



QUEENSLAND

**KURRAWA SURF LIFE SAVING CLUB
INCORPORATED CONSTITUTION**

8th July 2026

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ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

CONSTITUTION

of

KURRAWA SURF LIFE SAVING CLUB INCORPORATED

1. NAME OF ASSOCIATION

The name of the incorporated association is "Kurrawa Surf Life Saving Club Incorporated".

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

- (a) **Act** means the *Associations Incorporation Act 1981* (Qld) and its associated regulations (as amended from time to time).
- (b) **Association** or **Club** means **Kurrawa** Surf Life Saving Club Incorporated.
- (c) **Board** or **Board of Management** means the governing body which is responsible for managing the Association and consisting of the Directors under **Rule 27**.
Board and **Board of Management** are interchangeable terms within this document.
- (d) **Branch** means South Coast Branch which includes the affiliated Surf Life Saving Clubs and their members within the boundaries of that Branch as defined by SLSQ and the Branch.
- (e) **By Laws** means any By-Laws made by the Board under **Rule 32**.
- (f) **Constitution** means this Constitution of the Association.
- (g) **Delegate** means the person appointed from time to time to act for and on behalf of the Association.
- (h) **Director** means a member of the Board appointed in accordance with this Constitution.
- (i) **Financial year** means the year commencing on 1 July each year and ending 30th June in the following year.
- (j) **General Meeting** means the annual or any special general meeting of the Association.
- (k) **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 Association or any championship, competition, series or event or lifesaving activity of or conducted, promoted or administered by the Association.
- (l) **Life Member** means an individual appointed as a Life Member of the Association under **Rule 11.2**.
- (m) **Member** means a registered member of the Association and can only include junior ("Nipper") members; cadet members; active members; reserve active members; long service members; award members; associated members; honorary members; and life members of the Association all of which categories are defined in this Constitution or the By-Laws.
- (n) **Membership Year** means the year starting 1 October and ending on 30 September in the following year.
- (o) **Objects** means the objects of the Association under **Rule 3**.
- (p) **President** means the President for the time being of the Association.
- (q) **Seal** means the common seal of the Association and includes any official seal of the Association.
- (r) **SLSA** means Surf Life Saving Australia Limited.
- (s) **SLSQ** means the body recognised by SLSA as the body administering surf lifesaving in

Queensland.

- (t) **Special Resolution** means a resolution passed in accordance with the Act.
- (u) **State** means and includes a State or Territory of Australia.
- (v) **Supporters Club** means Kurrawa S.L.S.C. Supporters Association Inc.
- (w) **Surf Life Saving Club** means a surf lifesaving club which is a member of or otherwise affiliated with SLSQ or SLSA.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, reenactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 Expressions in the Act

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.

2.5 Sole Purpose

The Association is established solely for the Objects.

2.6 Model Rules

The model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF ASSOCIATION

3.1 The Association as a Charitable Organisation

The Association is a charitable organisation established solely for these Objects.

The Objects of the Association are to:

- (a) participate as a member of SLSQ 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 an aquatic environment;
- (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 SLSQ 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 an aquatic environment.
- (h) use and protect the Intellectual Property 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 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;
- (n) establish, grant, and support awards in honourable public recognition of meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of promoting the health, safety and protection of the public; and
- (o) undertake and or do all such things or activities which are necessary, incidental, or conducive to the advancement of these objects.

3.2 The Association as a member of Surf Life Saving in Australia

The Association will:

