



CONSTITUTION

**LONG REEF SURF LIFE SAVING CLUB INCORPORATED
(REGISTRATION NO. YO7311-44)**

Date: 13 August 2023

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Constitution of Long Reef Surf Lifesaving Club Incorporated

1. NAME

The name of the incorporated association is Long Reef Surf Life Saving Club Incorporated (**Club**).

2. INCORPORATION

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

3. OBJECTS OF CLUB

The Club is a charitable organisation which is established solely to be, and to continue as, a charity. The Club's object is to pursue the following charitable purposes (**Objects**) :

- (a) participate as a member of the Branch; SLSNSW and Surf Life Saving Australia Limited (**SLSA**) through and by which surf lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered including providing opportunities for Members to participate in SLS surf sports;
- (b) conduct, encourage, promote and administer surf lifesaving and the Club as a beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community in Long Reef;
- (c) at all times promote mutual trust and confidence by promoting member teamwork and mateship and promote lifelong SLS skill maintenance and development within the Club in pursuit of these Objects;
- (d) promote the economic, community and emergency service success, strength and stability of the Club;
- (e) affiliate and otherwise liaise with Branch, SLSNSW 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 and management and the protection and preservation of life in the aquatic environment at Long Reef;
- (h) use and protect the Intellectual Property in pursuit of these Objects;
- (i) apply the property and capacity of the Club solely towards the fulfilment of these Objects;
- (j) conduct, encourage, promote and advance education and research in, surf lifesaving standards, equipment, techniques and awards to improve and safeguard the use of the aquatic environment and the protection and safety of the community;
- (k) have regard to the public safety and protection and the public interest in its operations;

- (l) ensure the promotion and protection of the aquatic environment at Long Reef;
- (m) promote the health, safety and protection of the public and all users of the aquatic environment at Long Reef;
- (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 and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

4. POWERS OF THE CLUB

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

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012 (Cth)*.

Act means the Associations Incorporation Act 2009 (NSW).

Annual General Meeting or AGM means a meeting of Members convened under **rule 13**.

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

Branch means the Sydney Northern Beaches Branch of SLSNSW.

By-Laws mean any By-Laws made by the Committee under **rule 25**.

Club means Long Reef Surf Life Saving Club Incorporated.

Committee means the Management Committee being the body managing the Club and consisting of the Officers under **rule 18.1(a)** and as set out in **rule 18.2**.

Constitution means this Constitution of the Club as amended from time to time.

Distinguished Service Member means an individual appointed as a Distinguished Service Member of the Club under **rule 8.7**.

Delegate means the person appointed and authorised from time to time to act for and on behalf of the Club and to attend, debate and vote at general meetings of the Branch.

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

General Meeting means the AGM or any special general meeting of the Club.

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, registrable or unregistered) relating to the Club or any championship, competition, series or event or surf lifesaving activity of or conducted, promoted or administered by the Club.

Life Member means an individual appointed as a Life Member of the Club under **rule 8.7**.

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

Objects means the objects of the Club under **rule 3**.

Officer means a Member of the Committee as set out in **rule 18.2** and appointed under **Rule 19**.

Outstanding Service Member means an individual appointed as an Outstanding Service Member under **Rule 8.7**.

President means the President for the time being of the Club appointed under **rule 18.2(a)**.

Public Officer means the person appointed to be the public officer of the Club under **rule 23.2**.

Register means the register of Members kept under **rule 10.1**.

Registered Charity means a registered charity under the ACNC Act.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Club and management of the Club and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Club.

Regulation means the Regulations of SLSNSW.

SLS means surf life saving.

SLSA means Surf Life Saving Australia Limited.

SLSNSW means the body recognised by SLSA as the body administering surf lifesaving in New South Wales.

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

State means and includes a State or Territory of Australia.

Sub-Committee means any sub-committee of the Committee created under **rule 22**.

SurfGuard means the national membership and Club administration database owned by SLSA.

Surf Life Saving Club means a Surf Life Saving Club which is a member of or otherwise affiliated with SLSNSW or SLSA.

5.2 Interpretation

In this Constitution:

- (a) A reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) Words importing the singular include the plural and vice versa;
- (c) Words importing any gender include the other genders;
- (d) Headings are for convenience only and shall not be used for interpretation;
- (e) Words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) References to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act;
- (h) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.3 *Enforceability*

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be so read down the provision shall be severed but only to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by any such severance in any other jurisdiction.

6. STATUS AND COMPLIANCE OF CLUB

6.1 *Recognition of Club*

Subject to compliance with this Constitution, the Branch constitution, the SLSNSW constitution and SLSNSW Regulations, the SLA constitution and SLA regulations and any lifesaving or patrol services agreement between the Club and the Branch or SLSNSW the Club may continue to be recognised by the Branch and SLSNSW as a Member of the Branch and of SLSNSW and shall administer surf lifesaving activities at Long Reef in accordance with the Objects.

