

Broulee Surfers Surf Life Saving Club Incorporated

CONSTITUTION
BSSLSC COMMITTEE



BROULEE SURFERS SURF LIFE SAVING CLUB INCORPORATED
CONSTITUTION

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BROULEE SURFERS SURF LIFE SAVING CLUB INCORPORATED
CONSTITUTION

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BROULEE SURFERS SURF LIFE SAVING CLUB INCORPORATED

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1. NAME

- 1.1 The name of the incorporated association is Broulee Surfers Surf Life Saving Club Incorporated (the Club).

2. INCORPORATION

- 2.1 The Club shall incorporate under the *Associations Incorporation Act 2009 (NSW)* (the Act) and shall remain incorporated.

3. OBJECTS OF THE CLUB

- 3.1 The Club is established solely for these Objects. The Objects of the Club are to:
 - 3.1.1 Provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout Broulee, New South Wales (NSW) and Surrounding Areas.
 - 3.1.2 Participate as a member of the Far South Coast (FSC) Branch, Surf Life Saving NSW (SLSNSW) and Surf Life Saving Australia (SLSA) so surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered.
 - 3.1.3 Ensure the maintenance and enhancement of the Club, FSC Branch, SLSNSW, SLSA and other Surf Life Saving Clubs, including the upholding of standards, quality and reputation for the benefit of Club Members (Members) and surf lifesaving in general.
 - 3.1.4 At all times promote mutual trust and confidence between the Club, FSC Branch, SLSNSW, SLSA and other Surf Life Saving Clubs and the Members in pursuit of these Objects.
 - 3.1.5 At all times act on behalf of and in the interests of the Members and surf lifesaving in general.
 - 3.1.6 Promote the economic and community services, success, strength and stability of the Club, FSC Branch, SLSNSW, SLSA and other Surf Life Saving Clubs.
 - 3.1.7 Affiliate with, and otherwise liaise with the Club, FSC Branch, SLSNSW, SLSA and other Surf Life Saving Clubs in the pursuit of these Objects and surf lifesaving in general.
 - 3.1.8 Conduct, encourage, promote, advance and control surf lifesaving in Broulee and Surrounding Areas, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment.
 - 3.1.9 Apply the property and capacity of the Club towards the fulfilment and achievement of these Objects.
 - 3.1.10 Promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in lifesaving.
 - 3.1.11 Promulgate and secure uniformity in such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment.
 - 3.1.12 Pursue through itself or other such commercial arrangements (which are not in conflict with SLSNSW or any other lifesaving entity), including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in Broulee and Surrounding Areas.

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- 3.1.13 Adopt and implement appropriate polices, including, but not limited to, in relation to sexual harassment and/or assault, bullying, diversity, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such matters as arise from time to time as issues to be addressed in surf lifesaving.
- 3.1.14 Represent the interests of Members and of surf lifesaving generally in any appropriate forum in Broulee and Surrounding Areas.

4. POWERS OF THE CLUB

- 4.1 Solely for furthering the Objects in Rule 3 of this Constitution, 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 *Corporations Act 2001 (Cth)* as amended (The Corporations Act).

5. DEFINITIONS AND INTERPRETATIONS

DEFINITIONS

- 5.1 In this Constitution, unless contrary intention appears:
- 5.1.1 **The Act** means the *Associations Incorporation Act 2009 (NSW)*.
- 5.1.2 **Annual General Meeting** means a meeting of Members convened under Rule 13 of this Constitution.
- 5.1.3 **Annual Subscription** means the annual fees payable by each category of Member as determined by the Committee under Rule 9 of this Constitution.
- 5.1.4 **The Board/Executive** means those identified Committee Members managing responsible for the day-to-day management of the Club's business and functions in consultation and cooperation with the relevant members of the as defined under Rule 18 of this Constitution.
- 5.1.5 **Branch Delegate** means a Member appointed from time to time to act for, and on behalf of, the Club under Rule 18 of this Constitution. This includes to attend, debate but not vote at general meetings of the FSC Branch.
- 5.1.6 **FSC Branch** means the Far South Coast Branch of SLSNSW.
- 5.1.7 **The Club** means Broulee Surfers Surf Life Saving Club Incorporated.
- 5.1.8 **The Committee** means the body managing the Club, consisting of Committee Members under Rule 18 of this Constitution. This includes any Subcommittee of the Committee created for any specific purposes under Rule 22 of this Constitution from time to time.
- 5.1.9 **Committee Member** means a Member of the Committee as appointed under Rule 19 of this Constitution.
- 5.1.10 **The Constitution** means this Constitution of the Club and as amended from time to time using Rule 7 of this Constitution.
- 5.1.11 **The Corporations Act** means the *Corporations Act 2001 (Cth)* (as amended).
- 5.1.12 **Financial Year** means the period ending 30 April in each year.
- 5.1.13 **General Meeting** means the Annual or a Special general meeting of the Club convened under Rule 15 of this Constitution.