- (a) AFFILIATION - participate as a member of the Branch, SLSQ and SLSA so surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced, and administered;
- (b) AFFILIATION - 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;
- (c) AFFILIATION - use and protect the intellectual property of the Association, Branch, SLSQ and SLSA;
- (d) LIFESAVING - conduct, encourage, promote, advance, and control surf lifesaving in an aquatic environment. its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (e) LIFESAVING - have regard to the public interest in its lifesaving operations;
- (f) EDUCATION - promote the involvement and influence of surf lifesaving standards, techniques, awards, and education with bodies involved in surf lifesaving;
- (g) EDUCATION - give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour;
- (h) MEMBERSHIP PROTECTION - adopt and implement appropriate policies, including child and young person's management strategy, equal opportunity, equity, sexual harassment, drugs in sport, health, safety, junior and senior programs, and such other matters as arise from time to time as issues to be addressed in surf lifesaving; and
- (i) SPORT - encourage Members to realise their surf lifesaving potential and athletic abilities by extending to them the opportunity of education and participation in surf lifesaving competition and to award trophies and rewards to successful competitors in order to develop their skills and abilities to undertake surf lifesaving and preserve life in the aquatic environment.

3.3 Community and Other

The Association will:

- (a) promote uniformity of laws for the control and regulation of the aquatic environment on GOLD COAST and to assist authorities in enforcing these laws;
- (b) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by the Association;
- (c) effect such Objects as may be necessary in the interests of the public, Members, surf lifesaving and the aquatic environment;
- (d) pursue through itself or other such commercial arrangements (which are not in conflict with SLSQ or any other surf lifesaving entity), including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving;
- (e) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects; and
- (f) undertake and or do all such things or activities which are necessary, incidental, or conducive to the advancement of these Objects.

The meaning and effect of any object referred to in this Rule 3 shall not be restricted by any other object, and each object will be interpreted and have effect as an independent power.

Rule 3 is to be interpreted so as to widen and not restrict the powers of the Association.

4. POWERS OF THE ASSOCIATION

The Association has the powers:

- (a) of an individual and the powers of an incorporated association under the Act; and
- (b) to do such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

5. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects;
- (b) Except as prescribed in this Constitution:
 - i. no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - ii. no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (c) Nothing contained in **clauses 5.1 or 5.2** shall prevent payment in good faith of or to any Member for:
 - i. any services actually rendered to the Association whether as an employee or otherwise;
 - ii. goods supplied to the Association 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 Association; or
 - v. any out-of-pocket expenses incurred by the Member on behalf of the Association; 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.
 - vi. the provision of honorarium to directors (provided that the provision of such honorarium has first been approved by members in general meeting).

6. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

7. MEMBERS' CONTRIBUTIONS

Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while the Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

8. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some registered or exempt charity, having objects similar to the Objects and 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 Association by this Constitution.

Such registered or exempt charity 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 Queensland or other Court as may have or acquire jurisdiction in the matter.

9. STATUS AND COMPLIANCE OF ASSOCIATION

9.1 Recognition of Association

Subject to compliance with this Constitution, the Branch Constitution, the SLSQ constitution, and the SLISA constitution the Association shall continue to be recognised as a Member of SLSQ and shall administer surf lifesaving activities.

9.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) remain incorporated in Queensland;
- (b) appoint a Delegate annually to represent the Association at meetings of the Branch;
- (c) nominate such other persons as may be required to be appointed to Branch committees from time to time under this Constitution or the Branch constitution or otherwise;
- (d) forward to SLSQ a copy of its constituent documents and details of its Directors;
- (e) adopt the objects of SLSQ (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the SLSQ constitution;
- (f) apply its property and capacity solely in pursuit of the Objects and 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 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 SLSQ, abide by the SLSQ Constitution.

9.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered;
- (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.

10. ASSOCIATION'S CONSTITUTION

10.1 Constitution of the Association

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

- (a) the objects of SLSQ;
- (b) the structure and membership categories of SLSQ;
- (c) recognising SLISA as the peak body for surf lifesaving in Australia, in accordance with the SLISA Constitution;
- (d) recognising SLSQ as the peak body for surf lifesaving in Queensland;
- (e) recognising SLISA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings; and
- (f) such other matters as are required to give full effect to the SLSQ constitution.

