold an SLSA award.

Associate Members shall not have voting rights unless elected to office or position, which is provided with voting rights by this constitution.

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

(j) Honorary Members

Honorary Membership may be granted to persons who may or may not hold on SLSA award. Honorary Members shall not have voting rights

(k) Life Membership

Life Membership of a Club may be granted to Members who have rendered distinguished, extraordinary, outstanding and conspicuous service as provided for in this constitution and is relevant to this Club only. Life Members shall have the right to be present, to debate and to vote at general meetings.

12.2 Life Members

- (a) *The Board may recommend to the Annual General Meeting that any natural person who has rendered ten (10) years distinguished, extraordinary, outstanding and conspicuous service to the club and/or the Association be appointed as a Life Member. A period of service less than ten (10) years may be considered where circumstances including health or work related constraints have prevented the natural person from attaining the period stated above.*
- (b) A maximum of two (2) life membership nominations will be considered in any calendar year and strict confidentiality must be adhered to by all parties. The Board will determine which candidates are referred to Life Membership Panels.
- (c) Nomination of a Life Member must be received in writing by the end of April, accompanied by a summary of the nominee's service, and must be proposed and seconded by two financial members of the club.
- (d) Each nomination for life membership shall be reviewed by a Life Membership Panel, who shall consider all nominations and accompanying documentation and make recommendations to the Board by the end of May.
 - i. A Life Membership Panel shall be appointed by the Board and consist of a minimum of four Life Members of the club who will vote on the suitability of the applicant.

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- ii. The Life Membership Panel shall be chaired by one life member of the Sunshine Coast Branch who shall aid in debate and guide the panel but without having voting rights on the suitability of the applicant.
 - iii. Board members and both the proposer and seconder of the nomination are not permitted to be members of the Life Membership Panel.
 - iv. A unanimous vote by the Life Membership Panel is required for the Board to consider the applicant.
- (e) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution and passed by secret ballot of at least three-quarters (3/4) of members who are present and entitled to vote on the resolution.
- (f) Upon life membership being conferred, the person's details shall be entered in the register, and from the time of entry on the register, the person shall be a Life Member.
- (g) Life members shall be formally announced by the president at the Annual General Meeting and be presented at the Annual Dinner for the following year.

13. 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 from time to time.

14. APPLICATION

14.1 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 SLSQ and/or SLSA from the applicant and lodged with the Association; or
- (b) submitted online via an authorised online membership portal and/or in accordance with the process (if any) as prescribed by the Board from time to time; and
- (c) accompanied by the appropriate fee, if any.

14.2 Public Liability Insurance

The Board must ensure that as soon as possible after the person applies to become a member of the association, and before the Board considers the application, advise the person of the amount of public liability insurance held by the association.

14.3 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 14.1** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.

- (b) Where the Association accepts an application the applicant shall, subject to notification to SLSQ, 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 and there is no right of appeal.

14.4 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.
- (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.

14.5 Deemed Membership

- (a) All individuals who are, prior to the approval of this Constitution, members of the Association shall be deemed 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 14.5(a)**, shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

15. REGISTER OF MEMBERS

15.1 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 the current status of that Member, the awards they possess and whether or not they are proficient in each of those awards;
- (b) the full name, address and date of entry of the name of each Director and Delegate.

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

15.2 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.

15.3 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.

15.4 Right of SLSQ to Register

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

16. 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 SLSQ 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, SLSQ 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 Buddina Beach; 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 Association of resignation or withdrawal.

17.2 Discontinuance by Breach

- (a) Membership of the Association may be discontinued by the Board if the member:

- i) is convicted of an indictable offence;
 - ii) is in 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 Board or any duly authorised committee; or
 - iii) conducts him or herself in a way considered to be injurious or prejudicial to the Objects, character or interests of the Association.
- (b) Membership shall not be discontinued by the Board under **clause 17.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain to remedy the breach, that Member's membership shall be discontinued under **clause 17.2(a)** by the Association giving written notice of the discontinuance.