6.2 *Compliance of Club*

The Members acknowledge and agree the Club shall:

- (a) be or remain incorporated in New South Wales;
- (b) be or remain affiliated to the Branch and SLSNSW;

- (c) be or remain registered as a registered charity with the Australian Charities and Not-for-Profit Commission;
- (d) appoint a Delegate annually to represent the Club at general meetings of the Branch;
- (e) nominate such other persons as may be required to be appointed to Branch or SLSNSW committees from time to time under this Constitution or the Branch constitution or SLSNSW constitution or otherwise;
- (f) forward to the Branch a copy of its constituent documents and details of its Officers as and when they change or are amended;
- (g) adopt the objects of SLSNSW (in whole or in part as are applicable to the Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the Branch and SLSNSW constitutions;
- (h) apply its property and capacity solely in pursuit of the Objects and SLS
- (i) do all that is reasonably necessary to enable the Objects to be achieved;
- (j) act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for benefit of the Members and SLS;
- (k) expressly comply with rule 6 of the SLSNSW constitution in respect of patrol hours;
- (l) at all times act on behalf of and in the interests of SLS; and
- (m) by adopting the objects of SLSNSW, abide by the SLSNSW constitution.

6.3 Operation of Constitution

The Club and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout Long Reef;
- (b) to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of 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 as more fully set out in this Constitution;
- (e) to act in the interests of surf lifesaving;
- (f) where the Club considers or is advised that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Club; or

- (ii) acted in a manner prejudicial to the Objects and interests of the Club and/or surf lifesaving, is deemed to be not a fit and proper person or is not of a proper character; or
- (iii) brought themselves, the Club, any Surf Life Saving Club or SLS (including the Branch, SLSNSW and/or SLSA) into disrepute;

whether the allegation is in the past or current the Club may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member in accordance with the processes and penalties under SLSA regulations or as set out in this Constitution provided that if the Member has died or is for any other reason unable to be contacted after the Club has made reasonable attempts to do so then the Club may penalise the Member in his/her absence ; and

- (g) that the Club shall be represented by the President who shall have the right to (on behalf of the Club):
 - (i) be present at SLSNSW State Council Meetings; and
 - (ii) vote on the election of SLSNSW Elected Directors in accordance with the SLSNSW constitution.
 - (iii) Attend any meeting of the Branch whether an AGM, SGM or otherwise

7. CLUB'S CONSTITUTION

7.1 Constitution of the Club

The Constitution will clearly reflect the Branch and SLSNSW constitutions, subject to any requirements in the Act, and at least to the extent of:

- (a) the objects of SLSNSW;
- (b) the structure and membership categories of SLSA (if any);
- (c) recognising SLSA as the national peak body for surf lifesaving in Australia;
- (d) recognising SLSNSW as the peak body for lifesaving in New South Wales;
- (e) recognising the Branch; and
- (f) such other matters as are required to give full effect to the SLSNSW Constitution;

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

7.2 Operation of the Branch and SLSNSW constitutions

- (a) The Club will take all steps to ensure its Constitution is generally in conformity with the Branch and SLSNSW constitutions at least to the extent set out in **rule 7.1** and in respect of those matters set out in **rule 7.1** shall ensure this Constitution is amended at least generally in conformity with future amendments made to the Branch, SLSNSW and SLSA constitutions, subject to any prohibition or inconsistency in the Act.

- (b) The Club shall provide to the Branch and SLSNSW a copy of its Constitution and all amendments to this document. The Club acknowledges and agrees that SLSNSW has power to veto any provision in its Constitution which, in SLSNSW's opinion acting reasonably, is contrary to the objects of SLSNSW.
- (c) Neither the Club nor any Member (in this clause each is referred to as a **Participant**) shall participate in any surf lifesaving related carnival, competition, and if participating as a representative of the Club any special event or activity conducted by or on behalf of any outside person or organisation (each is referred to as an **Outside Event**) unless the Participant is satisfied, acting reasonably, that the Outside Event complies with the law and will apply good safety practices, and the Participant has also ensured that the Participant acting reasonably does not require sanction by SLSNSW and if it is then it has been sanctioned by SLSNSW.
- (d) The books and records of the Club shall be open at all reasonable times for inspection by an authorised representative of SLSNSW, but no inspection shall be made unless approved by resolution of the SLSNSW Board and with reasonable notice to the Club such notice in any event being not less than 14 days.
- (e) The Club will otherwise comply with the SLSNSW constitution.

7.3 ACNC Act

While the Club is a Registered Charity, the ACNC Act overrides any clauses in this Constitution which are inconsistent with the ACNC Act.

7.4 Alteration of Constitution

The Constitution of the Club shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any).

8. MEMBERSHIP OF CLUB

8.1 Minimum Number of Members

The Club must have at least twenty (20) Patrol Members at all times.

8.2 Categories of Member

The members of Long Reef Surf Life Saving Club have the following categories.

- (a) Junior membership
- (b) Active membership
- (c) Associate membership; or
- (d) Honorary and Service membership(s) including Life Membership.

