



CONSTITUTION

FAR SOUTH COAST BRANCH

SURF LIFE SAVING

ASSOCIATION OF AUSTRALIA

INCORPORATED

(REGISTRATION NO. Y1133113)

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1 NAME

The name of the incorporated association is Far South Coast Branch Surf Life Saving Association of Australia Incorporated (FSCBSLSA).

2 INCORPORATION

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

3 OBJECTS OF BRANCH

Far South Coast Branch Surf Life Saving Association of Australia Incorporated is a registered charitable organisation which is established solely to be, and to continue as, a charity.

The Association's object is to pursue the following charitable purposes (**Objects**):

- (a) participate as a member of Surf Life Saving New South Wales (SLSNSW) and Surf Life Saving Australia Limited (SLSA) through and by which surf lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) conduct, encourage, promote and administer surf lifesaving and the Association as a beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community in the Eurobodalla Shire and Bega Valley Shire LGA's;
- (c) at all times promote mutual trust and confidence within the Association in pursuit of these Objects;
- (d) promote the economic, community and emergency service success, strength and stability of the Association;
- (e) affiliate and otherwise liaise with SLSNSW and SLSA in the pursuit of these Objects;
- (f) conduct, encourage, promote and advance the relief of human distress in the aquatic environment through and by the application and provision of lifesaving standards, equipment, techniques and awards;
- (g) conduct, encourage, promote and advance aquatic safety and management and the protection and preservation of life in the aquatic environment in the Eurobodalla Shire and Bega Valley Shire LGA's;
- (h) use and protect the Intellectual Property of SLS in pursuit of these Objects;
- (i) apply the property and capacity of the Association solely towards the fulfilment of these Objects;
- (j) conduct, encourage, promote and advance education and research in, surf lifesaving standards, equipment, techniques and awards to improve and safeguard the use of the aquatic environment and the protection and safety of the community;

- (k) have regard to the public safety and protection and the public interest in its operations;
- (l) ensure that promotion and protection of the aquatic environment in the Eurobodalla Shire and Bega Valley Shire LGA's are considered in all activities conducted by the Association;
- (m) promote the health, safety and protection of the public and all users of the aquatic environment in the Eurobodalla Shire and Bega Valley Shire LGA's;
- (n) 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, 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 section 124 of the *Corporations Act*.

5 INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

ACNC Act means the Australian Charities and Not-for-Profits Commission Act 2012.

Act means the Associations Incorporation Act 2009 (NSW).

Annual General Meeting or AGM means a meeting of Members convened under **rule 13.1**.

Affiliated Club means a member of the Branch

Affiliation Fees shall be set by the Board as maybe determined at times by SLSNSW under **rule 8.2(b)**

Board means the body managing the Branch and consisting of the Directors under **rule 18.2**.

Branch means the Far South Coast Branch Surf Life Saving Association Australia Incorporated (FSCBSLSA)

Branch Council (BC) means the Branch Board and a Delegate from each member club.

Branch Council Meeting means an informal meeting of the Branch Council who may meet to provide feedback, advice and assistance to the Board on various member and club related issues relevant to the branch or state-wide, in addition to their rights as a member as described in **rule 8**.

By-Laws mean any By-Laws made by the Board under **rule 26.1**

Committee means any committee of the Board created under **rule 22.1**

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

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

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

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

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

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 8.6**.

Member means any person 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 18.2**

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 10.1**.

Registered Charity means a registered charity under the ACNC Act.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the 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.

SLSA means Surf Life Saving Australia Limited.

SLSNSW means Surf Life Saving New South Wales 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 Club/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 Far South 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 Branch

Subject to compliance with this Constitution, the SLSNSW constitution and SLSNSW Regulations, the SLSA constitution and SLSA regulations and any lifesaving or patrol services agreement between the Branch and SLSNSW, the Branch may continue to be

recognised as an affiliate of SLSNSW and shall administer surf lifesaving activities in the Branch Area in accordance with the Objects.