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- 5.1.14 **Intellectual Property** means all rights subsisting in copyright, business names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registerable) relating to the Club or any championship, competition, series or event, or surf lifesaving activity conducted, promoted or administered by the Club.
- 5.1.15 **Life Member** means an individual appointed as a Life Member of the Club under Rule 8 of this Constitution.
- 5.1.16 **Member** means any individual recognised as a Member of the Club under Rule 8 of this Constitution from time to time.
- 5.1.17 **Membership Category/Categories** means the different types of membership options of the Club as defined in the Club Regulations, which can be updated by the Committee from time to time as listed under Rule 8 of this Constitution.
- 5.1.18 **Objects** means the Objects of the Club under as listed in Rule 3 of this Constitution.
- 5.1.19 **Patrolling Member** means any individual with relevant and extant surf lifesaving qualifications (as determined by SLSNSW and/or SLSA) recognised as a Member of the Club under Rule 8 of this Constitution from time to time.
- 5.1.20 **President** means the individual appointed to be President of the Club (via the Committee) for the time appointed under Rule 18 of this Constitution.
- 5.1.21 **Public Officer** means the individual appointed to be the Public Officer of the Club under Rule 23 of this Constitution.
- 5.1.22 **Register** means the Register of Members kept under Rule 10 of this Constitution.
- 5.1.23 **Registrar** means the Committee Member responsible for keeping the Register.
- 5.1.24 **Regulations** mean the Regulations made by the Committee under Rule 25 of this Constitution.
- 5.1.25 **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 the Register, other membership records, financial statements, financial records and records and documents relating to transactions, dealings, business or property of the Club.
- 5.1.26 **Seal** means the common seal of the Club and includes the official seal of the Club.
- 5.1.27 **SLSA** means Surf Life Saving Australia Limited.
- 5.1.28 **SLSNSW** means the body recognised by SLSA as the body administering surf lifesaving in NSW.
- 5.1.29 **Special General Meeting** means a meeting of Members convened under Rule 14 of this Constitution.
- 5.1.30 **Special Resolution** means a special resolution passed in accordance with the Act.
- 5.1.31 **State** means and includes a State or Territory of Australia.
- 5.1.32 **SurfGuard** means the national membership and Surf Life Saving Club administration system and database owned and operated by SLSA.
- 5.2 **Surf Life Saving Club** means a Surf Life Saving Club which is a Member of or Affiliated with FSC Branch, SLSNSW and/or SLSA.

INTERPRETATIONS

- 5.3 In this Constitution:

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- 5.3.1 A reference to a rule, regulation, schedule or annexe is to a rule, regulation, schedule or annexe of, or made under this Constitution.
- 5.3.2 Words importing the singular include the plural and vice versa.
- 5.3.3 Words importing any gender include other genders.
- 5.3.4 Headings are for convenience only and shall not be used for interpretation.
- 5.3.5 Words or expressions shall be interpreted in accordance with the provisions of the Act as they may vary from time to time.
- 5.3.6 References to persons include natural persons, corporations and bodies politic and any legal personal representatives, successors and permitted assigns of that person.
- 5.3.7 Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as the provisions of the Act.
- 5.3.8 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).
- 5.3.9 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 means (such as, by any form of technology, including but not limited to, email, telephone, SMS text or other form of recognised electronic communication).

ENFORCEABILITY

- 5.4 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 purposes of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be so read down, the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforcements shall not be affected by the severance in any other jurisdiction.

6. STATUS AND COMPLIANCE OF THE CLUB

RECOGNITION OF THE CLUB

- 6.1 Subject to compliance with this Constitution, the FSC Branch Constitution, the SLSNSW Constitution, the SLSA Constitution, SLSA regulations and any other lifesaving or patrol services agreements between the Club and SLSNSW, the Club shall continue to be recognised as a member of the FSC Branch and of SLSNSW and shall administer surf lifesaving activities in Broulee and Surrounding Areas in accordance with the Objects at Rule 3.

COMPLIANCE OF THE CLUB

- 6.2 The Members acknowledge and agree the Club shall:
 - 6.2.1 Be or remain incorporated in NSW.
 - 6.2.2 Appoint a Delegate annually to represent the Club at general meetings of the FSC Branch.

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- 6.2.3 Nominate such other persons as may be required to be appointed to FSC Branch or SLSNSW committees from time to time under the Constitution, FSC Branch Constitution, SLSNSW Constitution or otherwise.
- 6.2.4 Forward to FSC Branch and SLSNSW a copy of its constituent document and details of those Committee Members serving on the Board/Executive.
- 6.2.5 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 FSC Branch and SLSNSW Constitutions.
- 6.2.6 Apply its property and capacity solely in pursuit of the Objects and surf lifesaving.
- 6.2.7 Do all that is reasonably necessary to enable the Objects to be achieved.
- 6.2.8 Act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of Members and surf lifesaving generally.
- 6.2.9 At all times act on behalf of, and in the interests of, Members and surf lifesaving generally.

OPERATION OF THE CONSTITUTION

- 6.3 The Club and Members acknowledge and agree:
 - 6.3.1 They are bound by this Constitution.
 - 6.3.2 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 Broulee and Surrounding Areas.
 - 6.3.3 To ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefits of Members and surf lifesaving generally.
 - 6.3.4 Not to do, or permit to be done, any act or thing which might adversely affect or diminish the standards, quality and reputation of surf lifesaving and its maintenance and enhancements.
 - 6.3.5 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.
 - 6.3.6 To act in the interests of surf lifesaving and Members.
 - 6.3.7 Where the Club considered or is advised that a member has allegedly:
 - breached, failed, refused or neglected to comply with a provision of the Constitution, the Regulations, or any resolution or determination of the Club; OR
 - acted in a manner prejudicial to the Objects and interests of the Club and/or surf lifesaving; OR
 - brought themselves, the Club, any Surf Life Saving Club or surf lifesaving (including FSC Branch, SLSNSW and/or SLSA) into disrepute;

the Club may (after allowing the Member Natural Justice including the opportunity to explain) adjudicate, and, if necessary, penalise the Member with such a penalty or penalties as it deems appropriate.

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7.1 The Constitution will clearly reflect the Objects of SLSNSW and shall generally confirm with the FSC Branch and SLSNSW Constitutions, subject to any requirements in the Act, and at least to the extent of the below (Rules 7.1.1 – 7.1.6), with such incidental variations as are necessary having regard to the Act:

- 7.1.1 The Objects of SLSNSW.
- 7.1.2 The structure and membership categories of SLSA (if any).
- 7.1.3 Recognising SLSA as the national peak body for surf lifesaving in Australia.
- 7.1.4 Recognising SLSNSW as the peak body for surf lifesaving in New South Wales.
- 7.1.5 Recognising the FSC Branch.
- 7.1.6 Such other matters as are required to give full effect to the SLSNSW Constitution.