Membership categories eligible to vote in General meeting are 8.2 (b) and (d)

Sub-categories of Membership

SLSNSW identifies sub-categories which sit within each of the Categories. Each sub-category has allowances, obligations and/or restrictions which apply to members assigned to the respective sub-category:

	Category	Sub-Category	Description
1.	Junior	Junior Activity Member	Shall be a person who shall be a minimum age of five (5) years and under the age of thirteen (13) years on the 1st day of October in the then current season and such person shall be required to gain the relevant Surf Education Certificate for that person's age group.
2.	Junior	Cadet Member (13-15)	Shall be a Member of the age qualification as defined in SLSA's Manuals (i.e. must have attained the age of 13 years and be under the age of 16 years on the 1st of October of the then current season) and, who has obtained the Surf Rescue Certificate or has passed an annual proficiency test.
3.	Active	Active Patrol Member 15-18 and 18+	<p>Shall be a Bronze Medallion holder and fulfil patrol and Club obligations, as provided by SLSA and the Member's Club constitution.</p> <p>Qualify in an annual proficiency test unless the Member has obtained their Bronze Medallion in that season.</p>
4.	Active	Reserve Active Member	<p>May be granted by the Club to Active Patrol 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 this Constitution.</p> <p>Reserve Active Membership shall not be automatic but shall entitle such member to apply to the Committee for transfer to the Reserve Active Member list of members.</p> <p>Reserve Active Members shall have all the rights and privileges of an active member and shall perform a minimum of patrols in the Club where they hold Reserve Active Membership, as required by SLSA and further patrol duties at the discretion of the Committee and must complete an annual proficiency test.</p> <p>Application for transfer to the Reserve Active Membership list must be made to the Committee and be approved by a two-thirds majority of the Committee voting at a meeting thereof when such application is considered.</p>

			<p>Notice of any application for transfer to the Reserve Active Membership list must be given to each member on the Committee on the Agenda calling the meeting at which such application is to be considered.</p> <p>Note: Reserve Active membership may however be granted under exceptional circumstances to Active Members irrespective of years of service.</p>
5.	Active	Award Member	<p>May be granted by the Club 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).</p> <p>Such Members may be called upon to perform patrol and/or other club obligations within the ability of their qualifications.</p>
7.	Associate	Associate Member	<p>May be granted by the Club to persons who may or may not hold an SLSA award and satisfy the Committee that through special circumstances they are unable to perform the duties of Active membership and they have rendered services to the Club and intend to continue an active association with the Club.</p> <p>Associate members shall have a joining and/or annual membership fee not less than the fees for other Categories.</p>
8.	Associate	Probationary Member	<p>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 Committee.</p> <p>Probationary membership may be terminated at any time by the resolution of the Committee without giving reason therefore.</p> <p>Note: Probationary members are not Individual Members for the purposes of clauses 10 and 13 of the SLSA Constitution.</p>
9.	Associate	General Member	<p>May be granted by the Club to persons who may or may not hold an SLSA award.</p>
10.	Associate	Leave Restricted	<p>May be granted by the Club by a two-thirds majority of the Committee to members requesting absence away from the Club and club</p>

			<p>duties for a period of time (eg deployment, work, pregnancy, travel etc).</p> <p>Any application for such membership shall be by notice given to each member of the Committee.</p> <p>The Committee may revoke any such membership at any time provided that such Member has been given at least fourteen (14) days' notice and had the opportunity either personally or in writing to the Committee to present their case as to why such membership should not be revoked.</p>
11.	Honorary and Service Membership	Long Service Member	<p>May be granted by the Club to Members who have completed ten (10) years active service or to Members who have completed eight (8) years active service plus four (4) years reserve active service of which five (5) years active service shall have been served with the Club. Such five years active service need not be consecutive.</p> <p>Such Members may be exempted from all patrol obligations and may be granted other special privileges of Membership as provided in the Constitution.</p> <p>Application for transfer to the Long Serving Membership list must be made to the Committee and be approved by a two-thirds majority of the Committee voting at a meeting thereof when such application is considered.</p> <p>Notice of any application for transfer to the Long Serving Membership list must be given to each member on the Committee on the Agenda calling the meeting at which such application is to be considered.</p> <p>The Committee, at its discretion, shall determine whether Members joining from an Affiliated Club may be recognised as Long Service Members of the Club.</p>
12.	Honorary and Service Membership	Past Active Member	<p>May be granted by the Club to persons who have held an SLSA Bronze Medallion and been an active patrol member for a minimum of three (3) years and for adequate reasons (which reasons shall be at the sole discretion of the Committee) is unable to perform his /her active member duties.</p> <p>Past Active Members may have Club voting rights at the discretion of the Club.</p>

13.	Honorary and Service Membership	Honorary Member	Honorary members shall be those persons who have been involved or associated with the Club either directly or indirectly whom the Committee may wish to honour with Honorary Membership for a period not exceeding one season.
14	Honorary and Service Membership	Life Member	May be granted by the Club to Members who have rendered distinguished and special service to the Club for a period greater than 20 years. Life Members shall have all the rights of other Members without payment of any subscription and shall be exempt from all duties and obligations of Members.
15	Honorary and Service Membership	Distinguished Service Member	May be granted by the Club to Members who have rendered distinguished service to the Club for an extended period typically greater than 15 years. Distinguished Service Members shall have all the rights of other Members without payment of any subscription and shall be exempt from all duties and obligations of Members
16	Honorary and Service Membership	Outstanding Service Member	May be granted by the Club to Members who have rendered outstanding service to the Club for an extended period typically greater than 10 years.

8.3 Application for Membership

An application for membership by an individual must be:

- (a) in writing on the form prescribed from time to time by SLSNSW and/or SLSA, from the applicant and lodged with the Club; or
- (b) submitted online via the Lifesaving Online membership portal and in accordance with the process (if any) as proscribed by the Committee from time to time; and
- (c) accompanied by the appropriate fee, if any.

8.4 Discretion to Accept or Reject Application

- (a) The Club may, acting reasonably and in good faith, accept or reject an application whether the applicant has complied with the requirements in **rule 8.38.2(d)** or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Club accepts an application the applicant shall, subject to notification to the Branch and SLSNSW and their subsequent acceptance of the notification and the application, become a Member.