6.2 Compliance of Branch

The Board acknowledge and agree the Branch shall:

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

6.3 Operation of Constitution

The Branch and the Board of 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 the Eurobodalla Shire and Bega Valley Shire LGA's;
- (b) to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of surf lifesaving;

- (c) not to do or permit to be done any act or thing which might adversely affect or deviate 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:
 - i. 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
 - ii. acted in a manner prejudicial to the Objects and interests of the Branch and/or Surf Lifesaving; or
 - iii. brought themselves, the Branch, any Surf Life Saving Club or SLSNSW and SLSA into disrepute;

the Branch may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member in accordance with the processes and penalties under SLSA regulations.

7 BRANCH CONSTITUTION

7.1 Constitution of the Branch

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

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

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

7.2 Operation of the Branch and SLSNSW Constitutions

- (a) The 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, the SLSNSW regulations or SLSA regulations.
- (c) If there is any conflict or inconsistency between this Constitution, and the By-Laws, and the SLSNSW constitution and regulations, then the SLSNSW constitution and regulations prevail to the extent of that conflict over the provisions in this Constitution unless the SLSNSW board directs otherwise. If there is any conflict or inconsistency between this Constitution and the By-Laws, this Constitution prevails to the extent of that conflict or inconsistency.
- (d) Neither the Branch nor any Member (in this clause each is referred to as a Participant) shall participate in any surf lifesaving related carnival, competition, special event or activity conducted by or on behalf of any outside person or organisation (each is referred to as an Outside Event) unless the Participant is satisfied, acting reasonably, that the Outside Event complies with the law and will apply good safety practices, and the Participant has also ensured that the Outside Event has been sanctioned by SLSNSW.
- (e) The books and records of the Branch shall be open at all reasonable times for inspection by an authorised representative of SLSNSW. No inspection shall be made unless approved by resolution of the SLSNSW Board and with reasonable notice to the Branch.
- (f) The Branch will otherwise comply with the SLSNSW constitution.

7.3 ACNC Act

While the Branch is a Registered Charity, the ACNC Act overrides any clauses in this constitution which are inconsistent with that Act.

7.4 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).

7.5 Branch Colours

Branch Colours shall be Green and White

8 MEMBERSHIP OF BRANCH

8.1 Categories of Membership

The membership of the Branch shall consist of

- (a) Life Members, who shall have the right to notice of, and be present at, Branch meetings, have debating rights, but shall have no voting rights;

- (b) the Surf Life Saving Clubs in the Branch Area, which subject to this Constitution, shall be represented by one (1) appointed, authorised delegate who shall have the right to (on behalf of their appointing Surf Life Saving Club) be present, debate and vote at Branch meetings;
- (c) all Individual Members of Surf Life Saving Clubs in the Branch Area, who shall have the right to be present at Branch meetings, but shall have no voting or debating rights;
- (d) Affiliates, who shall have no right to be present at, or any voting or debating rights at Branch meetings; and
- (e) such other category of Members as may be created or recognised as Members by the Board with such membership rights and obligations as may be determined by the Board. For the avoidance of doubt any new category of Member created or recognised by the Board under this Rule can only be granted voting rights by Special Resolution. That is, the Board cannot grant voting rights to any new membership category.

8.2 Application for Affiliation

An application for affiliation as a Member by a Surf Life Saving Club must be:

- (a) in writing on the form prescribed from time to time by the Branch and/or SLSNSW, from the applicant and lodged with the Branch; and
- (b) accompanied by the appropriate fee, if any.

8.3 Discretion to Accept or Reject Application

- (c) The Branch may, acting reasonably and in good faith, accept or reject an application whether the applicant has complied with the requirements in **rule 8.2** or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (d) Where the Branch accepts an application the applicant shall, subject to notification to SLSNSW and their subsequent acceptance of the notification and the application, become a Member.
- (e) Unless otherwise determined by SLSNSW, membership of the Branch shall be deemed to commence upon acceptance of the application by the Branch. The Register shall be updated accordingly as soon as practicable.
- (f) If the Branch rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Branch. No reasons for rejection need be given and there is no right of appeal.