OPERATION OF THE FSC BRANCH AND SLSNSW CONSTITUTIONS

- 7.2 The Club will take all steps to ensure its Constitution is in conformity with the FSC 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 in conformity with future amendments made to the FSC Branch, SLSNSW and/or SLSA Constitutions, subject to any prohibition or inconsistency in the Act.
- 7.3 The Club shall provide to the FSC Branch and SLSNSW a copy of this Constitution and all amendments to this document. The Club acknowledges and agrees SLSNSW has power to veto any provision in this Constitution which, in SLSNSW's opinion, is contrary to the objects of SLSNSW.

ALTERATION OF THE CONSTITUTION

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

8. MEMBERSHIP OF THE CLUB

MINIMUM NUMBER OF MEMBERS

- 8.1 The Club must have at least twenty (20) Patrolling Members.

CATEGORIES OF MEMBER

- 8.2 Subject always to the SLSA Membership Directives in Part 6 of the SLSA Regulations, the Club is authorised to establish such Membership Categories as it requires and considers necessary in the context of the Club and the requirements of SLSNSW.
- 8.3 Subject to the SLSA Membership Directives, the Club should establish and specify Membership Categories in the Club Regulations, which can be updated by the Committee from time to time.

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APPLICATIONS FOR MEMBERSHIP

- 8.4 An application for membership by an individual or family group must be:
- 8.4.1 Submitted online via the SLSA Member Portal and in accordance with the process (if any) as prescribed by the Committee from time to time.
 - 8.4.2 In writing to the Club Registrar (automatically generated by the SLSA Member Portal).
 - 8.4.3 Accompanied by the appropriate fee(s), as applicable to the relevant membership category.

DISCRETION TO ACCEPT OR REJECT A MEMBERSHIP APPLICATION

- 8.5 The Club may, acting reasonably and in good faith, accept or reject an application whether the application has complied with the requirements in Rule 8.4 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- 8.6 Where the Club accepts an application the applicant shall, subject to notification to the FSC Branch and SLSNSW, become a Member.
- 8.7 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.
- 8.8 If the Club rejects an application, it will refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reason for the rejection needs to be given and there is no right of appeal.

RENEWAL OF MEMBERSHIP

- 8.9 Members (including Life Members and Honorary Members) must reapply annually for renewal of membership of the Club in accordance with the procedures set down by the Club from time to time and accompanied by the designated membership fee for the membership category.
- 8.10 Rule 8.4 applies to applications for renewal of membership.
- 8.11 Upon re-application, a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

MEMBERSHIP TRANSITIONAL ARRANGEMENTS

- 8.12 Notwithstanding any other rule of this Constitution, the transitional arrangements in Rule 37 shall apply to the continuation of Membership from date of adoption of this Constitution.

LIFE MEMBERS

- 8.13 The Board may recommend to the Annual General Meeting that any Member who has rendered distinguished service to the Club and surf lifesaving, where such service is deemed to have assisted the advancement of the Club and surf lifesaving in Broulee and Surrounding Areas, to be appointed as a Life Member.
- 8.14 A resolution of the Annual General Meeting to confer Life Membership on the recommendation of the Committee must be Special Resolution with at least a 66 per cent majority of Members in attendance in favour of the motion.

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8.15 Life Members will not have to pay any annual membership renewal fee when re-applying annually to be retained on the next seasons Register.

EFFECT OF MEMBERSHIP

8.16 Members must acknowledge and agree:

8.16.1 This Constitution constitutes a contract between each of them and the Club, and they are bound by this Constitution and the Regulations.

8.16.2 They shall comply with and observe this Constitution and the Regulations.

8.16.3 By submitting to this Constitution and the Regulations, they are subject to the jurisdiction of the Club, FSC Branch, SLSNSW and SLSA.

8.16.4 This Constitution and the Regulations are necessary and reasonable for promoting the Objects.

8.16.5 Neither membership of the Club, or this Constitution gives rise to:

8.16.5.1 Any proprietary right of Members in, to, or over property or assets.

8.16.5.2 Any automatic right of a Member to renewal of their membership of the Club.

8.16.5.3 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.

8.16.6 They are entitled to all benefits, advantages, privileges and services of the membership as determined by the Board.

8.17 A right, privilege or obligation of a person by reason of their membership of the Club:

8.17.1 Is not capable of being transferred or transmitted to another person.

8.17.2 Terminates upon the cessation of membership whether by death, refusal, resignation or otherwise (under Rule 11).

LIABILITY OF MEMBERS

8.18 The liability of Members of the Club is limited to the amount of their (paid) membership fee for the current season.

9. SUBSCRIPTION AND FEES

9.1 The benefits, applicable timeframe and manner of payment of the Annual Subscription and any other fees or levies payable by Members or Membership Categories to the Club, shall be determined by the Committee from time to time.

9.2 The Committee is empowered to prevent any Member whose 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. This includes, but is not limited to, the right to vote at General Meetings.

9.3 There is no right of appeal where the Committee exercises its rights under the above Rule 9.2.

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10. REGISTER

REGISTER OF MEMBERS

10.1 The Club shall keep and maintain a Register of Members which will include the following information for each individual Member:

10.1.1 Name and address.

10.1.2 Category of membership.

10.1.3 The date on which membership was accepted by the Club.

10.1.4 Where relevant, the date on which membership ceased.

10.1.5 Any other information determined as requisite by the Committee.

USE OF SURFGUARD

10.2 SurfGuard, or any similar database system used by SLSA, shall be used as the Register.

CHANGE OF MEMBER DETAILS

10.3 Members shall provide notice of any change and required details to the Club as soon as practicable.

INSPECTION OF REGISTER

10.4 Inspection of the Register will only be available as required by the Act and under Rule 35 of this Constitution.

USE OF THE REGISTER

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

11. DISCONTINUANCE OF MEMBERSHIP

DISCONTINUANCE OF NOTICE OF RESIGNATION OR WITHDRAWAL

11.1 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 their resignation or withdrawal.

