



CONSTITUTION
SURF LIFE SAVING
LOWER NORTH COAST
BRANCH INC.

DATE: 27 JULY 2020

Incorporation No. Y2089809

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1. NAME

The name of the incorporated association is Surf Life Saving Lower North Coast Branch Incorporated (the Branch).

2. INCORPORATION

Branches shall incorporate under the *Associations Incorporation Act 2009 (NSW)*. (the Act) and shall remain incorporated.

3. OBJECTS OF BRANCH

The Branch is established solely for these Objects. The Objects of the Branch are to:

- (a) provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout the MidCoast Council LGA;
- (b) participate as a Member of Surf Life Saving New South Wales (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.
- (c) ensure the maintenance and enhancement of the Branch, SLSNSW, Surf Life Saving Clubs, SLSA and surf lifesaving, their standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (d) at all times promote mutual trust and confidence between the Branch, SLSNSW, Surf Life Saving Clubs, SLSA and the Members in pursuit of these objects;
- (e) at all times act on behalf of and in the interest of the Members and surf lifesaving;
- (f) promote the economic and community service success, strength and stability of the Branch, SLSNSW, SLSA, Surf Life Saving Clubs and surf lifesaving;
- (g) affiliate with and otherwise liaise with SLSNSW in the pursuit of these objects and surf lifesaving;
- (h) conduct, encourage, promote, advance and control surf lifesaving in Surf Life Saving Lower North Coast Branch its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (i) promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in lifesaving;
- (j) use and protect the Intellectual Property;
- (k) apply the property and capacity of the Branch towards the fulfilment and achievement of these objects;
- (l) promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in lifesaving;
- (m) strive for Governmental, commercial and public recognition of the Branch as the authority on aquatic safety and management in the MidCoast Council LGA;
- (n) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment;
- (o) further extend the operations and teachings of the Branch throughout the lower north coast;
- (p) further develop surf lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage assessments, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (q) review and/or determine any matters relating to surf lifesaving which may arise, or be referred to it, by any Member;

- (r) pursue through itself or other such commercial arrangements (which are not in conflict with SLSNSW or any other surf lifesaving entity), including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in MidCoast Council LGA;
- (s) adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf lifesaving;
- (t) represent the interests of its Members and of surf lifesaving generally in any appropriate forum in MidCoast Council LGA;
- (u) have regard to the public interest in its operations;
- (v) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF BRANCH

Solely for furthering the Objects in **rule 3**, the Branch 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 *s124 of the Corporations Act*.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

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

Annual General Meeting means a meeting of Members convened under **rule 12**.

Affiliation Fees shall be set by the Board as maybe determined at times by SLSNSW under **Rule 8.1(b)**.

Board means the body managing the Branch and consisting of the Directors under **rule 17.2**.

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

Branch means Surf Life Saving Lower North Coast Branch Incorporated.

Branch Council means those responsibilities as determined under **rule 22**

Committee means any committee of the Board created under **rule 21.3(d)** from time to time.

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

Delegate means the person appointed by the Club affiliated to Surf Life Saving Lower North Coast Branch, to act for and on behalf of the Club to attend, debate at Branch Council Meetings, and vote only at Branch General and Special General Meetings.

Director means a Member of the Board appointed under **rule 18**.

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

General Meeting means the annual or any special general meeting of the Branch convened under **rule 14**.

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

Life Member means an individual appointed as a Life Member of the Branch under **rule 8.3**.

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

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

President means the President for the time being of the Branch appointed under **rule 17.3(1)**.

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

Register means the register of Members kept under **rule 9**.

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

Seal means the common seal of the Branch and includes any official seal of the Branch.

SLSA means Surf Life Saving Australia

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.

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

Surf Life Saving Club means a Surf Life Saving Club which is a Member of or otherwise affiliated with Surf Life Saving Lower North Coast Branch, 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 to the

extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

6. STATUS AND COMPLIANCE OF BRANCH

6.1 Recognition of the Branch

Subject to compliance with this Constitution, the SLSNSW Constitution, the SLSA constitution, the SLSA Regulations and any lifesaving or patrol services agreement between the Branch and SLSNSW, the Branch shall continue to be recognised as an affiliate of SLSNSW and shall administer surf lifesaving activities in the Branch in accordance with the Objects.

