



# Constitution

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**NORTH STEYNE SURF LIFE SAVING CLUB INCORPORATED**

**ABN 99 734 830 191**

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# Constitution

Adopted by Members on 7 August 2011

**NORTH STEYNE SURF LIFE SAVING CLUB INCORPORATED**

**ABN 99 734 830 191**

## Part 1 Preliminary

### 1 Name of company

The name of the company is North Steyne Surf Life Saving Club Incorporated (**NSSLSC**).

### 2 Objects of NSSLSC

NSSLSC is a charitable community based service organisation. NSSLSC is located within the Sydney Northern Beaches branch of Surf Life Saving New South Wales and Surf Life Saving Australia.

NSSLSC is established for the Objects to:

- a. study, teach, promulgate and practice the methods of surf lifesaving;
- b. minimise loss of life and injury by providing surf lifesaving patrols and equipment for the purpose of rescues, resuscitation and first aid;
- c. foster, promote and encourage community service and sporting competition through surf lifesaving;
- d. conduct carnivals, competitions and social functions for the benefit of NSSLSC;
- e. pursue and manage funds to promote these Objects including sponsorship, fundraising, investments and marketing opportunities;
- f. promote applicable national, state, branch and NSSLSC standards, policies, procedures and techniques for aquatic safety and lifesaving;
- g. act at all times in the interests of its members and surf lifesaving; and
- h. carry on any activity, whether directly or indirectly, which aims to enhance the interests of its members and surf lifesaving.

### 3 Definitions and Interpretation

- a. In this Constitution unless a contrary intention appears:
  - i. **Act** refers to the *Associations Incorporation Act 2009 (NSW)* and by reference includes the *Associations Incorporation Regulation 2010 (NSW)*.
  - ii. **AGM** refers to the annual general meeting of NSSLSC.

- iii. **Annual Report** means the report approved by the Board outlining the annual activities of NSSLSC.
- iv. **Auditor** means the auditor appointed to audit the books and records of NSSLSC in accordance with this Constitution.
- v. **Board** means the governing body that manages NSSLSC in accordance with the Act and this Constitution.
- vi. **Budget** means the forecast of income and expenditure for NSSLSC for that Financial Year.
- vii. **Bulletin** means publishing or posting a document in a domain accessible to all Members. This means documents required by this Constitution to be published or posted by Bulletin are deemed to be so if posted on NSSLSC's official website.
- viii. **Business Day** means a weekday not gazetted as a public holiday in the state of New South Wales.
- ix. **Business Hours** refer exclusively to the time between 9:00AM and 5:00PM on each day that is a Business Day.
- x. **Club Premises** shall mean the NSSLSC clubhouse situated adjacent to the intersection of North Steyne and Pine Street in Manly, New South Wales, and all other premises as NSSLSC may control (whether permanently or temporarily). This term also includes premises that NSSLSC hires for events.
- xi. **Constitution** means the most recent version of the constitution that has been approved by Members at a General Meeting. This means this document.
- xii. **Director** refers to any person appointed to the Board and includes any person acting in that capacity from time to time elected or appointed in accordance with this Constitution but does not include the Executive Officer or Immediate Past President.
- xiii. **Disciplinary matter** means any alleged breach of the Constitution, Regulations, or endorsed policies of NSSLSC by a member.
- xiv. **Dispute** means a grievance held by a member, but does not include any grievance whatsoever about any decision of the Board, a decision made at a General Meeting, or the provisions of the Constitution and Regulations.
- xv. **Financial Year** means the year which commences on 1 June each year and ceases on 31 May the following year.
- xvi. **Funds** means any source of income or monies coming into NSSLSC.
- xvii. **General Meeting** includes an AGM or a Special General Meeting.

- xviii. **Judiciary Panel** means the panel appointed to resolve disciplinary matters under the Constitution.
- xix. **Life Member** means a person appointed as a life member of NSSLSC in accordance with the Constitution.
- xx. **Life Membership and Honours Panel** means the panel that is convened by the Board for the purpose of determining eligibility and making recommendations to the Board on the appointment of a Life Member and other Service Awards.
- xxi. **Member** means a member of NSSLSC as determined under clause 4.
- xxii. **Model Constitution** refers to the terms set out in model constitution in Schedule 1 of the *Associations Incorporation Regulation 2010*.
- xxiii. **Objects** means the objects of NSSLSC set out in clause 2.
- xxiv. **Officer** means a person appointed from time to time under the Regulations.
- xxv. **Panels** means the Judiciary Panel, the Rules Panel and the Life Membership and Honours Panel established under the Constitution.
- xxvi. **Public Officer** means the person appointed to liaise with external bodies on governance issues.
- xxvii. **Register** means a list of Members kept and maintained in accordance with clause 10.
- xxviii. **Regulations** means the regulations made from time to time by the Board under this Constitution in accordance with clause 63.
- xxix. **Rules Panel** means the panel elected at an AGM that provides advice and recommendations to the Board and Members pertaining to the Act, the Constitution, the Regulations and policies of NSSLSC and SLS Governing Bodies.
- xxx. **Seal** means the Common Seal of NSSLSC.
- xxxi. **Secretary** means the person holding the position of secretary or Director of Administration on the Board.
- xxxii. **Service Awards** means the Distinguished Service Award and the Outstanding Service Award.
- xxxiii. **SLSA** refers to Surf Life Saving Australia Limited, the company established to manage surf life saving activities at national level in accordance with SLSA's constitution. Sometimes in this Constitution, SLSA is used to refer to Surf life Saving Australia, the body that manages surf life saving at a national level.