10.2 Operation of the SLSQ Constitution

- (a) The Association will take all steps to ensure its Constitution is in conformity with the SLSQ constitution at least to the extent set out in **Rule 10.1** and in respect of those matters set out in **Rule 10.1** shall ensure this Constitution is amended in conformity with future amendments made to the SLSQ constitution, subject to any prohibition or inconsistency in the Act;
- (b) The Association shall provide to SLSQ a copy of its Constitution and all amendments to this document. The Association acknowledges and agrees that SLSQ has power to veto any provision in this Constitution which, in SLSQ's opinion, is contrary to the objects of SLSQ.

11. MEMBERS

11.1 Membership

The membership of the Association shall consist of the following classes of individual membership:

(a) Probationary Members

Probationary membership shall:

- i. be the designation of any person for the time period between applying for membership and the gaining of an award and/or the granting of a formal category membership by the Board;
- ii. not have voting rights; and
- iii. not be entitled to hold office on the Board.

(b) Junior Activities Members ("Nipper")

A Junior Activity Member shall:

be a person who shall be a minimum age of five (5) years up to a maximum age of thirteen (13) years;

- i. be required to gain the relevant Surf Education Certificate for that person's age group; and
- ii. not have voting rights.

(c) Cadet Members

A Cadet Member shall:

- i. be a Member of the age qualification as defined in SLSA's Manuals (i.e. under 15) and, who has obtained the Surf Rescue Certificate or has passed an annual proficiency test; and
- ii. not have voting rights.

(d) Active Membership

An Active Member shall:

- i. be a Bronze Medallion holder;
- ii. be fifteen (15) years of age or older.
- iii. Fulfil patrol and Club obligations, as provided by SLSA and this Constitution.
- iv. qualify in an annual proficiency test unless the Member has obtained their Bronze Medallion in that season.
- v. have the right to be present, to debate and to vote at General Meetings.
- vi. Have the right to hold office on the board as outlined under Rule 27.2.

(e) Reserve Active Members

Reserve Active Membership may be granted to Active Members who have satisfactorily completed (from the gaining of the Bronze Medallion) at least eight (8) years of patrol and Club obligations as provided by SLSA and Club constitution.

Reserve Active Membership shall not be automatic but shall be granted by resolution of the Board.

A Reserve Active member shall:

- i. perform a minimum of 25 patrols hours per year for a period of 4 years and further patrol duties at the discretion of the Board of Lifesaving;
- ii. complete the annual proficiency test;
- iii. have the right to be present, to debate and to vote at General Meetings;
- iv. have the right to hold office on the board as outlined under Rule 27.2.

(f) Long Service Members

- i. Subject to Board approval, Long Service Membership may be granted to Members who have:
 - (a) completed ten (10) years active patrol service; and
 - (b) maintained financial membership with the Association during this period; and
 - (c) complied as a patrolling member, to any relevant Association policy relating to 'Membership and/or Patrols'.
- ii. A Long Service member shall:
 - (a) be exempted from all patrol obligations and may be granted other special privileges of Membership as provided in this constitution;
 - (b) have the right to be present, to debate and to vote at General Meetings;
 - (c) have the right to hold office on the board as outlined under Rule 27.2.
- iii. Long Service Membership may also be granted to Members, at the discretion of the Board, who have completed eight (8) years active patrol service plus four (4) years reserve active patrol service.

Should a member join from another Surf Life Saving Club they have attained Long Service status, the Association may recognise such status on the condition that the member completes a minimum of 25 hours of active patrol service for the Association prior to recognition by the Association.

(g) Award Members

- i. Award Membership may be granted to persons who hold an SLSA award of one, or more, of the following qualifications: - Surf Rescue Certificate (over 15 years of age), Radio award/s, Emergency Care awards (or equivalent);
- ii. Members who hold any of the SLSA awards mentioned in 11.1(g) i) must also hold the SLSQ Observers Award to be able to patrol;
- iii. Award Members may be called upon to perform patrol and/or other club obligations within the scope of their qualifications;
- iv. Such Members shall have the right to be present at general meetings; and
- v. The Association may grant Award Members, the right to debate and to vote at general meetings if they are undertaking lifesaving patrol duties.