6.2 Compliance of Branch

The Board acknowledges and agrees the Branch shall:

- A. be or remain incorporated in New South Wales;
- B. appoint a Delegate annually to represent the Branch at meetings of SLSNSW as may be required;
- C. nominate such other persons as may be required to be appointed to SLSNSW committees from time to time under this Constitution or the constitution or SLSNSW;
- D. forward to the Branch and SLSNSW a copy of its constituent documents and details of its Directors;
- E. adopt the objects of SLSNSW (in whole or in part as are applicable to the Branch) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the SLSNSW constitution;
- F. apply its property and capacity solely in pursuit of the Objects and surf lifesaving;
- G. do all that is reasonably necessary to enable the Objects to be achieved;
- H. act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for benefit of the Members and surf lifesaving;
- I. at all times act on behalf of and in the interests of the Members and surf lifesaving; and
- J. by, adopting the objects of SLSNSW, abide by the SLSNSW constitution.

6.3 Operation of Constitution

The Branch and Board 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 MidCoast Council LGA;
- B. to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- C. not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of surf lifesaving and its maintenance and enhancement;
- D. to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- E. to act in the interests of surf lifesaving and the Members;
- F. where the Branch considers or is advised that a Member has allegedly
 - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Branch; or
 - (b) acted in a manner prejudicial to the Objects and interests of the Branch and/or surf lifesaving; or

- (c) brought themselves, the Branch, any Surf Life Saving Club or surf lifesaving (including the Branch, SLSNSW and SLSA) into disrepute;

the Branch may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member with such penalty as it thinks appropriate

7. BRANCH'S CONSTITUTION

7.1 Constitution of the Branch

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

- A. the objects of the Branch;
- B. the structure and membership categories of SLSA (if any);
- C. recognising SLSA as the national peak body representing surf lifesaving in Australia;
- D. recognising SLSA 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 Branch Constitution;

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

7.2 Operation of the Branch and SLSNSW Constitution

- A. The Branch will take all steps to ensure its Constitution is in conformity with the SLSNSW constitution 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, SLSNSW and SLSA constitutions, subject to any prohibition or inconsistency in the Act.
- B. The Branch shall provide to SLSNSW a copy of its Constitution and all amendments to this document. The Branch acknowledges and agrees that SLSNSW has power to veto any provision in its Constitution which, in SLSNSW's opinion, is contrary to the objects of SLSNSW.

7.3 Alteration of Constitution

The Constitution of the Branch 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 BRANCH

8.1 Membership

(a) The membership of the Branch shall consist of the affiliated Surf Life Saving Clubs throughout the Branch and their Delegates, and such other persons who may be elected by the Branch.

(b) Clubs shall confirm their affiliation with the Branch annually on the appropriate form and shall pay the specified fee if any as determined by the Board.

(d) A register of Board Members, Club Presidents and appointed Club Delegates shall be kept electronically via the SurfGuard program, and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

(e) The liability of a member of the Branch to contribute towards the payment of the debts and liabilities of the Branch or the costs, charges and expenses of the winding up of the Branch is limited to the amount if any, unpaid by the club in respect of membership of the Branch.

8.2 Membership Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements in **rule 36** shall apply to the continuation of membership from the date of adoption of this Constitution.

8.3 Life Members

A. Life membership of the Branch, may be granted to members who have rendered distinguished service to the Branch over a period of at least fifteen (15) years.

B. The record of any person elected or appointed as a Branch, SLSNSW or SLSA Officer to perform a specific function for the Branch shall be considered for the purposes of election to Life Membership of the Branch.

C. Nominations must be in writing on the form provided by the Branch and signed by two members of the Branch, citing all relevant details.

D. Once the nomination has been received the Board shall convene Life Membership Committee, who will then review the record of each nominee, and determine whether the service rendered has been of a standard suitable for bestowing Life Membership to the Branch.