- (c) Unless otherwise determined by SLSNSW membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Register shall be updated accordingly as soon as practicable.
- (d) If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reasons for rejection need be given and there is no right of appeal.

8.5 *Renewal of Membership*

- (a) Members must re-apply annually for renewal of membership of the Club in accordance with the procedures set down by the Club from time to time. **Rule 8.4** applies to applications for renewal of membership.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

8.6 *Membership Transitional Arrangements*

Notwithstanding any other rule of this Constitution, the transitional arrangements in **rule 35** shall apply to the continuation of membership from the date of adoption of this Constitution.

8.7 *Life Members/Distinguished Service /Outstanding Service*

- (a) The Committee may recommend to the AGM that any Member who has rendered distinguished and / or outstanding service to the Club and surf lifesaving and has fulfilled the relevant requirements set out in rule 8.2 (14)/(15)/(16), where such service is deemed to have assisted the advancement of the Club and surf lifesaving in the Club be appointed as a Life Member (if in addition to distinguished service has rendered special service); Distinguished Service Member or Outstanding Service Member as the case may be.
- (b) A resolution of the AGM to confer life membership, distinguished service membership or outstanding service membership on the recommendation of the Committee must be a Special Resolution.
- (c) Any Member who the Committee has determined should be recommended as either a Life Member, Distinguished Service Member or Outstanding Service Member shall be advised of such recommendation at least 28 days prior to the AGM for which the recommendation is to be voted upon. Upon written acceptance, the Member's details shall be entered upon the register, and from the time of entry on the register the Member shall be a Life Member; Distinguished Service Member or Outstanding Service Member as the case may be.
- (d) All nominations for Life membership; Distinguished Service Membership or Outstanding Service Membership shall be submitted in writing to the Committee prior to June 30th in the year for consideration at that years AGM and must include a list of the nominees record with the Club.

8.8 *Effect of Membership*

- (a) Members acknowledge and agree that:

- (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the By-Laws;
 - (ii) they shall comply with and observe this Constitution, the By-Laws and the SLSNSW and SLSA constitutions and regulations;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club, Branch, SLSNSW and SLSA;
 - (iv) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Surf Life Saving as a community service;
 - (v) neither membership of the Club nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over the Club or its property or assets; or
 - (B) any automatic right of a Member to renewal of their membership of the Club; or
 - (C) subject to the Act and the Club acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee.
- (b) A right, privilege or obligation of a person by reason of their membership of the Club:
- (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, refusal, resignation or otherwise.
- (c) In the event of any conflict or inconsistency between this Constitution, and the By-Laws, and the SLSNSW constitution and regulations, then the SLSNSW constitution and regulations prevail to the extent of that conflict over the provisions in this Constitution unless the SLSNSW board acting reasonably directs otherwise. In the event of any conflict or inconsistency between this Constitution and the By-Laws, this Constitution prevails to the extent of that conflict or inconsistency.

8.9 SLSNSW discretion

Irrespective of a Member satisfying the Club's membership requirements, SLSNSW may acting reasonably and in good faith (subject to consultation with the Club) at its absolute discretion decline, or remove from, Membership an Individual Member including for reasons relating to the Individual Member's character, concerns that the Individual Member is not a fit and proper person, or that the Individual Member has or may bring SLSNSW or surf lifesaving into disrepute.

8.10 Liability of Members

The liability of the Members of the Club is limited.

9. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscription and any other fees or levies payable by Members or categories of Members to the Club, the benefits which apply, are to be determined by the Committee annually.
- (b) The Committee is empowered to prevent any Member who's Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings. There is no right of appeal where the Committee exercises its rights under this **rule 9(b)**.

10. REGISTERS

10.1 Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name and address of the Member;
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;
- (d) any other information determined by the Committee; and
- (e) for each former Member, the date of ceasing to be a Member.

10.2 Use of SurfGuard

SurfGuard shall be used as the Register of Members.

10.3 Changes to Member Details

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

10.4 Inspection of Register

Inspection of the Register will only be available as required by the Act and under **rule 34(b)**.

10.5 Use of Register

Subject to confidentiality considerations and privacy laws, the Register may be used by the Club to further the Objects, as the Committee considers appropriate.

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Discontinuance by Notice of Resignation

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

11.2 *Discontinuance by Breach*

- (a) Membership of the Club may be discontinued and the Member may be expelled from the Club by the Committee (i) upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the By-Laws or any resolution or determination made or passed by the Committee or any duly authorised Sub-committee or (ii) where the Committee acting reasonably and in good faith has concerns that the Member (for the avoidance of doubt Member means a Member of any category as set out in clause 8.2) for reasons relating to the Individual Member's character, concerns that the Individual Member was not or is not a fit and proper person, has concerns relating to the Members character or that the Member has or may bring the Club or SLS into disrepute whether such concerns were for events or circumstances made or done in the past or current.
- (b) Subject to this Constitution and in particular but not limited to **rule 11.2 (e)** below Membership shall not be discontinued and the Member shall not be expelled by the Committee under **rule 11.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach. The accused Member shall be granted seven days' notice of their right to appear and be heard by the Committee to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Committee's view to adequately explain or remedy the breach, that Member's membership may be discontinued and they shall be expelled under **rule 11.2(a)** by the Club giving written notice of the discontinuance.
- (d) Any Member's membership that is discontinued and the Member expelled under **rule 11.2(a)** shall have the right to appeal the discontinuation and expulsion under the SLSA regulations as amended from time to time.
- (e) Notwithstanding the provisions of sub clauses (b),(c) and (d) aforesaid if the Member has died or the Member is for any other reason unable to be contacted after the making of reasonable attempts to do so then the discontinuance and expulsion shall take effect after seven days of the date of the decision by the Committee provided further that if the Member is a Member in rule 8.2 categories (14,15 or 16) then the discontinuance and proposed expulsion must be ratified by the Members at an AGM or SGM of the Club and passed by a 2/3rds majority of the Members present at the relevant AGM or SGM before taking effect.