- xxxiv. **SLNSW** refers to Surf Life Saving New South Wales, the company established to manage surf life saving activities at state level in accordance with SLNSW's constitution.
  - xxxv. **SLSSNB** refers to Surf Life Saving Sydney Northern Beaches Inc, the company established to manage surf life saving activities at branch level in accordance with SLSSNB's constitution.
  - xxxvi. **SLS Governing Bodies** means SLSA, SLNSW and SLSSNB separately and together.
  - xxxvii. **Special General Meeting** means a meeting notified and open to all Members other than an AGM.
  - xxxviii. **Special Purpose Funds or SPF** means accounts that are set aside from operational accounts for a special purpose.
  - xxxix. **Special Resolution** means a resolution:
    - a. including a notice which sets out an intention to propose a resolution;
    - b. states that resolution; and
    - c. has been passed by at least seventy five percent (75%) of the votes cast by members entitled to vote on the resolution at a General Meeting.
  - xl. **SPF Committee** means a committee appointed by the Board to administer a SPF.
  - xli. **Sports Manual** means the SLSA Sports Manual in force at the time.
  - xlii. **Sub-Committee** means a committee established and endorsed by the Board under the Regulations.
- b. In this Constitution:
- i. a reference to a function includes a reference to a power, authority and duty;
  - ii. 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 or the performance of the duty;
  - iii. references to persons or individuals include corporations and bodies politic;
  - iv. references to a person include the legal personal representatives, successors and permitted assigns of that person;

- v. a reference to a statute, ordinance, code or other law includes such 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
- vi. 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 facsimile, electronic mail and SMS texting.

**c. Headings**

Headings and titles are provided for ease of reference only, and do not strictly form part of the Constitution in that they are not intended to form part of any interpretation of this Constitution, nor are enforceable as stand-alone statements.

**d. 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.

**e. Provisions for unspecified matters**

- i. If the Constitution fails to address a matter referred to in Schedule 1 of the Act, the provisions of the Model Constitution with respect to the matter are taken to form part of the Constitution.
- ii. For avoidance of doubt, paragraph (i) immediately above does not limit the ways in which the Constitution may otherwise address a matter referred to in Schedule 1 of the Act.

**f. Effect**

This Constitution will come into effect at the point in the General Meeting at which it has been adopted. Any subsequent changes to these documents shall similarly take effect at the meeting at which they are adopted.



## **Part 2    Membership**

### **4    Membership generally**

- a. Subject to this Constitution, Members shall consist of:
  - i. persons who were members immediately prior to the adoption of this Constitution;
  - ii. persons who have subsequently nominated and been approved for membership in accordance with clause 6; and
  - iii. any other person the Board subsequently confers membership upon.
- b. Membership is open to all people who accept the Constitution.
- c. A Member must not by word or action bring NSSLSC into disrepute.

### **5    Membership categories**

- a. All Members shall be assigned to a membership category for the purposes of determining service requirements, voting entitlements, fees and subscriptions, and other such purposes as the Board may determine from time to time.
- b. Membership of NSSLSC consists of the same categories, criteria and voting rights as those set down by SLSA regulations.

### **6    Nomination for membership**

- a. A person wishing to become a Member must:
  - i. apply in writing on the membership application form prescribed by NSSLSC at the relevant time;
  - ii. lodge that application form with the Secretary; and
  - iii. pay the appropriate fee (if any) for membership preferably at the time of application.
- b. The Board has the sole discretion of deciding whether to approve or reject any application for membership.
- c. Where the Board accepts an application, the applicant becomes a Member upon acceptance and that Member shall be added to the Register.
- d. Where the Board rejects an application, the Secretary shall refund all fees forwarded as part of the application and notify the person in writing that the application was unsuccessful.
- e. In the event the Board rejects an application it is not required to provide reasons.

- f. Members (other than Life Members and honorary members) must renew their membership annually in accordance with the procedures set down by NSSLSC including completion of an application form for that year.

## **7 Cessation of membership**

A person ceases to be a member of NSSLSC if the person:

- a. dies, or
- b. resigns membership, or
- c. is expelled from NSSLSC, or
- d. fails to pay membership fees within twenty one (21) days of lodgement of application.

## **8 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member:

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates on cessation of the person's membership.

## **9 Resignation of membership**

- a. A Member may resign by giving one (1) month's written notice (or such other period as the Board may determine) to the Secretary of the Member's intention to resign and, on the expiration of the period of notice, the person ceases to be a Member.
- b. The Secretary must record in the Register the date a person ceased to be a Member.

## **10 Register of members**

- a. The Secretary must establish and maintain a Register of Members.
- b. The Register must specify:
  - i. the full name and postal or residential address of each person who is a Member together with the date on which the person became a Member; and
  - ii. the full name and postal or residential address of each person who is appointed to the Board together with the date on which the person was appointed or ceased being a member of the Board.
- c. Members shall provide notice to the Secretary of any change to their name or postal or residential address within one (1) month of such change.
- d. The Secretary shall, if required, provide notice to any of the SLS Governing Bodies of any change to:

- i. the name or address of Members; or
  - ii. composition of the Board,

within one (1) month of such change.
- e. The Register shall be kept at Club Premises.
- f. Subject to the Act, confidentiality considerations, and privacy laws:
  - i. an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members upon reasonable request;
  - ii. the Register may be used to further the Objects, in such manner as the Board considers appropriate;
  - iii. the Board may provide information contained in the Register to SLS Governing Bodies as and when required; and
  - iv. information contained in the Register may be provided to government and other agencies as required by law.