E. The Life Membership Committee's final recommendation shall be binding.

F. Only positive recommendations shall be received by the Board who will announce at an appropriate Branch forum, where the nominees record shall be delivered and Life Membership bestowed.

G. Negative recommendations shall be kept strictly confidential.

H. Life Members may attend all Branch Council and Annual General Meetings without voting rights.

I. A member who has been nominated for Life Membership must accept or reject the nomination in writing. Once the written acceptance has been received by the Board the member's status as Life Member shall be entered into SurfGuard.

8.4 Effect of Membership

A. Members acknowledge and agree that:

(a) This Constitution constitutes a contract between the Branch and the affiliated Club, which are bound by this Constitution and the Regulations;

(b) they shall comply with and observe this Constitution and the Regulations;

(c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of Branch, SLSNSW and SLSA.

(d) this Constitution and Regulations are necessary and reasonable for promoting the Objects;

- (e) neither membership of the Branch nor this Constitution gives rise to:
 - (1) any proprietary right of Clubs in, to or over the Branch or its property or assets;
 - (2) any automatic right of a Club to renewal of their membership of the Branch;
 - (3) subject to the Act and the Branch acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
 - (4) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (f) A right, privilege or obligation of a person by reason of their membership of a Club through affiliation with the Branch:
 - (1) is not capable of being transferred or transmitted to another person; and
 - (2) terminates upon the cessation of membership whether by death, refusal, resignation or otherwise.

8.5 Liability of Members

The liability of the Board Members of the Branch is limited.

9 REGISTERS

9.1 Branch to Keep Register of Members

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

- B. the full name and address of each Board Member;
- C. the category of membership of Board Member;
- D. the date on which the Board Member was appointed;
- E. any other information determined by the Board; and

9.2 Use of SurfGuard

SurfGuard shall be used as the Register of Members.

9.3 Changes to Member Details

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

9.4 Inspection of Register

Inspection of the Register will only be available as required by the Act and under **rule 36 (b)**.

9.5 Use of Register

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

10. DISCONTINUANCE OF MEMBERSHIP

10.1 Discontinuance by Breach

- A. Membership of the Branch may be discontinued by the Board upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Branch, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee.
- B. Subject to this Constitution, Membership shall not be discontinued by the Board under **rule 10.1A** without the Board first giving the accused Club the opportunity to explain the breach and/or remedy the breach. The accused Club shall be granted seven days notice of their right to appear and be heard by the Board to explain the breach and/or remedy the breach.

- C. Where a Club fails, in the Board's view to adequately explain or remedy the breach, that Club's membership may be discontinued under **rule 10.1A** by the Branch giving written notice of the discontinuance.
- D. Any Club's membership that is discontinued under **rule 10.1A** shall have the right to appeal the discontinuation under the SLSA Regulations as amended from time to time.

10.2 Discontinuance by Failure to Pay Annual Affiliation Fee

(a) A Club is taken not to have affiliated if:

- (1) the Club's annual affiliation fee is outstanding more than one month after the date on which affiliation fees fall due and payable; or
- (2) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

11. GREIVENCES, JUDICAL AND DISIPLINE

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

12. ANNUAL GENERAL MEETING

12.1 Annual General Meeting to be Held

- A. The Branch shall convene and hold an Annual General Meeting of its Members annually within six months after the end of the financial year and in accordance with the Act.
- B. The Annual General Meeting of the Branch shall, subject to the Act and to **rule 12.A**, be convened at a time, date and venue to be determined by the Board.

12.2 Business

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 Board and auditors, the election of Directors 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.

12.3 Additional Meetings

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

13. SPECIAL GENERAL MEETINGS

13.1 Special General Meetings May be Held

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

13.2 Request for Special General Meetings

- (a) The Board shall on the requisition in writing of three (3) Members of the Branch entitled to vote convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall:
 - (1) state the object(s) of the meeting; and
 - (2) be signed by the Members making the requisition; and
 - (3) be sent to the Branch.