(h) Past Active Members

- i. Past Active Membership may be granted to persons who have held an SLSA Bronze Medallion and been an active patrol member for a minimum of three (3) years for the Association.
- ii. Past Active Members who hold a current SLSA Award in one or more of the qualifications mentioned in 11.1(g) i) and 11.1 (g) ii) may be granted voting rights by the Association.

(i) Associate Members

Associate Membership may be granted to persons who may or may not hold an SLSA award.

Associate Members shall:

- i. not have voting rights;
- ii. not be entitled to hold office on the Board; and
- iii. have a joining and/or annual membership fee substantially greater than fees for other categories of membership.

(j) Honorary Members

- i. Honorary Membership may be granted to persons who may or may not hold on SLSA award.
- ii. Honorary Members shall not have voting rights nor be entitled to hold office on the Board.

(k) Life Membership

- i. Life Membership of the Association may be granted to Members who have rendered distinguished, or special service as provided for in this constitution and is relevant to only the Association.
- ii. Life Members shall have the right to be present, to debate and to vote at general meetings.
- iii. Life Members shall have the right to hold office on the board as outlined under Rule 27.2.

11.2 Life Members

- (a) The Board may recommend to the Annual General Meeting that any natural person who has rendered a minimum of 15 years of distinguished service to the Association and surf lifesaving, where such service is deemed to have assisted the advancement of the Association and surf lifesaving be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) Upon life membership being conferred the person's details shall be entered in the register, and from the time of entry on the register the person shall be a Life Member.

12. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and fees payable by Members to the Association, the time for and manner of payment shall be as determined by the Board from time to time.

13. APPLICATION FOR MEMBERSHIP

- (a) A person seeking admission to membership of the Association must submit an application for membership with the Association.
- (b) The application for membership must:
 - i. be in writing or by electronic means;
 - ii. be signed by the applicant (and their parent or guardian for any applicant under the age of eighteen (18) years);
 - iii. be in the form prescribed from time to time by SLSQ and/or SLSA from the applicant and lodged with the Association;
 - iv. if required by the Board, be accompanied by any applicable joining fees, annual subscriptions and any other payments determined by the Board.
- (c) All membership applications will be considered by the Board and they may accept or reject a membership application without giving any reason.
- (d) If an applicant is elected to membership, the Association is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Association must notify the applicant of that fact and return any payments which the applicant has made to the Association.
- (e) Where the Association accepts an application the applicant shall, subject to notification to SLSQ, become a Member.

14. REGISTER OF MEMBERS

14.1 Register

- (a) The Association shall keep and maintain a Register in accordance with the Act.
- (b) To ensure the Register is up to date, members must advise the Association of any changes to their contact details (including emails, telephone numbers and postal addresses) within one (1) month of any change to those details.

14.2 Inspection of Register

A member of the Association must not:

- (a) use information obtained from the members register to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the members register to someone else, knowing that the information may be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

14.3 Use of Register

Subject to confidentiality considerations and privacy laws, the Register may be used by the Association to further the Objects of the Association, in such a manner as the Board considers appropriate from time to time.

14.4 The Right of SLSQ to Register

The Association shall provide a copy of the Register at a time and in a form acceptable to SLSQ, and shall provide regular updates of the Register to SLSQ.

The Association agrees that SLSQ may utilise the information contained in the Register and the Register itself to further the objects of SLSQ, subject always to reasonable confidentiality considerations and privacy laws.

15. EFFECT OF MEMBERSHIP AND CONSTITUTION

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and By-Laws, the SLSQ constitution and regulations and the SLSA constitution and regulation;
- (b) they shall comply with and observe this Constitution and the By-Laws, and any determination, resolution or policy which may be made or passed by the Board or any other entity with delegated authority;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association, SLSQ and SLSA;
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of surf lifesaving as a community service; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

16. DISCONTINUANCE OF MEMBERSHIP

- (a) A member may at any time, with immediate effect, resign from his or her membership of the Association by giving notice in writing to the Association or by returning their membership card to the Association and clearly indicating to the officer that he or she resigns from membership;
- (b) Any person who has not paid their annual subscription or any other payments owing to the Association:

- i. by the due date shall cease to be entitled to the privileges of membership of the Association; and
 - ii. within one (1) month after the due date shall cease to be a member of the Association.
- (c) Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance;
- (d) A Member who ceases to be a Member, for whatever reason, forfeits all rights in and claims upon the Association and its property and cannot use any surf lifesaving equipment or other property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member must be immediately returned to the Association or destroyed by the Member (noting this election will be made by the Association).