DISCONTINUANCE BY BREACH

11.2 Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution, including, but not limited to, the failure to pay any monies owed to the Club, failure to comply with the Regulations or any resolution or determination made or passed by the Committee or any duly authorised Subcommittee.

11.3 Subject to this Constitution, Membership shall not be discontinued by the Committee under Rule 11.2 of this Constitution without the Committee first giving the accused Member the opportunity to explain 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 and/or remedy the breach.

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11.4 Where, in the Committee's view, a Member fails to adequately explain or remedy the breach, the relevant membership may be discontinued under Rule 11.2 of this Constitution by the Club via written notice of the discontinuance.

11.5 Any Member whose membership is discontinued under Rule 11.2 of this Constitution shall have the right to appeal the discontinuation under the SLSA Regulations as amended from time to time.

DISCONTINUANCE BY FAILURE TO PAY SUBSCRIPTION

11.6 A Member is taken to have resigned if:

11.6.1 The Member's Annual Subscription is outstanding more than one month after the date on which subscription fees fall due and payable; OR

11.6.2 If no Annual Subscription is payable:

11.6.2.1 The Club has made a written request to the Member to confirm whether they wish to remain a Member.

11.6.2.2 The Member has not, within three months after receiving the request under Rule 11.6.2.1 of this Constitution, confirmed in writing that they wish to remain a member.

11.6.3 Should a sufficient explanation be made to the Committee for the failure to pay the Annual Subscription or other relevant fees, 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).

RESIGNATION BY FAILURE TO RE-APPLY

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

AMENDMENT TO THE REGISTER

11.8 Where a Member resigns under Rule 11.1, the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable under Rule 10.1.4 of this Constitution.

FORFEITURE OF RIGHTS

11.9 A Member who ceases to be a Member, for whatever reason, shall forfeit all rights 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.

MEMBERSHIP MAY BE REINSTATED

11.10 Membership which has been discontinued under Rule 11 of this Constitution may be reinstated at the discretion of the Committee, upon such conditions as it deems appropriate.

REFUND OF MEMBERSHIP FEES

11.11 The Annual Subscription or other fees paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

12. GRIEVANCES, JUDICIAL AND DISCIPLINE

12.1 The Club adopts the grievance, judicial and discipline processes in the SLSA Member Protection Policy and SLSA Regulations as amended from time to time.

13. ANNUAL GENERAL MEETING

ANNUAL GENERAL MEETING TO BE HELD

13.1 The Club shall convene and hold an Annual General Meeting of its Members annually within six months after the end of the financial year (30 April) and in accordance with the Act.

13.2 The Annual General Meeting of the Club shall, subject to the Act and to Rule 13.1 be convened at a time, date and venue to be determined by the Committee.

13.3 Only those Members that are financial as of 30 April shall be eligible to vote at an Annual General Meeting.

BUSINESS

13.4 In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting shall include the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members (including those positions that constitute the Board/Executive) under this Constitution, the motion of affiliation with the FSC Branch and SLSNSW, the appointment of, and fixing remuneration of the auditors and any other business of which seven (7) days prior notice is given in accordance with Rule 29 of this Constitution.

ADDITIONAL GENERAL MEETINGS

13.5 The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year. Any General Meeting other than an Annual General Meeting shall be called a Special General Meeting.

14. SPECIAL GENERAL MEETING

SPECIAL GENERAL MEETING MAY BE HELD

14.1 The Committee may, whenever it deems fit, convene a Special General Meeting of the Club.

14.2 The Committee shall convene a Special General Meeting if more than 15 months elapses between Annual General Meetings before the expiration of that period.

REQUEST FOR A SPECIAL GENERAL MEETING

14.3 The Committee shall, on the requisition in writing of 20 per cent of Members entitled to vote, convene a Special General Meeting.

14.4 The requisition for a Special General Meeting shall:

→ State the object(s) of the meeting; AND

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- Be signed by those Members making the requisition; AND
- 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 requisition.

14.5 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Club, the Members making the requisition may convene a Special General Meeting to be held no later than three months after that date.

14.6 A Special General Meeting convened by Members under this Constitution shall be convened in the same, or as near as possible a manner as that convened by the Committee under Rule 14.3.

15. GENERAL MEETINGS

NOTICE TO BE GIVEN FOR GENERAL MEETINGS

15.1 Notice of every General Meeting shall be given to every Member entitled to receive notices, at the address appearing in the Register. The auditor (if any) and the Committee shall also be entitled to notice of every General Meeting, which shall be sent to each individual's last notified address. No other person shall have the right to receive notices of General Meetings.

15.2 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 of this Constitution.

15.3 At least seven (7) days' notice of a General Meeting shall be given to those members entitled to receive the notice together with:

15.3.1 The agenda for the meeting.

15.3.2 All nominations for candidates to be elected to the Committee received under Rule 19.1 of this Constitution.

15.3.3 Any notice of motion received from Members to the Secretary three (3) days prior to the meeting.

15.4 The accidental omission to give any notice of any General Meeting to any Member shall not invalidate the meeting or any resolution passed at such meeting.

BUSINESS OF THE MEETING

15.5 No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.

QUORUM OF A GENERAL MEETING

15.6 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.

15.7 A quorum for General Meetings of the Club shall be 10 Members and, four (4) of those 10 shall be current Committee Members in positions designated as part of the Board/Executive.