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 Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Branch, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

14. GENERAL MEETINGS

14.1 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 Branch. The auditor (if any) and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) 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:
 - (1) the agenda for the meeting;
 - (2) any nominations for candidates to be elected to the Board received under **rule 18.1**; and
 - (3) any notice of motion received from Members under **rule 14.2(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.

14.2 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 30 days' notice in writing of that business to the Branch which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

14.3 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Branch shall be nine (9) persons including at least three (3) members of the Board, and at least the Delegates of three (3) clubs shall there be a quorum at such meetings.

- (a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (b) if convened upon the requisition of Members, shall be dissolved; and
 - (c) in any other case, shall stand adjourned to:
 - (1) 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
 - (2) any date, time and place determined by the chairperson;
- (d) 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.

14.4 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 Members shall appoint one of the Directors to preside as chairperson for that meeting only.

14.5 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 **14.5(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

14.6 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 14.6(a)** is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

15. VOTING AT GENERAL MEETINGS

15.1 Members Entitled to Vote

Subject to any other provision of this Constitution, each Club President and Club Delegate category of membership that has a right to vote under **rule 8.1** shall be entitled to one vote at General Meetings.

15.2 Voting Procedure

- (a) Subject to this **rule 15**, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to **rule 15.4**, all questions arising at a General Meeting shall be determined on a show of hands.

15.3 Recording of Determinations

Unless a poll is demanded under **rule 15.4**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Branch shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

15.4 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:
 - (1) the chairperson; or
 - (2) a simple majority of Members.

- (b) If a poll is duly demanded under this **rule15.4**, 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.

15.5 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.

15.6 Proxy Voting

Proxy voting is not permitted at any General Meeting.

15.7 Postal Voting

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

16. MINUTES OF GENERAL MEETINGS

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

17. BOARD

17.1 Powers of Board

- (a) The affairs of the Branch shall be managed by the Board constituted under **rule 17.2**.
- (b) Subject to this Constitution and the Act, the Board:
 - (1) shall control and manage the business and affairs of the Branch;
 - (2) may exercise all such powers and functions as may be exercised by the Branch other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (3) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Branch

17.2 Composition of Board

The Board shall comprise:

- 1) President
- 2) Director of Administration (if deemed necessary subject to funding from SLSNSW)
- 3) Director of Finance
- 4) Director of Life Saving
- 5) Director of Education
- 6) Director of Surf Sports

7) Director of Youth and Member Services

who must all be Members of the affiliated Clubs of the Branch and who shall be elected under **rule 18**.

17.3 Portfolios

In order to further the Objects, Directors will be allocated to specific portfolios, with specific responsibilities, as determined at the discretion of the Board.

(1) The President shall:

- (a) Preside at all Branch meetings and functions.
- (b) Have a deliberate vote and a casting vote in any motion, ballot or election.
- (c) Be responsible to the Branch.
- (d) Ensure that all Officers carry out their duties in accordance with this Constitution.
- (e) Be responsible for all matters relating to promoting Surf Life Saving to the Public
- (f) Liaise with the local media for the advancement of Life Saving within the Branch
- (g) As required by SLSNSW Constitution, the Branch President will represent the Branch at SLSNSW Council Meetings.

(2) The Director of Administration shall:

- (a) Be the Chairperson of the Board of Administration
- (b) Be responsible for maintaining a register of the names and addresses of all members in whom the control of the Branch is vested.
- (c) Be responsible for the forwarding of notices of all meetings and the business to be transacted to members in accordance with the rules.
- (d) Compile the Agenda paper for Branch meetings and must store the minutes of such meetings.
- (e) Conduct the correspondence of the Branch and be responsible for the custody of all documents belonging to the Branch and for the disposition thereof.
- (f) Be responsible for the drafting of the Annual Report, arrange for its printing and circulation to all Branch Officers and Club Secretaries seven (7) days prior to the Annual General Meeting.
- (g) Be responsible for all matters relating to Information Technology (IT) within the Branch
- (h) Distribute authorised Press Releases
- (i) Be responsible for the Publicity Officer.
- (j) Be responsible for the Judiciary Committee (As detailed in the SLS Australia's Constitution)