#### **11 Fees and subscriptions**

- a. Members shall pay such fees and subscriptions, and at such times, as determined by the Board.
- b. Fees and subscriptions approved by the Board shall be published in the Bulletin.
- c. Failure to pay fees and subscriptions within fourteen (14) days from the date of issue may lead to cancellation of membership at the sole discretion of the Board provided that:
  - i. membership shall not be cancelled without first giving the Member the opportunity to explain and/or remedy the payment of outstanding monies to the Secretary; and
  - ii. where a Member fails to satisfactorily explain non-payment to the Secretary the Member must be given written notice of the failure to pay and has the right to appeal to the Board within fourteen (14) days of the notice.

#### **12 Refund of Fees and Subscriptions**

- a. Upon ceasing to be a Member fees paid by a Member for membership and associated services may be refunded on a pro-rata basis provided that more than one (1) years' fees have been paid by the member.
- b. Fees paid for memberships and associated services with less than twelve (12) months remaining until the end of that Financial Year shall be forfeited to NSSLSC.

- c. Fees not subject to Clause (b) paid for membership and associated services shall be forfeited to NSSLSC. In exceptional circumstances, a former Member experiencing financial hardship (**Requesting Member**) may receive a refund as determined by the Board. The Requesting Member must make a request and show evidence of such hardship within one month of cessation of membership. The Board shall determine the amount of any refund (full, partial, or none) to the Requesting Member and such decision is not subject to appeal under Section 17.

### **13 Member's liabilities**

The liability of a Member to contribute towards the payment of the debts and liabilities of NSSLSC or the costs, charges and expenses of the winding up of NSSLSC is limited to the amount, if any, unpaid by the Member in respect of membership of NSSLSC.

### **14 Complaints**

- a. If a member of the public has a complaint against a Member or NSSLSC, the complaint should be referred to the President.
- b. If the complaint is against NSSLSC the President should attempt to resolve the complaint.
- c. If the complaint against the member, or if the complaint cannot be resolved per clause (b), the complaint shall be managed per SLSA's Complaints Resolution Policy.

### **15 Resolution of disputes**

Resolution of internal disputes shall be managed in accordance with SLSA's Policies on Member Protection and Complaints Resolution.

### **16 Discipline**

- a. Complaints concerning disciplinary matters and Member breaches shall be submitted and handled in accordance with the SLSA Complaints Resolution Policy.
- b. The Judiciary Panel shall operate under the following provisions:
  - i. At the AGM:
    - 1. four (4) persons shall be elected to form the Judiciary Panel; and
    - 2. one (1) of the four elected Judiciary Panel members shall be elected as chairperson of the Judiciary Panel.
  - ii. Any meeting of the Judiciary Panel shall have a quorum of three (3) Judiciary Panel members.
  - iii. If the chairperson is absent from a meeting of the Judiciary Panel, they shall appoint another Judiciary Panel member to chair the meeting.

- iv. The chairperson of the Judiciary Panel shall convene a meeting of the Judiciary Panel within twenty eight (28) days of referral from the Board.
  - v. At least seven (7) days written notice of any Judiciary Panel meeting and the nature of the charge shall be given to the member alleged to have been, or be, in breach.
  - vi. Members appearing before the Judiciary Panel shall have the right to legal representation (at their own expense), to call evidence, and to make submissions (written or verbal) to the Judiciary Panel.
  - vii. If any member that is referred fails to attend the meeting of the Judiciary Panel, and cannot provide satisfactory reasons for absence and re-scheduling, the Judiciary Panel may determine the matter in the member's absence.
  - viii. The Judiciary Panel may impose sanctions on a member after meeting. These may include, but are not limited to, one or more of the following:
    - 1. removal from office or the Board;
    - 2. expulsion or suspension of membership;
    - 3. reprimand;
    - 4. payment of restitution for property damaged, destroyed, or stolen;
    - 5. voluntary work relating to NSSLSC activities; and
    - 6. removal from competition.
  - ix. The Judiciary Panel may also impose deferred sanctions conditional on a period of good behaviour, with the period to be determined by the Judiciary Panel.
  - x. No Director may be elected to the Judiciary Panel. If a member of the Judiciary Panel becomes a Director, they shall resign their position on the Judiciary Panel and that open position may be treated as a Casual Vacancy.
- c. Any question of procedure not addressed by this Section may be determined internally by the Judiciary Panel from time to time.

## **17 Right of Appeal**

- a. Appeals may not be lodged in cases where the Constitution expressly states that a decision, determination, resolution, or vote shall be final.
- b. Appeals against decisions of the Judiciary Panel must be lodged and handled in accordance with the SLSA Complaints Resolution Policy.

## Part 3 The Board

### 18 Powers of NSSLSC

NSSLSC has the legal capacity and powers, solely for furthering the Objects, of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

### 19 Powers of the Board

- a. Subject to the Act and the Constitution and to any resolution passed by NSSLSC at a General Meeting, the Board:
  - i. is to control and manage the affairs of NSSLSC; and
  - ii. may exercise all such functions as may be exercised by NSSLSC, other than those functions that are required by the Constitution to be exercised by a General Meeting of Members; and
  - iii. has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of NSSLSC; and
  - iv. shall act in accordance with the Objects and shall operate for the benefit of Members.
- b. In the case of any matter not within the scope of this Constitution or the Regulations, the Board shall first determine if the matter is covered in any policy or constituted rule of any of the SLS Governing Bodies. If it is not, the Board shall address the matter and the Board's decision shall be final.