17. GRIEVANCES, JUDICIAL AND DISCIPLINE

- (a) The Association adopts the Grievances, Judicial and Discipline Regulations of SLSQ as amended from time to time. These shall be replicated in the By-Laws but cannot be amended from the SLSA Regulations without the prior written approval of SLSQ and SLSA.
- (b) Where the Board is advised or considers that a Member has allegedly:
- i. breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee; or
 - ii. acted in a manner unbecoming of a Member, or prejudicial to the Objects and/or interests of the Association and/or surf lifesaving; or
 - iii. brought the Association, themselves, any other Member or surf lifesaving into disrepute.

the Board may commence or cause to be commenced, investigatory or disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms set out in relevant SLSA policies and/or regulations.

18. ANNUAL GENERAL MEETING

An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

19. NOTICE OF GENERAL MEETING

- (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 Association. The auditor 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 specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) Preliminary notice of a General Meeting should be issued 42 days prior to the date of the meeting calling for notices of motion and any other business to be conducted at that

- meeting.
- (d) Any motions or items for business complying with this constitution or by-laws are to be sent via email to the Director of Administration by Close of business 30 days prior to the date of the General Meeting.
 - (e) 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; and
 - ii. any notice of motion received from Members.

20. BUSINESS

- (a) The business to be transacted at the Annual General Meeting must include:
 - i. presentation of the reports of the Board;
 - ii. consideration of the financial statement and audit report for the last financial year;
 - iii. any ordinary resolutions and special resolutions to be voted on at the meeting;
 - iv. the election of Directors under this Constitution,
 - v. the motion for affiliation with the Branch, SLSQ and SLSA;
 - vi. the motion recognising the affiliation of the Association's supporters club; and
 - vii. the appointment of the auditors for the present financial year.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in **clause 20(a)** shall be special business.
- (c) No business other than that provided on the notice shall be transacted at that meeting.

21. NOTICES OF MOTION

Members shall be entitled to submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Director of Administration not less than 21 days (excluding receiving date and meeting date) prior to the General Meeting.

Notices of motion must include a mover and seconder.

22. SPECIAL GENERAL MEETINGS

22.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association 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.

22.2 Requisition of Special General Meetings

- (a) The Director of Administration shall on the requisition in writing of 50% of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting shall be signed by the Members making the requisition and be sent to the Association. 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 Director of Administration does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, 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.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 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 shall be such number of Voting Members over the age of 15 years of age that equate to twice the number of current Directors plus one (1) Member.

23.2 President to Preside

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

- (a) in relation to any election for which the President is a nominee;
- (b) or 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 chairman for that meeting only.

23.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those Members present and entitled to vote will constitute a quorum for that meeting only.
- (b) The chairman 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.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 23.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairman; or
- (b) the Board; or
- (c) a simple majority of Members.

23.5 Recording of Determinations

Unless a poll is demanded under **clause 23.4**, a declaration by the chairman 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 Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

23.6 Where Poll Demanded

If a poll is duly demanded under **clause 23.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

23.7 Use of technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology 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 as permitted under clause 23.7(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

24. VOTING AT GENERAL MEETINGS

24.1 Members entitled to Vote

Each Member over the age of 15 years and entitled to vote as set out in clause 11.1 shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by that Member.

24.2 Casting Vote

Where voting at General Meetings is equal, the chairman may exercise a casting vote.

24.3 Proxy and Postal Voting

Proxy voting and Postal voting shall not be permitted at any Committee, Board of Management or General Meeting.