(3) The Director of Finance shall:

- (a) Be the Chairperson of the Board of Finance
- (b) Be responsible for all matters relating to Finance within the Branch

- (c) Receive all monies on behalf of the Branch and issue official receipts for same; all monies shall be deposited to the credit of a banking account in the name of the Branch.
- (d) Submit to each Branch Meeting, prepared statements showing details of receipts and expenditure for the period preceding the meeting and particulars relating to accounts payable. Arrange to produce such statements to the Branch reconciling the balance shown therein with the balance as shown in the Cash Book.
- (e) Arrange for the payment of all Branch accounts.
- (f) Keep or cause to be kept, proper books of record and also prepare books of accounts showing all receipts and expenditure and assets and liabilities in connection with the Branch.
- (g) Prepare a schedule of assets and liabilities of the Branch if and when requested to do so by a Branch Meeting.
- (h) Once in every year in conjunction with the Branch Auditor prepare a statement of income and expenditure, together with a balance sheet showing the position of the Branch as at the date of the close of the financial year.
- (i) To compile the Annual Budget for the Branch
- (j) Promote Surf Life Saving to Business with the intent of obtaining sponsorship or donations for the Branch and the Clubs
- (k) Be responsible for the collation and invoicing of awards.

(4) The Director of Life Saving shall:

- (a) Be a current Bronze Medallion holder with a minimum of 5 year's experience.
- (b) Be the Chairperson of the Board of Life Saving.
- (c) Be responsible for all matters relating to Life Saving within the Branch
- (d) Set Minimum Standards for Patrol Strengths
- (e) Be responsible for the Radio Officer
- (f) Be responsible for the Support Operations Officer.

(5) The Director of Education shall:

- (a) Be a current Bronze Medallion Assessor with a minimum of 5 years of experience.
- (b) Be the Chairperson of the Board of Education.
- (c) Be responsible for all matters relating to Education within the Branch
- (d) Be responsible for the Assessors of the Branch
- (e) Implement the Training SOPs as developed by SLSNSW.
- (g) Have the overall responsibility for the arranging of all assessments for SLSA awards and for the allocation of assessors and endeavour to appoint an Assessor in Charge who has no membership ties with the Club presenting candidates for awards.
- (h) In conjunction with the Registrar, process and forward the relevant documentation to SLSNSW for the issue of awards to successful candidates. In conjunction with the Registrar retain copies of all documentation relating to Assessments and prepare accurate records of all awards gained.
- (i) Be responsible for the Branch Registrar

(6) The Director of Surf Sports shall:

- (a) Be a current Level 1 Official with a minimum of 5 years' experience.
- (b) Be the Chairperson of the Board of Surf Sports
- (c) Be responsible for all matters relating to Surf Sports within the Branch

- (e) Appoint judges and officials as required for the successful conduct of all carnivals and competitions.
- (f) Be responsible for the welfare and training of all judges and officials.
- (g) Ensure the validity of all club entries to Branch surf carnivals and retain all such entries, results, score sheets and other documentation relating to each carnival.
- (h) Be responsible for the Branch Team Manager
- (i) Be responsible for the Branch Team Coach
- (j) Be responsible for the Branch Official Liaisons Officer
- (k) Be responsible for the Gear Steward

(7) The Director of Youth and Member Services shall:

- (a) Be the Chairperson for the Board of Member Services
- (b) Be responsible for all matters relating to member development and wellbeing within the branch.
- (c) Be responsible for the OHS Officer
- (d) Be responsible for the Member Protection Officer
- (e) Provide opportunities for young members to improve the skills and knowledge that enable them to fulfil their roles within SLS;
- (f) Work with Clubs to ensure that adequate pathways are in place that encourage and support youth development and engagement in surf life saving activities;
- (g) Ensure development programs are in place to encourage the growth of youth members in the Branch;
- (k) Endorse and forward applications for SLSNSW and SLSA development programs;
- (l) Support members to attend development programs and identify opportunities for continued development within Surf Life Saving.