8.4 Renewal

- (a) Clubs must re-apply annually for renewal of affiliation as a member of the Branch in accordance with the procedures set down by the Branch or SLSNSW from time to time. **Rule 8.2** applies to applications for renewal of membership.

- (b) Upon re-application a Club must provide details of any change in their organisation's details, and any other information reasonably required by the Branch.
- (c) Subject to this Constitution, where a Club ceases to be a Member, the Individual Members of that Club will cease to be Members of the Branch one (1) month after the Club's membership of the Branch ceases.
- (d) Subject to the Regulations, Individual Members must renew their Club membership annually.
- (e) Irrespective of an Individual Member satisfying its Club's membership requirements, the Branch may acting reasonably and in good faith (subject to consultation with the relevant Club and SLSNSW) at its discretion decline, or remove from, Membership an Individual Member including for reasons relating to the Individual Member's character, concerns that the Individual Member is not a fit and proper person, or that the Individual Member has or may bring the Branch or surf lifesaving into disrepute.
- (f) Should the Board of the Branch reasonably consider that a situation (for example, financial, administrative, governance, lifesaving) has developed within a Club or other recognised surf lifesaving group which gives that Board concern and/or is prejudicial or detrimental to the Club, Branch, SLSNSW or the image of surf lifesaving, the Branch has the authority to investigate the operations of such Club or recognised group and then if necessary the authority to appoint person/s to take over management and/or control of that Club and re-establish a sound and satisfactory administration within that Club or recognised group and for such time as considered necessary.

8.5 Membership Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements in **rule 37** shall apply to the continuation of membership from the date of adoption of this Constitution.

8.6 Life Members

- (a) The Board may recommend to the AGM that any Member who has rendered distinguished service to the Branch and surf lifesaving, where such service is deemed to have assisted the advancement of the Branch and surf lifesaving be appointed as a Life Member.
- (b) A resolution of the AGM to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) A Member must accept or reject the Branches resolution to confer life membership in writing. Upon written acceptance, the Member's details shall be entered upon the register, and from the time of entry on the register the Member shall be a Life Member.

8.7 Effect of Membership

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

8.8 SLSNSW discretion

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

8.9 Liability of Members

The liability of the Members of the Branch is limited.

9 SUBSCRIPTIONS AND FEES

- (a) The Annual Subscription and any other fees or levies payable by Members or categories of Members to the Branch, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.
- (b) The Board is empowered to prevent any Club 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 Branch, including but not limited to the right to vote at General Meetings. There is no right of appeal where the Board exercises its rights under this **rule 18**

10 REGISTERS

10.1 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:

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

10.2 Use of Surfguard

Surfguard shall be used as the Register of Members, unless SLSNSW or SLSA direct otherwise.

10.3 Changes to Member Details

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

10.4 Inspection of Register

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

10.5 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.

11 DISCONTINUANCE OF MEMBERSHIP

11.1 Discontinuance by Notice of Resignation

A Club having paid all arrears of fees payable to the Branch may resign or withdraw from membership of the Branch by giving notice in writing to the Branch of resignation or withdrawal. Such notice must be accompanied by a copy of a special resolution of the Club's resolving to resign or withdraw from the Branch

11.2 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 11.2(a)** 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 fourteen (14) 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 11.2(a)** by the Branch giving written notice of the discontinuance.
- (d) Any Club's membership that is discontinued under **rule 11.2(a)** shall have the right to appeal the discontinuation under the SLSA Regulations as amended from time to time.