25. EXISTING DIRECTORS

The members of the governing or managing body (by whatever name called) of the Association 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.

26. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board.

27. BOARD OF MANAGEMENT

27.1 Composition of the Board

The Board shall comprise:

- (d) the President;
- (e) the Treasurer;
- (f) the Secretary; and
- (g) four (4) other Directors, namely Deputy President, Captain, Membership Officer, and Surf Sports Officer; who must all be Individual Members and who shall be elected under clause 28.

27.2 Eligibility Requirements

- (a) A member shall not be entitled to stand for or be elected or appointed to the Board if they:
 - i. are an employee of the Association; or
 - ii. are currently under suspension;
 - iii. are not a financial member of the Association;
 - iv. are ineligible to hold office on the Board pursuant to restrictions contained in the Act and this Constitution;
 - v. have not attained the age of eighteen (18) years.

27.3 Appointment of Delegate

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

28. ELECTION OF DIRECTORS

28.1 Nominations of Candidates

- (a) Nominations for candidates to be elected to the Board shall be called for by the Association twenty - eight (28) days prior to the Annual General Meeting;
- (b) When calling for nominations the Association shall also provide details of the necessary qualifications including the requirements under the Act and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board 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 Association not less than twenty – one (21) days before the date fixed for the holding of the Annual General Meeting, and the Association shall send the nominations to the Members entitled to receive notice under this Constitution together with the agenda for that General Meeting.
- (d) An eligible member may be nominated for more than one office. However, if a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule, the order of seniority shall be President, Deputy President, Director of Administration, Director of Finance, Director of Life Saving, Director of Surf Sports and Membership Officer;
- (e) If insufficient nominations are received to fill all available vacancies on the Board, then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies;
- (f) If the number of nominations received is equal to the number of vacancies to be filled, then the persons nominated shall be duly elected to the Board and declared elected by the Chairman;
- (g) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be conducted at the Annual General Meeting in such manner determined by the Board.

28.2 Voting procedures

Elections shall be conducted by secret ballot and otherwise by such means as is prescribed by the Board.

28.3 Term of Office of Directors

The 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. Directors may be re-elected.

29. VACANCIES OF DIRECTORS

29.1 Grounds for Termination of Office of Director

A director shall automatically vacate office as a director if they:

- (a) die; or
- (b) are disqualified for any reason referred to in the Act or otherwise becomes prohibited from being a member of the Board by reason of an order or declaration made under any law;
- (c) become 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;
- (d) are absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not be vacant as a result of that absence;
- (e) resign from office as a Director;
- (f) cease to be a member of the Association;
- (g) become an employee of the Association or a personal services contractor to the Association;
- (h) were not eligible to stand for or be elected or appointed to the Board;
- (i) cease to hold the necessary qualifications to hold office on the Board;
- (j) cease to be eligible to hold office on the Board or their specific position on the Board;
- (k) are removed from office as a director in accordance with the Act and this Constitution;
- (l) is removed by Special Resolution.

29.2 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

29.3 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 Annual General Meeting at which the term of the previous appointee would have expired.

29.4 No right of appeal

A director has no right of appeal against their removal from office under **clause 29.1**

30. MEETINGS OF THE BOARD

30.1 Board to Meet

- (a) The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in every four (4) calendar months for the transaction of business.
- (b) The Board may hold meetings, or permit a director to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (c) A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.

30.2 Decisions of Board

- (a) Subject to this Constitution, 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.
- (b) All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

30.3 Resolutions not in Meeting

- (a) A resolution in writing signed by all the 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 directors. The resolution shall be passed when the last director signs the document containing the resolution.
- (b) In addition to Rule 30.3(a), a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

30.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of the Directors.

30.5 Chairperson

The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Deputy President shall take the chair of the meeting. If the Deputy President is not present or are unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.

30.6 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days oral or written notice of the meeting of the Board must be given to each Director.