### 20 Composition and membership of Board

- a. The Board shall comprise the following positions:
  - i. President (or Chairperson of Board)
  - ii. Deputy President (or Deputy Chairperson of Board)
  - iii. Immediate Past President
  - iv. Secretary (or Administration Director)
  - v. Treasurer (or Finance Director)
  - vi. Club Captain (or Lifesaving Director)
  - vii. Chief Instructor (or Education Director)
  - viii. Competition Director (or Surf Sports Director)
  - ix. Junior Activities Director (or Nippers Director)
  - x. Marketing Director
  - xi. General Activities Director (or Commercial Operations Director)
  - xii. Director of Youth Development (or Cadet Director)
  - xiii. Executive Officer

- b. Board members holding the above positions may use the alternate description in brackets if they feel the circumstances are more appropriate.
- c. For every Director there shall be an Assistant Director except for the President and Deputy President.
- d. All positions on the Board must be filled by Members.
- e. No member of the Board may hold more than one (1) Board position and are not to hold any other officer position at NSSLSC unless the Board permits.
- f. No member of the Board may be employed in any capacity at, or for, any other surf lifesaving club unless the Board permits.
- g. Each member of the Board is, subject to this constitution, to hold office until the conclusion of the AGM following the date of the member's election, but is eligible for re-election.

## **21 Election of Board members**

- a. All positions on the Board must be elected at the AGM or in the case of insufficient nominations at the AGM may be appointed by the Board after the AGM.
- b. Nominations of candidates for election to positions on the Board:
  - i. must be made in writing, signed by two (2) Members and accompanied by the written consent of the candidate; and
  - ii. must be delivered to the Secretary at least seven (7) days before the date for holding the AGM at which the election is to take place.
- c. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the AGM.
- d. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- e. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- f. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- g. The ballot for the election of positions on the Board is to be conducted at the AGM in the usual manner as the incumbent Board may direct unless otherwise stated in the Constitution.
- h. If more than two (2) Members have been nominated for a single position, an election shall be conducted via simple preferential voting.

- i. The Chairperson at the AGM may appoint Life Members to count votes conducted via secret ballot.
- j. The Chairperson may, at their own discretion, appoint a Patron or Trustee of NSSLSC, or any other reputable guest of NSSLSC at the meeting as scrutineer of the ballot.
- k. Where a Casual Vacancy occurs in the office of a Director, a reference in this Constitution to that Director shall be deemed as a reference to the corresponding Assistant Director, until that Casual Vacancy is filled.

## **22 Secretary**

- a. The Secretary must, as soon as practicable after being appointed, provide their address to NSSLSC.
- b. The Secretary is under a duty to keep minutes of:
  - i. all appointments to the Board and other office bearers, and
  - ii. Board members present at Board meetings or at General Meetings, and
  - iii. all proceedings at Board meetings and General Meetings.
- c. The Secretary must ensure that the minutes of proceedings at NSSLSC meetings is signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **23 Treasurer**

The Treasurer is under a duty to ensure that:

- a. all money due to NSSLSC is collected and received and that all payments authorised by NSSLSC are made; and
- b. correct books and accounts are kept showing the financial affairs of NSSLSC, including full details of all receipts and expenditure connected with the activities of NSSLSC.

## **24 Casual vacancies**

- a. In the event of a casual vacancy on the Board, the Board may appoint a Member to fill the vacancy and the appointed Member will hold office, subject to this Constitution, until the conclusion of the next AGM following the date of the appointment.
- b. A casual vacancy on the Board occurs if the member:
  - i. dies; or
  - ii. ceases to be a Member; or



- iii. is absent from Board meetings without the consent of the Board for a period of three (3) months; or
- iv. resigns from office by notice in writing to the Secretary; or
- v. is removed from office; or
- vi. becomes a mentally incapacitated person; or
- vii. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or
- viii. becomes insolvent.

A reference to a member of the Board includes a Director and their Assistant Director.

- c. In the event of a casual vacancy the Board may call for expressions of interest.
- d. The Board shall notify Members by Bulletin of a casual vacancy within seven (7) days of any vacancy.

## **25 Removal of Board members**

- a. NSSLSC in a General Meeting may by Special Resolution remove any member of the Board before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member removed.
- b. If a member of the Board to whom a proposed resolution referred to in clause 25(a) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to Members, the Secretary or the President may send a copy of the representations to each Member or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **26 Board meetings and quorum**

- a. The President shall chair Board meetings.
- b. In the event of the President's absence the chair shall be the next Director in line in clause 20 and so on excluding the Secretary and any Assistant Directors.
- c. The Board must meet at least six (6) times each Financial Year at such place and time as the Board may determine.
- d. Additional meetings of the Board may be convened by any member of the Board.