17.4 Right to Co-Opt

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

17.5 Appointment of Delegates

- (a) Each Club shall, from amongst its Members, appoint two (2) Delegates one of whom shall be the Club President to attend meetings of the Branch Council. Delegates are to be appointed in accordance with the election of the Board as indicated in **rule 17.7 (a)**. All Clubs must advise the Branch in writing of its Delegates
- (b) Should a Club Delegate be unable to attend a meeting of the Branch Council, a proxy (who shall be a member of their club) may be appointed to sit in their place.

17.6 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out in **rule 36(b)** shall apply from the date of adoption of this Constitution.

17.7 Term of the Board of Directors

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

18. ELECTION OF DIRECTORS

18.1 Nominations of Candidates

- A. The Branch shall call for nominations for candidates to be elected to the Board not less than 42 days prior to the Annual General Meeting. When calling for nominations the Branch 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 Board from time to time.
- B. Candidates must:
- (1) be aged 18 years or over; and
 - (2) reside in Australia.
- C. Nominations of candidates for election as Directors shall be:
- (1) 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
 - (2) delivered to the Branch not less than 30 days before the date fixed for the holding of the Annual General Meeting.
- The Branch shall send the nominations to the Members entitled to receive notice under **rule 144.1**.
- D. If insufficient nominations are received to fill all available vacancies on the Board:
- (1) the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected; and
 - (2) all remaining positions will be deemed casual vacancies under **rule 19.3**.
- (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 papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.

18.2 Voting Procedures

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

19. VACANCY ON THE BOARD

19.1 Grounds for Termination of Director

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) 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;
- (e) resigns their office in writing to the Branch;
- (f) is absent from meetings of the Board held during a period of three months without having previously obtained leave of absence in accordance with **rule 20.5** 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 Branch;

- (h) is directly or indirectly interested in any contract or proposed contract with the Branch 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 Board (but subject always to this Constitution):
 - I. has acted in a manner unbecoming or prejudicial to the Objects and interests of the Branch; or
 - II. has brought themselves or the Branch or surf lifesaving into disrepute; or
- (l) Would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

19.2 Removal of Director

- (a) The Branch in a General Meeting may by Special Resolution remove any Director, 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 Director.
- (b) Where the Director to whom a proposed resolution referred to in **rule 19.2(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 Director may require that they be read out at the meeting, and the representations shall be so read.

19.3 Casual Vacancy

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

20. QUORUM AND PROCEDURE AT BOARD MEETINGS

20.1 Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Directors 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 20.2**, not less than seven days written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (1) delivering it to that Director personally; or
 - (2) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);
 - (3) in accordance with the Directors last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

20.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given under **rule 20.1** provided that as much notice as practicable is given to each Director by the most effective means.
- (b) Any resolution made at an urgent Board meeting must be passed by a majority of the Board.

20.3 Quorum

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is four (4) Directors.
- (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) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

20.4 Procedures at Board Meetings

- (a) At meetings of the Board, the President shall chair the meeting. If the President is absent or unwilling to act, the Board shall appoint one of its Members to chair the meeting.
- (b) Questions arising at any meeting of the Board shall be determined on a show of hands, or if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.
- (d) Voting by proxy is not permitted at Board meetings.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (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 form of communication;
 - (2) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (3) in the event that a failure in communications prevents **rule 20.4(f)(1)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 21.4(f)(1)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (4) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the President of the meeting is located.

20.5 Leave of Absence

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

20.6 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (1) be present while the matter is being considered at the meeting; and
 - (2) must not vote on the matter.
- B. A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- C. Any declaration made or any general notice as aforesaid given by a Director under this **rule 20.6** must be recorded in the minutes of the relevant meeting.