11.3 Discontinuance by Failure to Pay Annual Affiliation Fee

A Club is taken not to have affiliated if:

- (a) the Club's annual affiliation fee is outstanding after 31 October annually;
 - i. in the case of an Individual Member, their annual subscription to their Club is outstanding after 31 October annually, their Branch Membership will simultaneously lapse; or
 - ii. if no annual subscription is payable:
 - A. the Branch has made a written request to the Club to confirm that it wishes to remain a member; and
 - B. the Club has not, within three months after receiving that request, confirmed in writing that they wish to remain a member.
- (b) 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).

11.4 Resignation by Failure to Re-Apply

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

11.5 Amendment to the Register

Where a Club resigns under this **rule 11** an entry, the date on which the Club ceased to be a member, shall be recorded in the Register as soon as practicable under **rule 10**

11.6 Forfeiture of Rights

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

11.7 Membership May be Reinstated

Membership which has been discontinued under this **rule 11** may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

12 GRIEVANCES, JUDICIAL AND DISCIPLINE

The Branch adopts the grievances, judicial and discipline processes in relevant SLSA policies and regulations as amended from time to time.

13 ANNUAL GENERAL MEETINGS

13.1 Annual General Meeting to be Held

- (a) The Branch shall convene and hold an AGM of its Members annually within six months after the end of the financial year and in accordance with the Act.
- (b) The AGM shall, subject to the Act and to **rule 13** be convened at a time, date and venue to be determined by the Board.

13.2 Business

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

13.3 Additional Meetings

The AGM shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an AGM is a Special General Meeting (SGM). A General Meeting must be specified as such in the notice convening it; whether the AGM or an SGM. If it is not so specified it is a Branch Council Meeting and NOT a formal General Meeting.

14 SPECIAL GENERAL MEETINGS

14.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting (SGM) 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.

14.2 Request for Special General Meetings

- (a) The Board shall on the requisition in writing of five (5) Clubs of the Branch entitled to vote convene a SGM.
- (b) The requisition for a SGM shall:
 - i. state the object(s) of the meeting; and
 - ii. be signed by the Members making the requisition; and
 - iii. be sent to the 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 SGM to be held within one month after the date on which the requisition is sent to the Clubs, the Clubs making the requisition, or any of them, may convene a SGM to be held not later than three months after that date.
- (d) A SGM convened by Clubs 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.

15 GENERAL MEETINGS

15.1 Notice to be given for General Meetings

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the 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 31**.
- (c) At least 21 days notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - i. the agenda for the meeting;
 - ii. any notice of motion received from Members under **rule 15.2(b)**.
- (d) An omission to give any notice of any General Meeting to any Member shall not invalidate the meeting or any resolution passed at any such meeting.

15.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Club 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.

15.3 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 five (5) members represented by their appointed Delegate.

- (a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - i. if convened upon the requisition of Members, shall be dissolved; and
 - ii. in any other case, shall stand adjourned to:
 - A. the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - B. any date, time and place determined by the chairperson;
- (b) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

15.4 President to Chair

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

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

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

15.5 Chairperson may Adjourn Meeting

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

15.6 Use of Technology

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

16 VOTING AT GENERAL MEETINGS

16.1 Members Entitled to Vote

- (a) Each Affiliated Club will be entitled to vote as represented by their nominated, authorised Delegate. All Delegates must be over 18 years of age.
- (b) Subject to any other provision of this Constitution, each category of membership that has a right to vote under **rule 8.1** shall be entitled to one vote at General Meetings.

16.2 Voting Procedure

- (c) Subject to **rule 16.6**, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (d) Subject to **rule 16.4**, all questions arising at a General Meeting shall be determined on a show of hands.

16.3 Recording of Determinations

Unless a poll is demanded under **rule 16.4**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the 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.

16.4 Where Poll Requested

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

16.5 Casting Vote

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

16.6 Proxy Voting

Proxy voting is not permitted at any General Meeting.