11.3 Discontinuance by Failure to Pay Subscription

- (a) A Member is taken to have resigned if:
- (i) the Member's annual subscription is outstanding after 31 October annually and the Committee determine that there is no reason and the Member has not provided the Committee with a reason acceptable to the Committee why his/her annual subscription remains outstanding ; or
 - (ii) if no annual subscription is payable:
 - (A) the Club has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (B) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Committee for the failure to pay subscription or reason for not responding to a request, the Committee shall have the power to restore the Membership upon payment of the amount due (if any).

11.4 Resignation by Failure to Re-Apply

If a Member has not re-applied for Membership with the Club within one month of re-application falling due, that Member's membership will be deemed to have ceased from that time.

11.5 Amendment to the Register

Where a Member resigns under this **rule 11** an entry, the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable under **rule 10.1(e)**.

11.6 Forfeiture of Rights

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

11.7 Membership May be Reinstated

Membership which has been discontinued under this **rule 11** (other than an expulsion due to a reason under **Rule 11.2(a)(ii)**) may be reinstated at the discretion of the Committee, upon such conditions as it deems appropriate.

11.8 Refund of Membership Fees

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

12. GRIEVANCES, JUDICIAL AND DISCIPLINE

The Club adopts the grievances, judicial and discipline processes in relevant SLSA policies and regulations or as set out in this Constitution as amended from time to time.

13. ANNUAL GENERAL MEETINGS

13.1 *Annual General Meeting to be Held*

- (a) The Club shall convene and hold an AGM of its Members annually within six months after the end of the financial year and in accordance with the Act.
- (b) The AGM shall, subject to the Act and to **rule 13.1(a)**, be convened at a time, date and venue to be determined by the Committee.

13.2 *Business*

In addition to any business required to be transacted at the AGM under the Act, the business of the AGM shall include the consideration of accounts and the reports of the Committee and auditors, the election of Officers under this Constitution, the motion for affiliation with the Branch and SLSNSW, the appointment and fixing of the remuneration of the auditors and any other business of which notice is given in accordance with this Constitution.

13.3 *Additional Meetings*

The AGM shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an AGM is a Special General Meeting (**SGM**).

14. SPECIAL GENERAL MEETINGS

14.1 *Special General Meetings May be Held*

The Committee may, whenever it thinks fit, convene a SGM of the Club and, where, but for this clause more than 15 months would elapse between AGMs, shall convene a SGM before the expiration of that period.

14.2 *Request for Special General Meetings*

- (a) The Committee shall on the requisition in writing of 10 Members entitled to vote convene a SGM.
- (b) The requisition for a SGM shall:
 - (i) state the object(s) of the meeting; and
 - (ii) be signed by the Members making the requisition; and
 - (iii) be sent to the Club.

The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

- (c) If the Committee does not cause a SGM to be held within one month after the date on which the requisition is sent to the Club, the Members making the requisition, or

any of them, may convene a SGM to be held not later than three months after that date.

- (d) A SGM 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 Committee.

15. GENERAL MEETINGS

15.1 Notice to be given for General Meetings

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Club. The auditor (if any) and Officers shall also be entitled to notice of every General Meeting, which shall be sent to their last notified contact details. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the business to be transacted at the meeting. Notice may be given in any form permitted under **rule 30**.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) a call for nominations for candidates to be considered for election to the Committee received under **rule 19.1**; and
 - (iii) any notice of motion received from Members under **rule 15.2(b)**.
- (d) The accidental omission to give any notice of any General Meeting to any Member shall not invalidate the meeting or any resolution passed at any such meeting.

15.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 7 days notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

15.3 Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 20 Members represented personally or pursuant to Rule 15.6.
- (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:

- (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
- (B) any date, time and place determined by the chairperson;

and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

15.4 President to Chair

The President shall, subject to this Constitution, preside as chairperson at every General Meeting except:

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

If the President is not present or is unwilling or unable to preside the Committee shall appoint one of the Officers to preside as chairperson for that meeting only.

15.5 Chairperson May Adjourn Meeting

- (a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in **rule 15.5(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

15.6 Use of Technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of any form of electronic communication that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting under **rule 15.6(a)** is taken to be present at the meeting and, if the Member being eligible to vote, votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS

16.1 *Members Entitled to Vote*

Subject to any other provision of this Constitution, each category of membership that has a right to vote under **rule 8.2** shall be entitled to one vote at General Meetings.