- e. In the absence of a Director at a Board meeting, the corresponding Assistant Director shall have full powers and responsibilities of that Director and is expected to attend Board meetings whilst that Director is absent.
- f. Any six (6) Directors of the Board shall constitute a quorum.
- g. No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place, same time and same day in the following week.
- h. In the event of a casual vacancy of a Director, the remaining Directors may act as the Board. However, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.
- i. If, twenty eight (28) days after the loss of a quorum, the Board has not filled sufficient vacancies to reach a quorum, the Trustees shall dissolve the Board and call a Special General Meeting to appoint a new Board.
- j. Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least forty eight (48) hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- k. Notice of a Board meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- l. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

## **27 Delegation by Board**

- a. The Board may delegate the exercise of some of its functions to one or more Sub-Committees.
- b. The Board may not delegate:
  - i. a function which is a duty imposed on the Board by the Act or by any law; or
  - ii. the power to a Sub-Committee to further delegate.
- c. Any delegation made by the Board must be exercised by the Sub-Committee in accordance with the terms, conditions and restrictions of the delegation and may be revoked by the Board at any time.
- d. The Board may amend or repeal any decision made by a delegate.

- e. Despite any delegation made, the Board may continue to exercise the function delegated.
- f. A Sub-Committee of the Board is bound to act in accordance with this Constitution.

## **28 Conflict of Interest**

- a. A Director shall declare their interest in any matter, including a contract, selection, disciplinary or financial matter, where a conflict of interest may arise.
- b. In the event of a potential conflict of interest the Director shall absent themselves from discussions and voting on such matters unless the Board consents to the said Director's involvement.

## **29 Voting and decisions**

- a. Issues arising at a meeting of the Board or any Sub-Committee of the Board are to be determined by a majority vote of Directors in the case of the Board, or majority vote in the case of a Sub-Committee.
- b. The person presiding over the Board or a Sub-Committee may exercise a second or casting vote if needed.

## **30 Life Membership and Honours**

- a. Life Members are exempt from payment of membership and annual subscription fees.
- b. To be nominated for acceptance as a Life Member each of the following criteria must be satisfied:
  - i. a Member must be nominated by at least five (5) Members each with a minimum of ten (10) years service, with that nomination being endorsed by two (2) existing Life Members; and
  - ii. the nomination must be in writing, must be accompanied by supporting documentation and must be submitted to the President; and
  - iii. the nomination must be referred by the President to the Life Membership and Honours Panel; and
  - iv. the Life Membership and Honours Panel must by a seventy five per cent (75%) majority recommend to a General Meeting that the Member be appointed as a Life Member.
- c. To be accepted as a Life Member the following criteria must be satisfied:
  - i. a recommendation by the Life Membership and Honours Panel that a Member be appointed as a Life Member must be sent to the President; and

- ii. the Members must, by a Special Resolution of seventy five per cent (75%) of those present and entitled to vote at a General Meeting, resolve to appoint the Member as a Life Member.
- d. The decision of the Life Membership and Honours Panel on any matter within their authority is final and is not subject to appeal. This means if the Life Membership and Honours Panel do not obtain a seventy five per cent (75%) majority there is no Special Resolution made to a General Meeting to award Life Membership and no appeal from the panel's decision.
- e. The following guidelines should be followed in determining whether to recommend and appoint a Member as a Life Member:
  - i. a minimum fifteen (15) years continuous, extraordinary, and outstanding service is generally required to be considered for Life Membership;
  - ii. the Member should have contributed to the progress of NSSLSC in five (5) core areas of lifesaving, education, competition, administration, and junior activities;
  - iii. extraordinary and outstanding service in at least four (4) of the core areas over a minimum fifteen (15) year period is an appropriate benchmark for Life Membership;
  - iv. if a Member did not make this contribution in at least four (4) core areas, then the Member would need to have contributed for a longer period than fifteen (15) years; and
  - v. in some cases, a Member's contribution is so extraordinary and outstanding that a lesser period would be appropriate.

**f. Service Awards**

- i. An **Outstanding Service Award** may be awarded to Members, past members or persons from outside NSSLSC who have contributed to the advancement of NSSLSC. Criteria for the award must be outstanding service over a period of not less than five (5) years together with a suitable record attached to the nomination.
- ii. A **Distinguished Service Award** may be awarded to Members who have rendered distinguished service to NSSLSC, including service on patrols. Criteria for the award shall be distinguished service over a period of not less than ten (10) years together with a suitable record attached to the nomination.
- iii. Service Awards may be awarded to the same person on more than one (1) occasion.

- iv. Service Awards (if any) will be given on one occasion only each Financial Year.
- v. Nominations for Service Awards must:
  - 1. be moved and seconded by Members in writing;
  - 2. be submitted in writing to the President with supporting documentation; and
  - 3. occur before a date and time to be prescribed by the President ; and
  - 4. this date to be published by Bulletin at least fourteen (14) days in advance.
- vi. The President must refer all Service Award nominations received to the Life Membership and Honours Panel for consideration and determination.
- vii. The Life Membership and Honours Panel must consider each nomination received and may only recommend a Service Award if seventy five percent (75%) of the panel vote in favour of the nomination.
- viii. The decision of the Life Membership and Honours Panel to make a Service Award shall be final and reported to the Board and the next General Meeting.

## **Part 4      General meetings**

### **31 Annual general meetings – holding of**

- a. The AGM must be held within three (3) months after the close of the Financial Year.
- b. The AGM shall be convened on such date and at such place and time as the Board thinks fit.
- c. The first AGM after registration under the Act must be held within eighteen (18) months of registration.