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15.8 If a quorum as defined in Rule 15.7 is not present 30 minutes after the appointed time for the commencement of the General Meeting, the meeting:

15.8.1 If convened upon the requisition of Members (under Rule 14.3), shall be dissolved.

15.8.2 In any other case, shall stand adjourned to:

- The same day in the following week at the same time at the same venue (unless members are notified of an alternate venue); OR
- Any date, time and place determined by the Chairperson;

And if a quorum is then not present within 30 minutes after the time appointed for the commencement of the adjourned meeting, the meeting shall lapse.

PRESIDENT TO CHAIR

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

15.9.1 In relation to any election for which the President is a nominee; OR

15.9.2 Where a conflict of interest exists.

15.10 If the President is not present, or is unwilling, or unable to preside, the Vice President shall preside as Chairperson of the General Meeting. If the Vice President is not present, or is unwilling, or unable to preside, the Members shall appoint a member of the Board/Executive to preside as Chairperson for that meeting only.

CHAIRPERSON MAY ADJOURN THE MEETING

15.11 The Chairperson may adjourn the meeting from time to time and from place to place, with the consent of any meeting at which a quorum is present.

15.12 Equally, the Chairperson shall adjourn the meeting if directed by the meeting, subject to a quorum being present.

15.13 Under Rules 15.11 and 15.12, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

15.14 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.

15.15 Except as provided in Rule 15.12, it shall not be necessary to give notice of an adjournment or the business to be transacted at any adjourned meeting.

USE OF TECHNOLOGY

15.16 A Member not physically present at a General Meeting may participate in the meeting via electronic communication technology that allows the Member, and all other Members present at the meeting, to clearly and simultaneously communicate with each other.

15.17 A Member participating in a General Meeting under Rule 15.16 is taken to be present at the meeting and, if the Members votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS

MEMBERS ENTITLED TO VOTE

16.1 Subject to any other provision of this Constitution, each Membership Category specified as entitled to vote under Rule 8.2 shall be entitled to vote at General Meetings.

VOTING PROCEDURE

16.2 Subject to this Rule 16, votes at a General Meeting shall be given in person by those present (either physically or via an acceptable communication technology under Rule 15.16) and entitled to vote.

16.3 Subject to Rule 16.4, all questions arising at a General Meeting shall be determined on a show of hands.

RECORDING A DETERMINATION

16.4 Unless a poll is demanded under Rule 16.5, a declaration by the Chairperson that a resolution has, on a show of hands, been carried unanimously or by a particular majority, or lost, and on entry to that effect in the minutes of the proceedings of the Club shall be conclusive evidence of the fact without further proof of the number of votes recorded in favour of or against the resolution.

WHERE A POLL IS DEMANDED

16.5 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:

16.5.1 The Chairperson.

16.5.2 A simple majority of the meeting.

16.6 If a poll is duly demanded under this Rule 16.6, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded.

CASTING VOTE

16.7 The Chairperson shall have a casting vote at General Meetings. Where voting at General Meetings is equal, the motion will be decided by the casting vote of the Chairperson.

PROXY VOTING

16.8 Proxy voting is not permitted at any General Meeting.

POSTAL VOTING

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

17. MINUTES OF A GENERAL MEETING

17.1 The Committee must ensure that minutes are taken and kept for each General Meeting.

17.2 The minutes must record:

17.2.1 The business considered at the meeting.

17.2.2 Any resolution which is taken and the result of the vote.

17.2.3 The names of all persons present at the meeting.

17.3 In addition, the minutes of each Annual General Meeting must include:

17.3.1 Any reports or financial statements submitted to the Members at the Annual General Meeting.

17.3.2 Any audited accounts and auditors report of a review accompanying the financial statements that are required under the Act.

18. COMMITTEE AND BOARD/EXECUTIVE

THE COMMITTEE

18.1 The Committee is responsible for the development, deployment and management of the Club's activities and operations as well as its strategic direction. This includes review and revision of identified Club endeavours and activities as deemed necessary by the Committee from time to time.

18.2 Subject to Rule 18.15, all Committee positions are put to election each season at the Club's Annual General Meeting or appointed from time to time by the Board/Executive where vacancies and/or operational and/or strategic needs arise.

18.3 All Committee Members are responsible for the ongoing management of their specified area(s) of responsibility.

18.4 Committee Members are to discharge their responsibilities in consultation with the Board/Executive and wider Committee to ensure no conflicts of interest between areas and securing potential benefits from coordination.

18.5 Elected positions on the Committee are to be determined by the Committee on an as needs basis, excepting those positions that constitute the Board/Executive which are subject to this Constitution under Rule 18.9.

POWERS OF THE COMMITTEE

18.6 The affairs of the Club shall be managed by the Committee constituted under Rule 18.1.

18.7 The Committee shall meet monthly.

18.8 Subject to this Constitution and the Act, the Committee shall have the power to:

18.8.1 Control and manage the business and affairs of the Club.

18.8.2 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 Meetings.

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18.8.3 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.

THE BOARD/EXECUTIVE

18.9 In accordance with requirements from SLSNSW, the Club Board/Executive consists of five Committee positions and is responsible to the FSC Branch, SLSNSW, SLSA and any other institutions with responsibility for issues pertinent to the Club, or to which the Club must be compliant to directives.

18.10 The Board/Executive shall consist of the following Committee Members:

18.10.1 President

18.10.2 Vice President

18.10.3 Treasurer

18.10.4 Secretary

18.10.5 Club Captain

18.11 The Board /Executive is responsible for the day-to-day management of the Club's business and functions in consultation and cooperation with the relevant members of the Committee responsible for the matters being dealt with.

18.12 The Board/Executive shall report to the Committee on any actions and/or decisions taken as part of the day-to-day management of the Club's business no later than the next Committee Meeting.

18.13 Those Committee Members who constitute the Board /Executive are subject to the rules and regulations that govern all other Committee Members as determined by the Committee, FSC Branch, SLSNSW, SLSA and/or the Act.