16.2 *Voting Procedure*

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

16.3 *Recording of Determinations*

Unless a poll is demanded under **rule 16.4**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

16.4 *Where Poll Demanded*

- (a) A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:
 - (i) the chairperson; or
 - (ii) a simple majority of Members present at the meeting.
- (b) If a poll is duly demanded under this **rule 16.4**, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

16.5 *Casting Vote*

The Chairperson shall not have a casting vote at General Meetings. Where voting at General Meetings is equal, the motion will be lost.

16.6 *Proxy Voting*

Proxy voting is not permitted at any General Meeting.

16.7 *Postal or electronic voting*

No motion shall be determined by a postal or electronic ballot unless determined by the Committee. If the Committee so determines, the postal or electronic ballot shall be conducted under the procedures determined by the Committee from time to time.

17. MINUTES OF GENERAL MEETINGS

- (a) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of all persons present at all meetings.
- (c) In addition, the minutes of each AGM must include:
 - (i) any reports or financial statements submitted to the Members at the AGM; and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

18. COMMITTEE

18.1 Powers of the Committee

- (a) The affairs of the Club shall be managed by the Committee constituted under **rule** Error! Reference source not found..
- (b) Subject to this Constitution, the ACNC Act and the Act, the Committee:
 - (i) shall control and manage the business and affairs of the Club;
 - (ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
- (c) The Officers must comply with their duties as Officers under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are to:
 - (i) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were an Officer of the Club;
 - (ii) act in good faith in the best interests of the Club and to further the Objects;
 - (iii) not misuse their position as an Officer;
 - (iv) not misuse information they gain in their role as an Officer;

- (v) disclose any perceived or actual material conflicts of interest in the manner set out in clause 21.5;
- (vi) ensure that the financial affairs of the Club are managed responsibly; and
- (vii) not allow the Club to operate while it is insolvent.

18.2 The Committee shall comprise:

- (a) The President;
- (b) the Deputy President ;
- (c) Executive Directors (two);
- (d) Secretary;
- (e) Treasurer;
- (f) Club Captain;
- (g) Chief Training Officer;
- (h) Competition Captain;
- (i) Cadet Coordinator;
- (j) Nippers Coordinator;
- (k) Nippers Coordinator Beach Operations;
- (l) Vice President Marketing and Member Engagement;
- (m) Vice President Community Partnerships and Merchandise;
- (n) Vice President Facilities and Equipment;
- (o) Additional Vice Presidents;
 - (i) Up to three (3) Additional Vice Presidents may be appointed at a General Meeting of Long Reef SLSC.
 - (ii) Vice Presidents shall be appointed for a fixed term of up to 1 year for a specific purpose by the voting members to assist with the operation and management of Long Reef SLSC.
 - (iii) Vice Presidents will be able to act as proxies for other members of the Committee when they are absent.
 - (iv) Vice Presidents right to vote will be assessed by the Committee when elected being determined on the basis of the portfolio they are adopting.

18.3 Portfolios

- (a) Any positions on the Committee shall be appointed by the Members annually at the AGM from amongst its number present at the meeting. The Executive Directors are elected for a two-year staggered tenure.
- (b) Officers may be re-appointed. All Officer positions are limited to a maximum tenure of 4 consecutive years unless their nomination beyond 4 years is unopposed. Members may nominate for an alternate Officer position or re-nominate for a position previously held after an elapsed period of 4 years since last holding that position.

18.4 Right to Co-Opt

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

18.5 Appointment of Delegate

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

18.6 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out in **rule 35** shall apply from the date of adoption of this Constitution.

18.7 Term of Office of Officers

- (a) Officers shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the AGM at which they were elected until the conclusion of the next following AGM.
- (b) Officers may be re-elected subject to the condition set out at **rule 18.3(b)**.

19. ELECTION OF OFFICERS

19.1 Nominations of Candidates

- (a) The Club shall call for nominations for candidates for consideration for election to the Committee not less than 21 days prior to the AGM. When calling for nominations the Club shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Committee from time to time.
- (b) Candidates must:
 - (i) be aged 16 years or over;
 - (ii) reside in Australia;

- (iii) not be ineligible to be a Director under the *Corporations Act 2001 (Cth)* or the ACNC Act; and
 - (iv) be currently in good standing and financial with the Club both at the time of nomination and at the time of election.
- (c) Nominations of candidates for election as Officers shall be:
- (i) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) notified to the Club not less than 7 days before the date fixed for the holding of the AGM.

The Club shall send the nominations to the Members entitled to receive notice under **rule 15.1**.

- (d) If insufficient nominations are received to fill all available vacancies on the Committee :
- (i) the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected; and
 - (ii) all remaining positions will be deemed casual vacancies under **rule 20.3**.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to declaration by the chairperson, be deemed to be elected.
- (f) If the number of nominations exceeds the number of vacancies to be filled, voting shall be conducted by show of hands for each vacancy on the Committee.

20. VACANCY ON THE COMMITTEE

20.1 *Grounds for Termination of Officer*

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

- (a) ceases to be a Member;
- (b) dies;
- (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 from the Club in accordance with **rule 11.3**;
- (e) resigns their office in writing to the Club;
- (f) is absent from meetings of the Committee held during a period of three months without having previously obtained leave of absence in accordance with **rule 21.4** or provided reasonable excuse for such absence;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Club;

- (h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his interest;
- (i) is removed from office in accordance with this Constitution;
- (j) has been expelled or suspended from membership (without further recourse under this Constitution or any of the Constitutions of the Branch, SLSNSW or SLSA);
- (k) in the opinion of the Committee (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; or
 - (ii) has brought themselves or the Club or surf lifesaving into disrepute; or
- (l) would otherwise be prohibited from being a director of a corporation under the *Corporations Act* or the ACNC Act.