### **32 Annual general meetings – calling of and business at**

- a. The AGM shall include, but not be limited to, the following business:
  - i. apologies;
  - ii. confirmation of the minutes of the last AGM and of any Special General Meeting held since that AGM;
  - iii. business arising from those minutes;
  - iv. receipt of the Board's report on the activities of the previous season including a full and accurate financial statement for the last Financial Year covering:

1. income and expenditure;
  2. assets and liabilities;
  3. cash flow; and
  4. performance against approved budget.
- v. election of Patrons, Directors, Assistant Directors, Auditors, Life Members, Service Awards, Panel's, Trustees; and
- b. All business that is transacted at an AGM except those matters set out in clause 32(a) shall be special business.
- c. No business other than that stated on the notice shall be conducted at a General Meeting.

### **33 Special general meetings – calling of**

- a. All General Meetings other than an AGM are considered Special General Meetings.
- b. A Special General Meeting may be convened whenever the Board thinks fit.
- c. The Board must convene a Special General Meeting if at least ten (10) per cent of Members entitled to vote make a request in writing to convene a meeting.
- d. A request by Members to convene a Special General Meeting must:
  - i. state the purpose of the meeting;
  - ii. be signed by the Members making the request; and
  - iii. be lodged with the Secretary.
- e. If the Board fails to convene a Special General Meeting within one (1) month after the date of lodgement of the members request any one or more of the members who made the request may convene a Special General Meeting to be held not later than three (3) months after that date.
- f. A Special General Meeting convened by Members must be conducted, as nearly as practicable, in the same manner as a Special General Meeting convened by the Board.

### **34 Notice**

- a. The Secretary must give all Members entitled to vote at least fourteen (14) days notice of all General Meetings except if the meeting requires a Special Resolution.
- b. The notice must specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- c. If the business proposed to be dealt with at a General Meeting requires a Special Resolution, the Secretary must give at least twenty one (21) days notice of the meeting and Special Resolution.

- d. The Auditor shall also be entitled to receive notice of every General Meeting.
- e. Notice shall include at a minimum:
  - i. the location, date, and time of the meeting;
  - ii. the agenda for the meeting;
  - iii. any notice of motion received by Members;
  - iv. for any Special Resolutions:
    - 1. the terms of the resolution; and
    - 2. a statement to the effect that the resolution is intended to be passed as a Special Resolution.

### **35 Quorum for general meetings**

- a. The quorum for a General Meeting shall be thirty (30) Members present and entitled to vote.
- b. No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- c. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
  - i. if convened at the request of members, is to be dissolved, and
  - ii. in any other case, is to stand adjourned to the same day, same time and same place in the following week unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned.
- d. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three (3)) are to constitute a quorum.

### **36 Presiding members**

- a. The President, or in the President's absence, the Deputy President, will preside as chairperson at each AGM and Special General Meeting except:
  - i. during a vote or resolution in which the President or Deputy President is a nominee, mover, or seconder; or
  - ii. where a conflict of interest arises.

- b. If the President and the Deputy President are absent or unwilling to act, the members present must elect a Member to preside as chairperson at the AGM or Special General Meeting.

### **37 Adjournment**

- a. The chairperson of an AGM or Special General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b. If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c. If within one (1) hour of the time appointed for a General Meeting a quorum is not present, the meeting shall be postponed to a time and date to be determined by the Board. 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.
- d. 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.
- e. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **38 Making of decisions**

- a. A question arising at a General Meeting is to be determined by a show of hands unless a ballot is demanded by the chairperson or by a minimum of ten (10) members entitled to vote.
- b. A Member has one (1) vote only on any question arising at a General Meeting.
- c. A Member is not entitled to vote at any General Meeting unless all money due and payable by the Member has been paid to NSSLSC.
- d. A decision made by vote at a General Meeting shall be final and not subject to appeal.

### **39 Special resolutions**

- a. A Special Resolution is passed only if it is supported by seventy five percent (75%) or more of the votes cast at a General Meeting.

### **40 Voting**



- a. The outcome of a vote shall be determined by simple majority.
- b. In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

#### **41 Proxy votes not permitted**

- a. Proxy votes are not permitted at any General Meeting.

#### **42 Postal ballots**

- a. A postal ballot can be held to determine any matter (other than an appeal under clause 17).

## **Part 5 Miscellaneous**

#### **43 Public Officer**

- a. The Board shall appoint a person to the position of Public Officer who is:
  - i. eighteen (18) years of age or older;
  - ii. a resident of New South Wales; and
  - iii. a Member of NSSLSC.
- b. The Board may at any time remove the Public Officer and appoint a new one.
- c. The Public Officer shall be deemed to have vacated the position in the following circumstances:
  - i. cessation of membership for any reason;
  - ii. bankruptcy or financial insolvency;
  - iii. diagnosed mental illness; or
  - iv. transfer of residency outside of New South Wales.
- d. When a vacancy occurs in the position of Public Officer, the Board shall appoint a new Public Officer and notify the appropriate government department in a manner consistent with the requirements of the Act.
- e. The Public Officer is required to notify the appropriate government department by the prescribed form, and in the prescribed time frames, concerning:
  - i. notice of vacancy and appointment of Public Officer;
  - ii. a change in residential address of the Public Officer;
  - iii. a change in the Constitution;

- iv. NSSLSC's financial affairs; or
  - v. other requirements of the Act.
- f. Service of documents on NSSLSC is effected by serving them on the Public Officer or by serving them personally on any two (2) Directors.

#### **44 Insurance**

NSSLSC shall effect and maintain insurance as required under the Act, together with any other insurance which may be required or regarded as necessary by the SLS Governing Bodies.