APPOINTMENT OF THE BRANCH DELEGATE

18.14 The Committee shall, from amongst Club Members, appoint a Delegate to attend general meetings of the FSC Branch for such terms as the Committee determines, and otherwise in accordance with the FSC Branch Constitution. The Club must advise the FSC Branch in writing of its Delegate.

TRANSITIONAL ARRANGEMENTS

18.15 Notwithstanding any other rule of this Constitution, the transitional arrangements set out under Rule 37 of this Constitution shall apply from the date of adoption of this Constitution.

TERMS OF OFFICE

18.16 Committee Members shall be elected in accordance with this Constitution for a one-year period, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the following Annual General Meeting.

18.17 Committee Members may be re-elected.

18.18 A Committee Member may give notice under Rule 20.1 of this Constitution to resign their position and any replacement (either appointed or elected at the discretion of the Committee) shall complete the original term of the resigned Committee Member.

19. ELECTION OF COMMITTEE MEMBERS

NOMINATIONS OF CANDIDATES

19.1 The Club shall call for nominations for candidates to be elected to the Committee not less than 21 days prior to the Annual General Meeting.

19.2 When calling for nominations the Club shall also provide details of the necessary qualifications, and job description for the position (if any). Qualifications and job descriptions shall be as determined by the Committee from time to time.

19.3 A candidate must:

19.3.1 Be 18 years of age or older.

19.3.2 Reside in Australia.

19.3.3 Be a Member of the Club.

19.4 Nominations of candidates for election as Committee Members shall be made in writing, endorsed (via signature) by two extant Members and received by the Secretary no less than seven (7) days prior to the date of the Annual General Meeting.

19.5 If insufficient nominations are received to fill all vacancies on the Board:

19.5.1 Nominations can be taken from the floor during the Annual General Meeting.

19.5.2 A candidate nominated under Rule 19.1.5.1 shall, subject to declaration by the Chairperson, be deemed to be elected.

19.5.3 Any/all remaining positions will be deemed casual vacancies under Rule 20.3 of this Constitution.

19.6 If the number of nominations for a specific role received do not exceed the number of vacancies to be filled for that role, the person(s) nominated shall, subject to declaration by the Chairperson be deemed to be elected.

19.7 If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy.

VOTING PROCEDURES

19.8 Elections shall be conducted by such means as determined by the Committee subject to this Constitution.

20. COMMITTEE VACANCIES

GROUND FOR TERMINATION OF A COMMITTEE MEMBER

20.1 For the purposes of this Constitution, a Committee Member position becomes vacant if the Committee Member:

20.1.1 Ceases to be a Member.

20.1.2 Dies.

20.1.3 Becomes bankrupt or makes any arrangement or composition with their creditors generally.

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- 20.1.4 Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- 20.1.5 Resigns their office in writing to the Club.
- 20.1.6 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 21.16 of this Constitution or provided reasonable excuse or apology for such absence.
- 20.1.7 Without prior consent or later ratification of the Member in General Meetings, holds any office of profit under the Club.
- 20.1.8 Is directly or indirectly interested in any conduct or proposed contract with the Club fails to declare the nature of their interest.
- 20.1.9 Is removed from office in accordance with this Constitution.
- 20.1.10 Has been expelled or suspended from Membership (without further recourse under this Constitution or any other Constitutions of the FSC Branch, SLSNSW or SLSA).
- 20.1.11 In the opinion of the Board (but subject always to the Constitution):
- Has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; OR
 - Has brought themselves or the Club or surf lifesaving into disrepute.
- 20.1.12 Would otherwise be prohibited from being a director of a corporation under the Corporations Act.

REMOVAL OF A COMMITTEE MEMBER

- 20.2 The Club, in a General Meeting, may bring a Special Resolution remove any Committee Member, before the expiration of their term and appoint another Member in their place to hold the office until the expiration of the term of the first mentioned Committee Member per Rule 18.15.
- 20.3 Where the Committee Member to whom a proposed resolution referred to in Rule 20.2 makes representation in writing to the President or Vice President and requests that such representation be notified to the Members, the President may send a copy of the representation to each Member or, if they are not so sent, the Committee Member may require that they be read out at the General Meeting, and the representations shall be so read.

CASUAL VACANCY

- 20.4 Subject to Rule 18.15, in the event of a casual vacancy in the office of any Committee position, the Committee may appoint a Member to the vacant office and the person so appointed in office up to the conclusion of the AGM at which the term of the previous appointee would have expired.

21. COMMITTEE MEETINGS

CONVENING A COMMITTEE MEETING

- 21.1 Subject to Rule 18.7 of this Constitution, the Committee shall meet monthly for the dispatch of business, except for January each year, unless the Committee deems a January meeting necessary.

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21.2 Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.

21.3 Unless all Committee Members agree to hold a meeting at shorter notice than per each month under Rule 21.1, either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with this Rule 21.3 of this Constitution, not less than two (2) days written notice of a Committee Meeting shall be given to each Committee Member.

21.4 Written notice of each Committee Meeting, specifying the general nature of the time, date and place of the meeting and the business to be transacted, shall be server on each Committee Member by:

21.4.1 Delivering it to that Director personally.

21.4.2 Sending it in writing, or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched).

21.4.3 In accordance with the Directors last notified contact details.

21.5 Notice may be given of more than one Committee meeting at the same time.

URGENT COMMITTEE MEETINGS

21.6 In cases of urgency, a Committee Meeting can be held without notice being given under Rule 21.1 provided as much notice as practicable is given to each Committee Member by the most effective means.

21.7 Any resolution made at an urgent Committee Meeting must be passed by a majority of those Committee Members present and at least two (2) Board/Executive position holders.

QUORUM FOR A COMMITTEE MEETING

21.8 At Committee Meetings, the number of Committee Members whose presence is required to constitute a quorum is 10, inclusive of at least two (2) Board/Executive position holders.