20.7 Financial Interest

- (a) A Director is disqualified from:
 - (1) holding any place of profit or position of employment in the Branch, or in any company or incorporated Club in which the Branch is a shareholder or otherwise interested; or
 - (2) contracting with the Branch either as vendor, purchaser or otherwise;except with express resolution of approval of the Board.
- (b) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Branch without the approval of the Board, will be voided for such reason.
- (c) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board 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 Board after the acquisition of the interest.
- (d) A general notice that a Director 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 20.7(c)** for such Director and the said transactions. After such general notice it is not necessary for such Director 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 a Director in accordance with **rule 20.7** must be recorded in the minutes of the relevant meeting.

20.8 Conflicts

A Director, 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 Director is interested. If the Director votes, the vote shall not be counted.

21. DELEGATED POWERS

21.1 Board May Delegate Functions

- (a) The Board 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 Board determines.

- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (1) this power of delegation; and
 - (2) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Branch in General Meeting.
- (c) At any time, the Board may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

21.2 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.

21.3 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 Board under **rule 20**.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Board.
- (d) The Board may elect the following Officers who shall have power to vote only at their Committee meetings and who shall be a member of a Club:
 - (1) Assistant Directors
 - (2) Minute Secretary
 - (3) Publicity Officer
 - (4) Registrar
 - (5) Gear Steward
 - (6) Branch Team Manager
 - (7) Branch Team Coach
 - (8) Officials Liaison Officer
 - (9) OHS Officer
 - (10) Member Protection Officer
 - (11) Support Operations Officer
 - (12) Radio Officer
 - (13) or, any other Officers deemed necessary.
- (e) All Officers have the right to attend Meetings and to speak or vote on matters relevant to their respective portfolio.
- (f) The Board may elect the following who shall have no voting rights and who need not be members of a Club:
 - (1) Honorary Auditors
 - (2) Honorary Medical Advisers

(3) Honorary Legal Advisers

(4) and any other Adviser who the Board may consider necessary

22. BRANCH COUNCIL

- (a) The Branch Council shall consist of the Board of Directors elected at an Annual General Meeting and those two (2) Delegates as nominated by the Clubs affiliated to the Branch.
- (b) Branch Council Meetings will be held as often as is deemed necessary for the dispatch of business at the discretion of the Board, but must meet no less than three (3) times during the term of the Board of Directors

23. DUTIES

23.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Branch complies with the Act and that individual Directors comply with this Constitution.
- (d) The Board must ensure that the Branch complies with all requirements in the Act regarding financial statements.

23.2 Public Officer

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

24. MINUTES OF MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) As a minimum, the minutes must record:
 - (1) the business considered at the meeting;
 - (2) any resolution on which a vote is taken and the result of the vote; and
 - (3) any interest declared under **rules 20.6** or **20.7**.

25. BY-LAWS

25.1 Board to Formulate By-laws

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Branch, the advancement of the Objects and surf lifesaving in Surf Life Saving Lower North Coast 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 By-Laws or the Standard Operating Procedures made by SLSNSW or SLSA. If any By-Laws are inconsistent with the SLSNSW or SLSA Constitution and regulations the By-Laws shall 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 Branch and Members of Clubs.

25.3 By-Law Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at **rule 36(c)** 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 Branch by means of Notices approved and issued by the Board.

26. FUNDS, RECORDS AND ACCOUNTS

26.1 Sources of Funds

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

26.2 Branch to Keep Records

- (a) The Branch 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 Branch and the Board.
- (b) The Branch shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

26.3 Board to Submit Accounts

The Branch's statements of account are required to be audited as per the *Charitable Fundraising Act 1991*. At the Annual General Meeting the audited statements of account must be presented to the Members.

26.4 Accounts Conclusive

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

26.5 Accounts to be Sent to Members

The Board shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the full auditor's 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.
- (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:
 - 1. any services actually rendered to the Branch whether as an employee or otherwise;
 - 2. goods supplied to the Branch in the ordinary and usual course of operation;
 - 3. interest on money borrowed from any Member;
 - 4. rent for premises demised or let by any Member to the Branch; or
 - 5. any out-of-pocket expenses incurred by the Member on behalf of the Branch,
- (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 Directors or in such other manner as the Board determines.