30.7 Material Personal Interest

- (a) Any director who has a material personal interest in a matter that relates to the affairs of the Association must, as soon as practicable after the relevant facts have come to the director's knowledge declare the nature of the interest at a meeting of the Board and comply with Rule 30.7(b).
- (b) Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Association must not vote on the matter and they must not be present while the matter is being considered at the meeting.

31. DELEGATIONS

31.1 Board may Delegate Functions

The Board may by instrument in writing create or 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.

31.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

31.3 Delegated Function Exercised in Accordance With Terms

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.

31.4 Procedure of Delegated Entity

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 **clause 30**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Association with details of all material decisions and shall provide any other reports, minutes and information as the Association may require from time to time.

31.5 Delegation may be Conditional

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.

31.6 Revocation of Delegation

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.

32. BY-LAWS

32.1 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 Association, the advancement of the Objects and surf lifesaving as it thinks necessary or desirable.

Such By-Laws must be consistent with the Constitution, the Branch constitution, the SLSQ constitution, the SLSA constitution and any regulations or by-laws made by the Branch, SLSQ or SLSA.

If any By-Laws are inconsistent with the SLSQ or SLSA constitution and regulations the By-Laws shall be null and void and will be inapplicable.

32.2 By-Laws Binding

All By-Laws made under this clause shall be binding on the Association and Members of the Association immediately upon the relevant By-Law being passed.

33. MINUTES

(a) The Association must keep minute books in which it records:

- i. proceedings and resolutions of general meetings of the Association; and
- ii. proceedings and resolutions of meetings of the directors of the Association (including meetings of a committee of directors);
- iii. resolutions passed by directors without a meeting.

(b) The Association must ensure that:

- i. minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
- ii. minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

(c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

34. FINANCE AND ACCOUNTS

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

- (b) The funds of the Association shall be banked in the name of the Association in such bank account(s) as the Board may from time to time determine.
- (c) Proper financial records shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association.
- (d) All monies shall be banked as soon as practicable after receipt thereof.
- (e) All amounts of one hundred dollars (\$100) or over shall be paid electronically signed by members of the Board or authorised management.
- (f) All expenditure shall be approved or ratified at a Board meeting.
- (g) The Board cause proper accounts and records to be kept with respect to the financial affairs of the Association in accordance with the Act.
- (h) The Board must, within six (6) months of the end of the Association's reportable financial year, ensure that a financial statement for its last reportable financial year is prepared.
- (i) Members' Access to books, minutes and other documents:
 - i. Members of the Association may apply to the Board to access the financial records, books, securities and other relevant documents of the Association. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request. If the Board permits the request, it may impose conditions upon the member's access.
 - ii. Members of the Association may request to access the Minutes of Board Meetings. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request.
- (j) The financial statement referred to in Rule 34 (h) shall be examined by the auditor who shall present their report upon such audit to the Association prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

35. DOCUMENTS

The Board must ensure the safe custody of books, documents, instruments of title and securities of the Association.

36. NOTICE

36.1 Manner of Notice

- (a) Without limiting the provisions of the Act, notice may be given by the Association to any member either personally or by sending it to the residential, postal or email address of the member.
- (b) Where a notice is given personally to a member, it is deemed to be received on the date that the notice is given to the member.
- (c) Where a notice is given to a member by way of sending it to their residential, postal or email address, it is deemed to be received on the day after the notice is sent to the member.

36.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised in this Constitution and determined by the Board from time to time (subject to the Act).

37. EXECUTION OF DOCUMENTS

- (a) The Association may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the seal witnessed by two members of the Board.
- (b) The Association may execute a document (including a deed) without using a Seal if

that document is signed by two members of the Board.

38. ALTERATION OF CONSTITUTION

The Constitution of the Association 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).

39. INDEMNITY

39.1 Directors to be indemnified

Every Director, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him in his capacity as Director, officer, auditor 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.

39.2 Association to Indemnify Directors

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

40. DISSOLUTION

Subject to **clause 8**, the Association may be wound up in accordance with the provisions of the Act.