21.9 No business shall be transacted unless a quorum is present and if within 30 minutes 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 day in the following week, or any date, time and place determined by the President.

21.10 The Committee may act notwithstanding any casual vacancy. However, if there are enough casual vacancies such that the number of remaining Committee Members is not sufficient to constitute a quorum at a Committee Meeting, those Committee Members may act only for the purposes of increasing the number of Committee Members to a number to constitute such a quorum.

PROCEDURES FOR COMMITTEE MEETINGS

21.11 The President shall chair the meeting. If the President is absent or unwilling to act, the Vice President shall chair the meeting. If the Vice President is absent or unwilling to act, the Committee shall appoint one of its members to chair the meeting.

21.12 At the commencement of each Committee Meeting, the chair shall ask those Committee Members present if any of them has any material personal and/or financial interest (real, potential

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or perceived) in a matter to be considered in accordance with Rules 21.19 through 21.28 of this Constitution.

- 21.13 Questions arising at any Committee Meeting shall be determined by a show of hands, and if demanded by a Committee Member, by poll taken in such manner as the person chairing the meeting may determine.
- 21.14 Questions arising at any Committee Meeting shall be determined by a vote. The determination of a majority of Committee Members shall be deemed a determination of the Committee. All Committee Members shall have one vote on any question. The Chairperson may exercise a casting vote when a vote result is split equally.
- 21.15 An out of session resolution provided to the Committee in writing (including via means of electronic communication), and deemed valid by a majority of the Committee, shall be deemed as valid and effectual as if it had been passed at a Committee Meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- 21.16 Without limiting the power of the Committee to regulate its meetings as it thinks fit, a Committee Meeting may be held where one or more of the Committee Members is not physically present at the meeting, provided:
- 21.16.1 All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other forms of electronic communication.
- 21.16.2 Notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee.
- 21.16.3 Any meeting held where one or more of the Committee Members is not physically present shall be determined at the place specified in the notice of the meeting provided a Committee Member is present at that location. If no Committee Member is physically present at the nominated location, the meeting shall be deemed to be held at the place where the Chairperson is located.
- 21.17 Life Members of the Club are able to attend Committee Meetings and vote on any motions.

LEAVE OF ABSENCE

- 21.18 The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding three (3) months.
- 21.19 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

MATERIAL PERSONAL INTERESTS

- 21.20 A Committee Member 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.
- 21.21 A Committee Member with such a material personal interest must not:

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21.21.1 Be present while the matter is being considered at the meeting, unless the Committee grants express approval, by vote, that the Member with such a material personal interest may remain present for discussion of the relevant matter.

21.21.2 Must not vote on the matter.

21.22 A general notice that a Committee Member is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for the relevant matter. After such general notice it is not necessary for such Committee Member to give special notice relating to the specified matter.

21.23 Any declaration made or any general notice by aforesaid Committee Member under this Rule 21.18 must be recorded in the Minutes of the relevant meeting.

FINANCIAL INTERESTS

21.24 A Committee Member is disqualified from:

- Holding any place of profit or position of employment in the Club, or in any company or incorporated entity in which the Club is a shareholder or otherwise interested; OR
- Contracting with the Club either as a vendor, purchaser or otherwise;

Except with the express resolution of approval of the Committee.

21.25 Any contract or arrangement in which any Committee Member is in any way interested, which is entered into by, or on behalf of the Club without the approval of the Committee, will be voided for such reason.

21.26 The nature of a financial interest must be declared by the Committee Member at the Committee Meeting at which the contract or arrangements is first taken into consideration if the interest then exists, or in any other case at the first Committee Meeting after acquisition of the interest.

21.27 A general notice that a Committee Member 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 21.24 for the relevant Committee Member and the specified transaction. After such general notice it is not necessary for the Committee Member to give special notice to any particular transaction with that firm or company.

21.28 Any declaration made or any general notice by aforesaid Committee Member under this Rule 21.22 must be recorded in the Minutes of the relevant meeting.

CONFLICTS

21.29 A Committee Member, 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 Committee Member is interested. If the Committee Member votes, the vote shall not be counted.

22. DELEGATED POWERS

THE COMMITTEE MAY DELEGATE FUNCTIONS

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

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

22.2.1 This power of delegation.

22.2.2 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.

22.3 At any time, the Committee may by instrument in writing, revoke wholly or in part any delegation made under this Rule 22.1 and may amend or repeal any decision made by such body under this Rule 22.1.

EXERCISE OF DELEGATED FUNCTIONS

22.4 A function, the exercise of which has been delegated under this Rule 22.4, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

22.5 A delegation under Rule 22.4 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.

PROCEDURES OF DELEGATED ENTITY

22.6 The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incident amendment, be the same as that applicable to meetings of the Committee under Rule 21.11.

22.7 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.

22.8 The entity shall also provide any other reports, minutes and information required by the Committee.

23. DUTIES

GENERAL DUTIES

23.1 As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with the Constitution and the Act.

23.2 The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual Committee Members comply with this Constitution.

23.3 The Committee must ensure that the Club complies with all requirements in the Act regarding financial statements.

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PUBLIC OFFICER

23.4 As per section 34 of the Act, the Club must have a Public Officer position appointed.

23.5 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.

23.6 The Public Officer must give the Registrar notice of their appointment within 28 days of the appointment being made.

23.7 If the position of Public Officer becomes vacant, the Committee must appoint a Member to the position within 28 days of the vacancy arising.

24. MINUTES OF COMMITTEE MEETINGS

25. The Committee must ensure minutes are taken and kept of each Committee Meeting.

26. As a minimum, the minutes must record:

26.1 The business considered at the meeting.

26.2 Any resolutions on which a vote was taken and the result of the vote.

26.3 Any interests declared under Rules 21.18 or 21.22.

25. REGULATIONS

COMMITTEE TO FORMULATE REGULATIONS

25.1 The Committee may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Club, advancement of the Objects and surf lifesaving in Broulee and Surrounding Areas as it thinks necessary or desirable.