29 AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Club in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* and generally accepted principles, and/or any applicable code of conduct. The 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 an 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 facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number 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 affected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be affected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected by upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

31 COMMON SEAL

- (c) The Club may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Club's minute book. Two Directors must witness every use of the Seal, unless the Board determines otherwise.

32 REGISTERED ADDRESS

The registered address of the Branch is:

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

33 INDEMNITY

- (a) Every Director, officer, auditor, manager, employee or agent of the Branch shall be indemnified out of the property or assets of the Branch against any liability incurred by him/her in his/her capacity as Director, 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 Branch shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may

be or become liable to any third party in consequence of any act or omission except wilful misconduct:

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

34 DISSOLUTION

- (a) The Branch may be wound up voluntarily by Special Resolution.
- (b) If the Branch is wound up, the liability of the Members shall be limited to one dollar (\$1.00). No other amount shall be payable by the Member.
- (c) If upon winding up or dissolution of the Branch 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:
 - a. gifts of money or property for the objects of the Branch;
 - b. contributions made in relation to an eligible fundraising event held for the objects of the Branch; or
 - c. money received by the Branch because of such gifts and contributions;

then:

- (d) 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):
 - a. having objects similar to the Objects; and
 - b. 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 Branch by this Constitution; and
 - c. 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.

35 CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall keep in its custody or control all books, minutes, documents and securities of the Branch.
- (b) Subject to the Act, the Board 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 Branch will be open for inspection by the Members. Notwithstanding the foregoing Members are not entitled to inspect the minutes of Board meetings.
- (c) Inspection of Branch 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 Board in its sole discretion and taking into consideration confidentiality and privacy considerations.

36 TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this **rule 36** 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 Branch in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and

thereafter the positions of the President and other Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

- (c) All clauses, rules, By-Laws and regulations of the Branch in force at the date of the approval of this Constitution insofar as such clauses, rules, By-Laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under **rule 25**.
- (d) All individuals who are, prior to the approval of this Constitution, Members of the Branch shall be deemed Members of the Branch from the time of approval of this Constitution under the Act. All such Members shall provide the Branch with such details as may be required by the Branch under this Constitution within one month of the approval of this Constitution under the Act.

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING

Held on 27th July 2020 at Black Head SLSC

1. Meeting Declared Open: 7.14 pm

Present as per Attendance Sheet.

2. Apologies.

Apologies tabled:

Jane Lynch, Jim Tyrpenou and Michael Cameron.

Resolution AGM 01/2020

Moved: John Quinn

Seconded: Lorraine Morgan

That apologies and proxies as tabled be accepted.

Carried

3. Notice of Motion – Special Resolution

Special Resolution 01/2020

Moved: Dr. Bruce White

Seconded: John Quinn

That the Constitution of Surf Life Saving Lower North Coast Branch Inc. submitted to the meeting be approved and adopted as the Constitution of Surf Life Saving Lower North Coast Branch Inc. in substitution for and to the exclusion of the existing Constitution, with effect from the first General Meeting of Surf Life Saving Lower North Coast Branch Inc. on 27 July 2020.

Carried

There being no further business conducted, the Chairperson thanked those present for their attendance and closed the meeting at **7.16 pm**



Brian Wilcox
Chairperson

NAME	CLUB	POSITION	PROXY FOR	SIGNATURE
Nathan deLong	LNC	DOL		N deLong
KEA McEEDIE	PPSLSC	DOL.		
Jane Moran.	LNC	DOE		
BRUCE WHITE	B/NKAD	PRESIDENT		
Tom Howard	B.H.	D.O.S.S		
BRIAN WILCOX	LNC	Pres.		
CAVIN WILLIAMS	FORSTER	DOL		
JOHN A. ...	FORSTER	PRESIDENT		
LORRAINE MARGA	FORSTER	YEMS ADMIN OFFICER.		
TOBY SERRANO	CAPE HAWKE			
GARY CURTIS	CAPE HAWKE	PRESIDENT		
Red Croker	Candy Head			
Mike - Bartlett	Blind Year			
FRANK	LNC	D/...		