#### **45 Document execution**

- a. NSSLSC may use a Seal upon which its corporate name shall appear in legible characters.
- b. To execute a document on behalf of NSSLSC, it must be:
  - i. signed by two (2) Directors, one of whom must be the President or the Secretary and the other can be any Director; or
  - ii. affixed with the Seal, which was witnessed by at least two (2) Directors, one of whom must be either the President or the Secretary.
- c. Documents requiring compliance with clause 45(b) include, but are not limited to, all correspondence on NSSLSC letterhead as well as any written contract or agreement involving financial transactions of over \$200.
- d. The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in NSSLSC's minute book.
- e. The Secretary shall maintain a list that records each use of the Seal. At a minimum this shall include:
  - i. the name of the document to which the Seal is being affixed;
  - ii. the date on which the Seal is affixed; and
  - iii. the Directors present during the affixing of the Seal.

#### **46 Funds – source**

- a. The income and property of NSSLSC shall be:
  - i. derived from such sources as the Board determines from time to time; and
  - ii. applied solely towards the promotion of the Objects.
- b. The Funds of NSSLSC are to be derived from entrance fees and annual subscriptions of Members, sponsorships, donations, general activities, grants and subject to any

resolution passed by NSSLSC in a General Meeting, such other sources as the Board determines.

- c. Except as prescribed in this Constitution or the Act:
  - i. no portion of the income or property of NSSLSC 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 NSSLSC to any Member who holds any office of NSSLSC.

#### **47 Funds – management**

- a. The Funds are to be used to further the Objects in such ways as the Board determines and are not to be used for any other purpose.
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Members of the Board or employees of NSSLSC provided they are authorised to do so by the Board.
- c. All money received by NSSLSC must be deposited as soon as practicable and without deduction to the credit of the bank or other authorised deposit-taking institution account of NSSLSC.
- d. NSSLSC must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **48 Funds – payment**

- a. The Funds of NSSLSC are:
  - i. to be used solely for the benefit of NSSLSC and to further the Objects; and
  - ii. not to be used for private or personal use.
- b. Credit cards established by NSSLSC are to be used solely for the purposes of NSSLSC.
- c. Payment in good faith to any Member can be made for:
  - i. any services actually rendered to NSSLSC as an employee;
  - ii. goods supplied to NSSLSC in the ordinary and usual course of operation;
  - iii. interest on money borrowed from any Member, at a rate not higher than that offered for similar terms from NSSLSC's primary deposit-taking institution;
  - iv. rent for premises demised or let by any Member to NSSLSC; or
  - v. any out-of-pocket expenses incurred by a Member on behalf of NSSLSC.

- d. Nothing in Clauses 48(c)(ii) or (iv) preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.
- e. Any payment issued under Clause 48(c) shall be approved by the Board.

#### **49 Change of name, objects and constitution**

- a. An application to the Director-General for registration of a change in NSSLSC's name, Objects or Constitution is to be made in accordance with the Act by the Public Officer or a Board member.
- b. This Constitution shall not be altered except by Special Resolution.

#### **50 Rules Panel**

- a. At the AGM:
  - i. four (4) Members shall be appointed to the Rules Panel; and
  - ii. one (1) member shall be appointed chairperson from amongst those four (4) members.
- b. Members of the Rules Panel must have been Members for at least five (5) years out of the previous eight (8) years, in a membership category entitled to vote. These Members are not precluded from being Directors, Assistant Directors or other Officers.
- c. The Rules Panel shall determine its own procedures for meeting and operation.
- d. The Rules Panel shall make recommendations on possible rule changes to the Constitution and Regulations from time to time.
- e. The Rules Panel should be consulted by the Board and Members on interpretation of the Constitution, the Regulations, and the policies and procedures governing NSSLSC.

#### **51 Books and Records**

- a. NSSLSC shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings, and dealings (including those of NSSLSC and the Board). It shall produce these as appropriate at each Board or General Meeting.
- b. Proper accounting and other records shall be kept in accordance with the Act and this Constitution. The books of account shall be kept in the care and control of the Treasurer. All other written records shall be the responsibility of the Secretary unless otherwise stated in this Constitution.

- c. Subject to other parts of this Constitution, the records, books, and other documents of NSSLSC shall be open for inspection by a member of NSSLSC upon request at any reasonable hour (free of charge).
- d. The Annual Report shall be prepared for presentation and adoption at each AGM. The Secretary is accountable for the preparation and presentation of the Annual Report to the Members. Copies of the proposed Annual Report shall be available at each AGM.

## **52 Accounts**

- a. NSSLSC shall establish and keep such accounts and financial records as are necessary to further the Objects and the purposes of the SLS Governing Bodies in keeping with proper accounting and auditing standards.
- b. The structure and number of accounts established by NSSLSC must be consistent with the rules and guidelines set down by the SLS Governing Bodies.
- c. All financial matters of NSSLSC, including the establishment of accounts, the payment of invoices, the keeping of proper books and records, the reporting of financial matters and auditing are under the control and direction of the Treasurer.

## **53 Custody of books**

- a. Except as otherwise provided by this Constitution, all books, records and other governance documents of NSSLSC must be kept in the custody, possession or control of the Public Officer.

## **54 Inspection of books**

- a. The following documents must be open to inspection, free of charge, by any Member at any reasonable hour:
  - i. records, books and other financial documents of NSSLSC;
  - ii. this Constitution; and
  - iii. minutes of all AGM, Special General Meetings and Board meetings of NSSLSC.