17.3 Failure to Re-Apply

If a Member has not re-applied for Membership with the Association within one month of reapplication 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 17.3** 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 seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

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 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.

17.6 Membership may be Reinstated

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

17.7 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.

18. GRIEVANCES, JUDICIAL AND DISCIPLINE

The Association adopts the Grievances, Judicial and Discipline 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 SLSQ and SLSA.

19. ANNUAL GENERAL MEETING

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.

The date of the Annual General Meeting shall be a minimum of one (1) week prior to that of the branch.

20. 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 and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) Preliminary notice of a General Meeting should be issued 42 days prior to the date of the meeting calling for notices of motion and any other business to be conducted at that meeting.
- (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.
- (d) 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.

21. BUSINESS

- (a) The business to be transacted at the Annual General Meeting must include;
 - (i) presentation of the reports of the Board;
 - (ii) consideration of the financial statement and audit report for the last financial year;
 - (iii) the election of Directors under this Constitution,
 - (iv) the motion for affiliation with the Branch, SLSQ and SLSA;
 - (v) the motion recognising the affiliation of the Association's supporters club; and

- (vi) the appointment of the auditors for the present financial year
- (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(a)** shall be special business.
- (c) No business other than that provided on the notice shall be transacted at that meeting.

22. NOTICES OF MOTION

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 30 days (excluding receiving date and meeting date) prior to the General Meeting.

Notices of motion must include a mover and seconder.

23. SPECIAL GENERAL MEETINGS

23.1 Special General Meetings May be Held

The Board 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 50% 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. 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 no 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.

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 shall be such number of Voting Members over the age of 15 years of age that equate to twice the number of current Directors plus one (1) Member.

24.2 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 Directors 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, those Members present and entitled to vote will constitute a quorum for that meeting only.
- (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.

24.4 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 chairman; or
- (b) a simple majority of Members.

24.5 Recording of Determinations

Unless a poll is demanded under **clause 24.4**, 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.

24.6 Where Poll Demanded

If a poll is duly demanded under **clause 24.4** 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.

24.7 Use of technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting as permitted under **clause 24.7(a)** is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

25. VOTING AT GENERAL MEETINGS

25.1 Members entitled to Vote

Each Member over the age of 15 years and entitled to vote as set out in **clause 12.1** shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by that Member.

25.2 Casting Vote

Where voting at General Meetings is equal, the chairperson may exercise a casting vote.

26. PROXY AND POSTAL VOTING

- (a) Proxy voting shall not be permitted at any General Meeting.
- (b) Unless otherwise determined by the Board there shall be no postal voting. If the Board determines that a matter be decided by postal vote it shall also determine the process by which such postal vote is undertaken.

27. EXISTING DIRECTORS

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 Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

28. POWERS OF THE BOARD

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.

29. COMPOSITION OF THE BOARD

29.1 Composition of the Board

The Board shall comprise:

- (a) the President;
- (b) the Treasurer;
- (c) the Secretary; and
- (d) other Directors; who must all be Individual Members and who shall be elected under **clause 30**.

29.2 Portfolios

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

29.3 Right to Co-Opt

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

29.4 Appointment of Delegate

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

30. ELECTION OF DIRECTORS

30.1 Nominations of Candidates

- (a) Nominations for candidates to be elected to the Board shall be called for by the Association forty-two days prior to the Annual General Meeting.
- (b) When calling for nominations the Association shall also provide details of the necessary qualifications including the requirements under the Act and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.
- (c) Nominations of candidates for election as Directors (including the President) shall be:

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- (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 30 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.
- (d) If insufficient nominations are received to fill all available vacancies on the Board the candidates nominated shall, subject to a secret ballot by the Members confirming their election and if elected declaration by the chairperson, be deemed to be elected.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to a secret ballot by the Members confirming their election and if elected, declaration by the chairman be deemed to be elected.
- (f) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.