25.2 Such Regulations must be consistent with this Constitution, the FSC Branch Constitution, the SLSNSW Constitution, the SLSA Constitution and any other regulations or operating procedures made by SLSNSW or SLSA.

25.3 If any Regulations are inconsistent with the SLSNSW or SLSA Constitution, those Regulations shall be null and void and, consequently, inapplicable.

REGULATIONS BINDING

25.4 All Regulations made under this Rule 25 shall be binding on the Club and its Members.

REGULATIONS TRANSITIONAL ARRANGEMENTS

25.5 Any and all alterations, interpretations or other changes to the Regulations shall be advised to Members by means of notice(s) approved and issued by the Committee.

26. FUNDS, RECORDS AND ACCOUNT

SOURCES OF FUNDS

26.1 The Committee will determine the source 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.

CLUB TO KEEP RECORDS

26.2 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.

26.3 The Club shall retain such records for seven (7) years after the completion of the transaction or operations to which they relate.

COMMITTEE TO SUBMIT ACCOUNTS

26.4 The Club's statements of account are required to be audited as per the *Charitable Fundraising Act 1991 (NSW)*. At the Annual General Meeting the audited statement of account must be presented to Members.

ACCOUNTS CONCLUSIVE

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

27. APPLICATION OF INCOME

27.1 The income and property of the Club shall be applied solely towards the promotion of the Objects.

27.2 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.

27.3 Nothing in Rule 27 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:

27.3.1 Any service actually rendered to the Club whether as an employee or otherwise.

27.3.2 Goods supplied to the Club in the ordinary and usual course of operation.

27.3.3 Interest on money borrowed from any Member.

27.3.4 Rent for premise demised or let by any Member to the Club.

27.3.5 Any out-of-pocket expenses incurred by the Member on behalf of the Club.

27.4 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

28.1 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 Committee Members serving in Board/Executive positions or in such other manner as the Committee Determines.

29. AUDITOR

29.1 A properly qualified auditor or auditors shall be appointed, by the Club in the Annual General Meeting. The Auditor's duties shall be regulated in accordance with the Act, or if no relevant provision exists under the Act, in accordance with the Corporations Act and generally accepted principles, and/or any applicable code of conduct. The Auditor may be removed by the Club in a General Meeting.

29.2 The accounts of the Club shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year (30 April).

30. SERVICE OF NOTICES

30.1 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. Notices may also be posted on the Club's website.

30.2 Where a notice is sent by post, service of the notice shall be deemed to be affected at the time the letter would have been delivered in the ordinary course of post.

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

31. COMMON SEAL

31.1 The Club may have a Seal upon which its corporate name shall appear in legible characters.

31.2 The Seal shall not be used without the expressed authorisation of the Committee. Every use of the Seal shall be recorded in the minutes of a Committee Meeting. Two Committee Members serving in Board/Executive positions must witness every use of the Seal, unless the Committee determines otherwise.

32. REGISTERED ADDRESS

32.1 The registered address of the Club is the address as determined from time to time by resolution of the Committee.

33. INDEMNITY

- 33.1 Every Committee Member, 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 them in their capacity as a Committee Member, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal. In connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.
- 33.2 The Club shall indemnify its Committee Members, officers, managers and employees against all damages and costs (including legal costs) for which any such Committee Member, officer, manager and employee may be or become liable to any third party in consequence of any such act or omission except wilful misconduct in the case of:
- 33.2.1 A Committee Member or officer performed or made whilst acting on behalf of, and with the authority, express or implied of the Club.
- 33.2.2 An employee, performed or made whilst made in the course of, and within the scope of their employment of the Club.

34. DISSOLUTION

- 34.1 The Club may be dissolved voluntarily by Special Resolution.
- 34.2 If the Club is dissolved, the liability of the Membership shall be limited to the amount of each Member's paid-up membership fee for the current season. No other amount shall be payable to the Member.
- 34.3 If upon dissolution of the Club or upon revocation of its endorsement as a deductible gift recipient (whichever occurs first), there remains after satisfaction of all its debts and liabilities any such surplus assets of property as follows:
- 34.3.1 Gifts of money or property for the objects of the Club.
- 34.3.2 Contributions made in relation to an eligible fundraising event held for the Objects of the Club.
- 34.3.3 Money received by the Club because of such gifts and contributions.
- 34.4 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) which:
- 34.4.1 Has objects similar to the Objects.
- 34.4.2 Prohibits the distribution of its or their income and property among or the Members to an extent at least great as is imposed on the Club by this Constitution.
- 34.4.3 Is charitable at law and to which income tax deductible gifts can be made.
- 34.5 Such organisation(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.

35. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- 35.1 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.
- 35.2 Subject to the 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.
- 35.3 Inspection of Club records will only be made available to Members where the purpose of the inspection is for proper purposes and is in good faith. This will be determined by the Committee in its sole discretion and taking into consideration confidentiality and privacy considerations.

36. LIQUOR LICENCE OBLIGATIONS

- 36.1 The Club shall follow all applicable rules and regulations as set out by the Office of Liquor, Gaming and Racing from time to time.

37. TRANSITION ARRANGEMENTS

- 37.1 Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this Rule 37 shall apply from the date of adoption of this Constitution.
- 37.2 The Members of the governing or managing body of the Club in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of all Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- 37.3 All clauses, rules, Regulations of the Club in force at this date of approval of this Constitution insofar as such clauses, rules and regulations are not inconsistent with or have been replaced by this Constitution, shall be deemed to be Regulations under Rule 25.
- 37.4 All individuals who are, prior to the approval of this Constitution, Members shall be deemed Members 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.

END OF CONSTITUTION