## **55 Board to submit accounts**

- a. The Board shall submit NSSLSC's statements of account to the Members at each AGM in accordance with this Constitution and the Act.
- b. **The statements** of account, when approved or adopted by an AGM, shall be conclusive except when errors have been discovered within three (3) months after such approval or adoption.

- c. The Secretary shall cause to be sent to all Members entitled to receive notice of AGM in accordance with this Constitution, a copy of the statements of account, the Board's report, the Auditor's report and every other document required under the Act (if any).

## **56 Negotiable Instruments**

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

## **57 Audit**

- a. A properly qualified Auditor shall be appointed by NSSLSC in a General Meeting. The Auditor is not required to be a Member.
- b. The Auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth)* and generally accepted accounting and auditing principles and any applicable codes of conduct or policies. The Auditor may be removed by NSSLSC in a General Meeting.
- c. The accounts of NSSLSC shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by the Auditor at the conclusion of each Financial Year.

## **58 Winding Up**

- a. Subject to this Constitution, NSSLSC may be wound up in accordance with the Act.
- b. If upon winding up or dissolution of NSSLSC there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members.
- c. Instead, the remaining assets or property of NSSLSC shall be given or transferred to SLSSNB.
- d. NSSLSC and the SLS Governing Bodies must prohibit the distribution of NSSLSC income and property amongst its Members to at least the extent imposed on NSSLSC by this Constitution.
- e. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

## **59 Service of notices**

- a. For the purpose of the Constitution, a notice may be served on or given to a person:
  - i. by handing it to the person; or

- ii. by sending it by pre-paid post to the address of the person; or
  - iii. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- b. For the purpose of this Constitution, unless the contrary is proved, a notice is taken to have been given or served:
- i. in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - ii. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - iii. the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **60 Affiliation**

- a. NSSLSC is affiliated with the SLS Governing Bodies and may affiliate with other like bodies as it may decide at an AGM.

## **61 Compliance of NSSLSC**

- a. NSSLSC:
  - i. is recognised by the SLS Governing Bodies as the entity responsible for the delivery of surf lifesaving activities in the local area in accordance with the Objects and is subject to compliance with this Constitution;
  - ii. recognises the role of the SLS Governing Bodies in the administration and delivery of lifesaving services; and
  - iii. acknowledges the requirement for the SLS Governing Bodies to comply with their respective constitutions.
- b. This Constitution is intended:
  - i. to reflect the objectives of the SLS Governing Bodies and ensure that NSSLSC conforms with the constitutions of those bodies; and
  - ii. comply with the Act.
- c. If this Constitution is interpreted as insufficient to meet a legislated requirement, that legislated requirement shall be considered the minimum standard of this Constitution until an alteration to the Constitution is made.

## **62 Politics and Religion**

- a. NSSLSC shall be strictly non-political and non-sectarian.
- b. Any issue intended or likely to support or attack any cause in any matter of religion or politics shall not directly or indirectly be allowed to be introduced at any meeting of NSSLSC.
- c. Any member who publicly participates in any political or religious gathering shall not make any statement implying the views expressed are the views of NSSLSC.

### **63 Regulations**

- a. The Board may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management, administration and Objects of NSSLSC.
- b. Such Regulations must be consistent with this Constitution and the constitutions and regulations of the SLS Governing Bodies.

### **64 Change to Regulations**

- a. Notice of any proposed changes to the Regulations must:
  - i. be added to the agenda of the Board meeting at which the motion is to be determined;
  - ii. be circulated to Directors at least seven (7) days prior to the Board meeting; and
  - iii. include the exact terms of the proposed change to the Regulations.
- b. To alter the Regulations in any way the motion must be:
  - i. passed by resolution in which more than fifty percent (50%) of Directors vote in favour;
  - ii. noted in the minutes of the Board meeting; and
  - iii. published by Bulletin.
- c. Regulations numbered 1, 2, 4(i), 4(j), 6(a), 7, 10, and 12-21 shall not be altered except by Special Resolution. For avoidance of doubt, the Board may not under any circumstances alter these Regulations without a Special Resolution of a General Meeting.
- d. All Regulations are binding on NSSLSC, on the Board, and on all Members.

### **65 Notification of Change to Regulations**

- a. Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of Bulletins approved by the Board and prepared and issued by Secretary.



- b. NSSLSC shall take reasonable steps to inform Members of the posting of Bulletins to Members.
- c. The matters in Bulletins applying to Regulations are binding on all Members.

**66 Indemnity**

- a. Every Director and employee of NSSLSC will be indemnified out of the property and assets of NSSLSC against any liability incurred by them in their capacity as Director or employee in defending any proceedings, civil or criminal, in which:
  - i. judgment is given in their favour; or
  - ii. they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Courts.
- b. NSSLSC shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
  - i. in the case of a Director, performed or made while acting on behalf of and with the authority, express or implied, of NSSLSC; or
  - ii. in the case of an employee, performed or made in the course of, and within the scope of, their employment by NSSLSC.

**67 Display of the Constitution and Regulations**

- a. A copy of the current Constitution and Regulations shall be readily available from the Secretary upon request by any Member.
- b. Each Member shall be deemed to have read the current Constitution and Regulations and to have agreed to accept them.
- c. A copy of the current Constitution and Regulations shall be available via Bulletin.

----- END OF CONSTITUTION -----