16.7 Postal or Electronic Voting

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

17 MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - i. the business considered at the meeting;
 - ii. any resolution on which a vote is taken and the result of the vote; and
 - iii. the names of all persons present at all meetings.
- (c) In addition, the minutes of each AGM must include:

- i. any reports or financial statements submitted to the Members at the AGM; and
- ii. election of Board members
- iii. confirmation of affiliation to SLSNSW and SLSA
- iv. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

18 BOARD

18.1 Powers of Board

- (a) The affairs of the Branch shall be managed by the Board constituted under **rule 18.2**.
- (b) Subject to this Constitution, the ACNC Act and the Act, the Board:
 - i. shall control and manage the business and affairs of the Branch;
 - ii. 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
 - iii. 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.
- (c) The Directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are to:
 - i. exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Branch;
 - ii. act in good faith in the best interests of the Branch and to further the Objects;
 - iii. not misuse their position as a Director
 - iv. not misuse information they gain in their role as a Director;
 - v. disclose any perceived or actual material conflicts of interest in the manner set out in **rules 21.6 - 21.8**;
 - vi. ensure that the financial affairs of the Branch are managed responsibly; and
 - vii. not allow the Branch to operate while it is insolvent.

18.2 Composition of Board

The Board shall comprise:

- i. President;
- ii. Deputy President
- iii. Director of Administration;
- iv. Director of Finance;
- v. Director of Lifesaving;
- vi. Director of Education;
- vii. Director of Surf Sports;
- viii. Director of Member Development

who must all be Members of the affiliated Clubs of the Branch and who shall be elected under **rule 19**.

18.3 Portfolios

- (a) For allocated Portfolios refer to Branch By-Laws

18.4 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, shall not exercise the rights of a Director and shall act in an advisory role only.

18.5 Appointment of Delegate

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

18.6 Transitional Arrangements

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

18.7 Term of Office 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 AGM at which they were elected until the conclusion of the next following AGM.
- (b) Directors may be re-elected.

19 ELECTION OF BOARD

19.1 Nominations of Candidates

- (a) The Branch shall call for nominations for candidates for consideration for election to the Board not less than 28 days prior to the AGM.
- (b) Candidates must:
 - i. be aged 18 years or over;
 - ii. reside in Australia;
 - iii. not be ineligible to be a Director under the Corporations Act 2001 or the ACNC Act; and
 - iv. be financial with SLSA at the time of nomination and at the time of election.
 - v. not hold the position of a Club President if nominating for Branch President.
 - vi. meet other such qualifications as may be prescribed from time to time.
- (c) Nominations of candidates for election as Directors shall be:
 - i. made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - ii. delivered to the Branch not less than 14 days before the date fixed for the holding of the AGM.

The Branch shall send the nominations to the Members entitled to receive notice under **rule 15.1(a)**.

- (d) The Board shall retire each year but are eligible for re-election.
- (e) If insufficient nominations are received to fill the available vacancy on the Board (ie the individual portfolio position) the position will be deemed a casual vacancy under **rule 20.3**.
- (f) If only one (1) nomination is received for any individual portfolio position the candidate nominated shall, subject to declaration by the chairperson, be deemed to be elected; or
- (g) If there are two (2) or more nominations for an individual position, voting papers shall be prepared containing the names of the candidates in alphabetical order. This shall be repeated for each vacancy on the Board.

19.2 Voting Procedures

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

20 VACANCY ON THE BOARD

20.1 Grounds for Termination of a 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 any way 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 21.5** or provided a 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* or the ACNC Act.

20.2 Removal of a 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 20.2(a)** makes representations in writing to the President and requests that such representations be notified to the Clubs, the President may send a copy of the representations to each Club 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.

20.3 Casual Vacancy

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

21 QUORUM AND PROCEDURE AT BOARD MEETINGS

21.1 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 21.2**, 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:
 - i. delivering it to that Director personally; or
 - ii. sending it in writing, or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);in accordance with the Directors last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

21.2 Urgent Board Meetings

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

21.3 Quorum

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is five (5).
- (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.