30.2 Voting procedures

Elections shall be conducted by secret ballot and otherwise by such means as is prescribed by the Board.

30.3 Term of Office of Directors, Board Members and Officers

- (a) Board Members shall be elected for a term of two years, which shall commence from their election, until the vacation of the position at the Annual General Meeting.
- (b) The President and Treasurer shall be elected in the even numbered years; the Secretary shall be elected in the odd numbered years.
- (c) Directors, Board Members and Officers must retire from office at the end of their term, but shall be eligible upon nomination, for re-election.
- (d) Officers shall be elected for a term of one year, which shall commence from their election or appointment, until the vacation of positions at each Annual General Meeting.

31. VACANCIES OF DIRECTORS

31.1 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 from meetings of the Board 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 this Constitution or the SLSQ Constitution); or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

31.2 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director 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.

31.3 Casual Vacancy

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

31.4 No right of appeal

A director has no right of appeal against their removal from office under this **clause 31**.

32. MEETINGS OF THE BOARD

32.1 Board to Meet

The Board shall meet as often as is deemed necessary and is required by the Act 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 Director may at any time convene a meeting of the Board within a reasonable time.

32.2 Decisions of Board

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

32.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by any 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 to regulate its meetings as it thinks fit, a meeting of Board 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 or this Constitution 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 32.3(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 32.3(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 Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

32.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of the Directors.

32.5 Notice of Board Meetings

Unless all Directors 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 Board must be given to each Director.

32.6 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 unless otherwise determined by the Board absent himself 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 Director to absent himself from discussion or refrain from voting, the issue should be immediately determined by vote of the Board, 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.

33. DELEGATIONS

33.1 Board may Delegate Functions

The Board 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 Board determines.

33.2 Delegation by Instrument

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

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

33.3 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.

33.4 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 under **clause 32**. 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.

33.5 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.

33.6 Revocation of Delegation

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

34. BY-LAWS

34.1 Board to Formulate By-Laws

The Board 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 Buddina Beach as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the Branch constitution, the SLSQ constitution, the SLSA constitution and any regulations or by-laws made by the Branch, SLSQ or SLSA. If any By-Laws are inconsistent with the SLSQ or SLSA constitution and regulations the By-Laws shall be null and void and will be inapplicable.

34.2 By-Laws Binding

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

34.3 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.

34.4 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 Board.

35. FUNDS, RECORDS AND ACCOUNTS

35.1 Source of Funds

The Board 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.

35.2 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 Board and shall produce these for verification at each Board or General Meeting.

35.3 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 Board.

35.4 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.

35.5 Board to Submit Accounts

The Board 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.

35.6 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.

35.7 Accounts to be sent to Members

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

35.8 Negotiable Instruments

- (a) All monies shall be banked as soon as practicable after receipt thereof.
- (b) All amounts of one hundred dollars or over shall be paid by electronic transfer or by cheque signed or authorized by any two of the Chairman President, Secretary, Treasurer or other member authorised from time to time by the Board.
- (c) Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- (d) The Board shall determine the amount of petty cash, which shall be kept on hand.
- (e) All the expenditure shall be approved or ratified at a Board meeting.

35.9 Members' Access to books, minutes and other documents

- (a) Members of the Association may apply to the Board to access the financial records, books, securities and other relevant documents of the Association. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request. If the Board permits the request, it may impose conditions upon the member's access.
- (b) Members of the Association may request to access the Minutes of Board Meetings. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request.

36. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Association at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001 (Cth)* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association at a Special 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.

37. NOTICE

37.1 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.

37.2 Notice of General Meeting

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

38. SEAL

38.1 Safe Custody of Seal

The Board shall provide for safe custody of the Seal.

38.2 Affixing Seal

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

39. ALTERATION OF CONSTITUTION

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).

40. INDEMNITY

40.1 Directors to be indemnified

Every Director, 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 in his capacity as Director, 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.

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 Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:

- (a) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the 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.

41. DISSOLUTION

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