20.2 Removal of Officer

- (a) The Club in a General Meeting may by Special Resolution remove any Officer, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Officer.
- (b) Where the Officer to whom a proposed resolution referred to in **rule 20.2(a)** makes representations in writing to the President or the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Officer may require that they be read out at the meeting, and the representations shall be so read.

20.3 Casual Vacancy

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

21. QUORUM AND PROCEDURE AT COMMITTEE MEETINGS

21.1 Convening a Committee Meeting

- (a) The Committee shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Officers agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with **rule 21.2**, not less than seven days written notice of a Committee meeting shall be given to each Officer.
- (c) Written notice of each Committee meeting, specifying the general nature of the time, date and place of the Committee meeting and the business to be transacted, shall be served on each Officer by:
 - (i) delivering it to that Officer personally; or

- (ii) sending it in writing by means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Officer contact details registered on the clubs committee register.

- (d) Notice may be given of more than one Committee meeting at the same time.

21.2 Urgent Committee Meetings

- (a) In cases of urgency, a meeting can be held without notice being given under **rule 21.1** provided that as much notice as practicable is given to each Officer by the most effective means.
- (b) Any resolution made at an urgent Committee meeting must be passed by a majority of the Committee.

21.3 Quorum

- (a) At meetings of the Committee the number of Officers whose presence is required to constitute a quorum is seven (7).
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (c) If the number of Officer's elected is not sufficient to constitute a quorum the Committee may appoint sufficient members as casual vacancies to constitute a quorum and for this purpose the quorum is the number of members of the Committee at that time.

Procedures at Committee Meetings

- (d) At meetings of the Committee, the President shall chair the meeting. If the President is absent or unwilling to act, the Committee shall appoint one of its Officers to chair the meeting.
- (e) Questions arising at any meeting of the Committee shall be determined on a show of hands, or if demanded by an Officer, by a poll taken in such manner as the person presiding at the meeting may determine.
- (f) Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Officers shall be deemed a determination of the Committee. All Officers shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.
- (g) Voting by proxy is not permitted at Committee meetings.
- (h) A resolution in writing signed or assented to any form of electronic communication by all the voting Officers, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Officers.

- (i) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Officers may be held where one or more of the Officers is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Officers entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee;
 - (iii) in the event that a failure in communications prevents **rule 21.3(i)(i)** from being satisfied by that number of Officers which constitutes a quorum, and none of such Officers are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 21.3(i)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Officers is not physically present shall be deemed to be held at the place specified in the notice of meeting provided an Officer is there present and if no Officer is there present the meeting shall be deemed to be held at the place where the President of the meeting is located.

21.4 Leave of Absence

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

21.5 Material Personal Interests

- (a) An Officer who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (b) An Officer with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) A general notice that an Officer is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Officer and the said matter. After such general notice it is not necessary for such Officer to give a special notice relating to the said matter pursuant to 21.5(a).
- (d) Any declaration made or any general notice as aforesaid given by an Officer under this **rule 21.5** must be recorded in the minutes of the relevant meeting.

21.6 *Financial Interest*

- (a) An Officer is disqualified from:
 - (i) holding any place of profit or position of employment in the Club, or in any company or incorporated Club in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise;

except with express resolution of approval of the Committee.
- (b) Any contract or arrangement in which any Officer is in any way interested which is entered into by or on behalf of the Club without the Officer approval of the Committee, will be voided for such reason.
- (c) The nature of the financial interest of such Officer must be declared by the Officer at the meeting of the Committee at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Committee after the acquisition of the interest.
- (d) A general notice that an Officer is a Member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **rule 21.6(c)** for such Officer and the said transactions. After such general notice it is not necessary for such Officer to give a special notice relating to any particular transaction with that firm or company.
- (e) Any declaration made or any general notice as aforesaid given by an Officer in accordance with **rule 21.6** must be recorded in the minutes of the relevant meeting.

21.7 *Conflicts*

An Officer, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Officer is interested. If the Officer votes, the vote shall not be counted.

22. DELEGATED POWERS

22.1 *Committee May Delegate Functions*

- (a) The Committee may, by instrument in writing, create, establish or appoint from amongst its own Members, or otherwise, special committees, Sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Committee determines.
- (b) The Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Committee by the Act or any other law, or this Constitution or by resolution of the Club in General Meeting.
- (c) At any time, the Committee may by instrument in writing, revoke wholly or in part any delegation made under this clause and may amend or repeal any decision made by such body or person under this clause.

22.2 Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

22.3 Procedure of Delegated Entity

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **rule 21**.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Committee

23. DUTIES

23.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Committee, each Officer must become familiar with this Constitution, the Act and the By Laws.
- (b) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual Officers comply with this Constitution and the By Laws.
- (c) The Officers must ensure that the Club complies with all requirements in the Act regarding financial statements.

23.2 Public Officer

- (a) As per section 34 of the Act, the Club must have a Public Officer position appointed.
- (b) The Committee will determine from time to time who will act as the Club's Public Officer under the Act. Such person shall be appointed by the Committee for such term and upon such conditions as the Committee thinks fit.
- (c) The Public Officer must give the Commissioner for Fair Trading notice of their appointment within 28 days after the appointment.
- (d) If the position of Public Officer becomes vacant, the Committee must appoint a person to the position within 28 days after the vacancy arises.