21.4 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 any 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:
 - i. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - ii. notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - iii. in the event that a failure in communications prevents **rule 21.4(f)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 21.4(f)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - iv. any meeting held where one or more of the 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.

21.5 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.

21.6 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:
 - i. be present while the matter is being considered at the meeting; and
 - ii. must not vote on the matter.
- (c) A general notice that 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.
- (d) Any declaration made or any general notice as aforesaid given by a Director under this **rule 21.6** must be recorded in the minutes of the relevant meeting.

21.7 Financial Interest

- (a) A Director is disqualified from:
 - i. 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
 - ii. 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 21.7(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 21.7** must be recorded in the minutes of the relevant meeting.

21.8 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.

22 DELEGATED POWERS

22.1 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 establishing an instrument delegate such functions as are specified in the instrument, other than:
 - i. this power of delegation; and
 - ii. 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.

22.2 Exercise of Delegated Functions

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

22.3 Procedure of Delegated Entity

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **rule 21**.
- (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:
 - i. Assistant Directors
 - ii. Power Craft Captain
 - iii. Publicity Officer
 - iv. 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 portfolios.
- (f) The Board may elect the following who shall have no voting rights and who need not be members of a Club:
 - i. Honorary Auditors
 - ii. Honorary Medical Advisers
 - iii. Honorary Legal Advisers
 - iv. and any other Adviser who the Board may consider necessary

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.
- (c) 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 Commissioner for Fair Trading 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 BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) As a minimum, the minutes must record:
 - i. the business considered at the meeting;
 - ii. any resolution on which a vote is taken and the result of the vote; and
 - iii. any interest declared under **rules 21.6** or **21.7**.

25 BRANCH COUNCIL

25.1 Composition of Branch Council

- (a) The Branch Council (BC) shall comprise the following:
 - i. the President of each Club or its Delegate; and
 - ii. the members of the Board.
- (b) All members under **rule 25.1(a)** shall have voting rights at BC meetings, subject to **rule 25.4 (b)**
- (c) The President shall chair meetings of the BC meeting. If the President is absent, the chair shall be the next available Director in accordance with **rule 18.2** of the Constitution.
- (d) A quorum of the BC meeting shall be nine (9) including at least five (5) members of the Board and delegates of at least four (4) Clubs shall be represented personally or by their proxies.
- (e) If a quorum is not present 20 minutes after the appointed meeting time, the meeting shall be adjourned to a time and location determined by the Board.
- (f) A Club Delegate unable to attend a meeting may appoint a proxy. A proxy shall have the same rights as the member they are representing. The proxy shall be:
 - i. a member of the relevant club and notify the Board at the commencement of the BC meeting if they are representing a Club President.
- (g) All Individual Members of Surf Life Saving Clubs in the Branch Area are permitted to attend BC meetings, but do not have voting rights.

25.2 Powers of Branch Council

The role of the Branch Council shall be to:

- (a) Inform the Board of significant issues affecting the membership;
- (b) Assist the Executive in their deliberations on issues that affect their respective memberships;

- (c) Provide a conduit for the Board and staff members to interact with the membership on progress, initiatives and programs to the benefit of our members;
- (d) Discuss Branch-wide issues;
- (e) Provide feedback to the Board on how decisions impact the membership at a grassroots level;
- (f) Consider and vote on recommendations by the Board for the appointment of casual vacancies which occur more than 5 months before the next AGM;
- (g) Consider and vote on amendments to the Branch By-Laws;
- (h) Consider and elect Members to Standing Committees and endorse Standing Board appointments.

25.3 Notice of Branch Council Meetings

- (a) The Board shall give at least five (5) clear days notice of BC meetings to all members.
- (b) Notice shall include the time and location of the meeting, minutes of the previous meeting, and an agenda including full details of any general business to be discussed.
- (c) The BC shall meet as often as is deemed necessary but at least six (6) times per calendar year.
- (d) Minutes of all BC meetings, shall be taken, circulated to all BC members, and confirmed at the next meeting.

25.4 Voting at Branch Council Meetings

- (a) At all BC meetings, decisions requiring a vote at the BC meeting shall be determined by a simple majority across all members with voting rights under **rule 25.1(a)**
- (b) The Chairperson shall not have a casting vote. Where voting at the BC meeting is equal, the motion will be lost.

26 BY-LAWS

26.1 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 Branch as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the SLSNSW Constitution, the SLSA Constitution and any regulations or policies or the Standard Operating Procedures made by SLSNSW or SLSA. If any By-Laws are inconsistent with the SLSNSW or SLSA constitutions and/or regulations the By-Law shall be null and void and will be inapplicable.

26.2 By-Laws Binding

- (a) The Board must consult the Branch Council in the formulation and amendments of FSCBSLSA By-Laws.
- (b) All By-Laws made under this clause shall be binding on the Branch and Members of the Branch.

26.3 By-Laws Transitional Arrangements

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

26.4 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.

27 FUNDS, RECORDS AND ACCOUNTS

27.1 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.

27.2 Branch to Keep Records

- (a) The Branch shall establish and retain, 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.

27.3 Board to Submit Accounts

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

27.4 Accounts Conclusive

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

27.5 Accounts to be Sent to Members

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

28 APPLICATION OF INCOME

- (a) The income and property of the Branch shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Branch shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Director.
- (c) Nothing in this **rule 28** shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
 - i. any services actually rendered to the Branch whether as an employee or otherwise;
 - ii. goods supplied to the Branch in the ordinary and usual course of operation;
 - iii. interest on money borrowed from any Member;
 - iv. rent for premises demised or let by any Member to the Branch; or
 - v. 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.

29 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.

30 AUDITOR

- (a) Where the Act requires financial statements to be either reviewed or audited, a properly qualified individual shall be appointed to ensure compliance with the Act. The reviewer or auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* and the ACNC Act and generally accepted principles, and/or any applicable code of conduct. The reviewer or auditor may be removed by the Branch in General Meeting.
- (b) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by a reviewer, auditor or auditors at the conclusion of each Financial Year.

31 SERVICE OF NOTICES

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or by electronic mail, to the Member's registered address or electronic mail address. Notices may also be posted on the Branch's social media pages.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

32 COMMON SEAL

- (a) The Branch may have a Seal upon which its corporate name shall appear in legible characters.

33 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.

34 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 their capacity as Director, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them 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 willful misconduct:

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

35 DISSOLUTION

- (a) The Branch may be wound up voluntarily by Special Resolution.
- (b) If the Branch is wound up, the liability of the Clubs shall be limited to one dollar (\$1.00). No other amount shall be payable by the Clubs or individual members.
- (c) Should the Branch cease to function as a surf lifesaving entity, SLSNSW shall stand possessed as trustee of all real and personal property of the Branch. If failing to re-form within a period of three (3) years, the Branch shall be treated as defunct and, subject to applicable laws, its property both real and personal shall vest in SLSNSW absolutely.
- (d) Subject to **rule 35(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:
 - i. gifts of money or property for the objects of the Branch;
 - ii. contributions made in relation to an eligible fundraising event held for the objects of the Branch; or
 - iii. money received by the Branch because of such gifts and contributions;then such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to some organisation(s):
 - iv. having objects similar to the Objects; and
 - v. which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Branch by this Constitution; and
 - vi. which is charitable at law and to which income tax deductible gifts can be made.

Such organisations(s) will be determined by the Clubs 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.

36 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 and the ACNC 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.

37 TRANSITIONAL ARRANGEMENTS

- (a) 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.
- (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 AGM 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 any other policies of the Branch in force at the date of the approval of this Constitution insofar as such clauses, rules, By-Laws and such policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under **rule 26**.
- (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.