24. MINUTES OF COMMITTEE MEETINGS

- (a) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (b) As a minimum, the minutes must record:

- (i) the business considered at the meeting;
- (ii) any resolution on which a vote is taken and the result of the vote; and
- (iii) any interest declared under **rules 21.5 or 21.6**.

25. BY-LAWS

25.1 *Members to Formulate By-laws*

The Members through Special Resolution passed at a General Meeting may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Club, the advancement of the Objects and surf lifesaving at Long Reef as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the Branch Constitution, the SLSNSW Constitution, the SLSA Constitution and any regulations or policies or the Standard Operating Procedures made by SLSNSW or SLSA. If any By-Laws are inconsistent with the SLSNSW or SLSA constitutions and/or regulations the By-Laws shall to the extent of any such inconsistency be null and void and will be inapplicable.

25.2 *By-Laws Binding*

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

25.3 *By-Law Transitional Arrangements*

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at **rule 35** shall apply from the date of adoption of this Constitution.

25.4 *Notices Binding on Members*

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

26. FUNDS, RECORDS AND ACCOUNTS

26.1 *Sources of Funds*

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

26.2 *Club to Keep Records*

- (a) The Club shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Club and the Committee
- (b) The Club shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

26.3 *Committee to Submit Accounts*

The Club's statements of account are required to be prepared as per the *Charitable Fundraising Act 1991* and the ACNC Act. At the AGM these statements of account must be presented to the Members. SLSNSW may require a level of reporting which exceeds the requirements of the Act for its own purposes and to advance the Objects.

26.4 Accounts Conclusive

The statements of account when approved or adopted by an AGM shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.

26.5 Accounts to be Made Available to Members

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

27. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Officer.
- (c) Nothing in this **rule 27** shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
 - (i) any services actually rendered to the Club whether as an employee or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Club,
- (d) Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Officers or in such other manner as the Committee determines.

29. AUDITOR

- (a) Where the Act requires financial statements to be either reviewed or audited, a properly qualified individual shall be appointed to ensure compliance with the Act, and the remuneration of such individual or company be fixed by the Committee. The reviewer or auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* and the ACNC Act and generally accepted principles, and/or any applicable code of conduct. The reviewer or auditor may be removed by the Club in General Meeting.

- (b) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by a reviewer, auditor or auditors at the conclusion of each Financial Year.

30. SERVICE OF NOTICES

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or by electronic mail, to the Member's registered address or electronic mail address. Notices may also be posted on the Club's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.
- (d) Where a notice is sent by posting on the Club's website service of the notice shall be deemed to be effected one (1) week after notice has been provided to members of its posting through the methods of communication listed above under 30 (a), (b) and (c).

31. REGISTERED ADDRESS

The registered address of the Club is:

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

32. INDEMNITY

- (a) Every Officer, auditor, manager, employee or agent of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him/her in his/her capacity as Officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.
- (b) The Club shall indemnify its Officers, managers and employees against all damages and costs (including legal costs) for which any such Officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of an Officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Club.

33. DISSOLUTION

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) If the Club is wound up, the liability of the Members shall be limited to \$1. No other amount shall be payable by the Member.
- (c) Should the Club cease to function as a surf lifesaving Club, the Branch to which the Club is affiliated, shall stand possessed as trustee of all real and personal property of the Club. If failing to reform within a period of three (3) years, the Club shall be treated as defunct and, subject to applicable laws, its property both real and personal shall vest in the Branch absolutely. If the Club's property does not vest in the Branch, the Club must take all reasonable steps to facilitate the vesting of their property in the Branch.
- (d) Subject to **rule 33(c)**, if upon winding up or dissolution of the Club or upon revocation of its endorsement as a deductible gift recipient (if relevant) (whichever occurs first), there remains after satisfaction of all its debts and liabilities any surplus assets or property as follows:
 - (i) gifts of money or property for the objects of the Club;
 - (ii) contributions made in relation to an eligible fundraising event held for the objects of the Club; or
 - (iii) money received by the Club because of such gifts and contributions;

then such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to some organisation(s):

 - (iv) having objects similar to the Objects; and
 - (v) which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club by this Constitution; and
 - (vi) which is charitable at law and to which income tax deductible gifts can be made.

Such organisations(s) will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

34. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Committee shall keep in its custody or control all books, minutes, documents and securities of the Club.
- (b) Subject to the Act and the ACNC Act, the Committee may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Club will be open for inspection by the Members. Notwithstanding the foregoing Members are not entitled to inspect the minutes of Committee meetings.

- (c) Inspection of Club records will only be made available to Members where the purpose of the inspection is for a proper purpose and is in good faith. This will be determined by the Committee in its sole discretion and taking into consideration confidentiality and privacy considerations.

35. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this **rule 35** shall apply from the date of adoption of this Constitution.
- (b) The Members of the governing or managing body (by whatever name it is called) of the Club in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next AGM following such approval, and thereafter the positions of the President and other Officers shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c) All clauses, rules, By-Laws and any other policies of the Club in force at the date of the approval of this Constitution insofar as such clauses, rules, By-Laws and such policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under **rule 25**.
- (d) All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one month of the approval of this Constitution under the Act.