

Constitution

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QUEENSCLIFF SURF LIFE SAVING CLUB INCORPORATED

(ASIC REGISTRATION No. Y09593470)

TABLE OF CONTENTS

1.	NAME	1
2.	INCORPORATION	1
3.	OBJECTS OF CLUB	1
4.	POWERS OF CLUB.....	2
5.	INTERPRETATION AND DEFINITIONS.....	2
	5.1 Definitions.....	2
	5.2 Interpretation	3
	5.3 Enforceability.....	4
6.	STATUS AND COMPLIANCE OF CLUB	4
	6.1 Recognition of Club.....	4
	6.2 Operation of Constitution	5
7.	CLUB'S CONSTITUTION	5
	7.1 Constitution of the Club.....	5
	7.2 Alteration of Constitution.....	6
8.	MEMBERSHIP OF CLUB	6
	8.1 Minimum Number of Members	6
	8.2 Categories of Member	6
	8.3 Application for Membership	6
	8.4 Discretion to Accept or Reject Application	7
	8.5 Renewal of Membership	7
	8.6 Membership Transitional Arrangements	7
	8.7 Club Honours for Members.....	7
	8.8 Effect of Membership	9
	8.9 Liability of Members	9
9.	SUBSCRIPTIONS AND FEES	9
10.	REGISTERS.....	9
	10.1 Club to Keep Register of Members	9
	10.2 Use of SurfGuard	10
	10.3 Changes to Member Details	10
	10.4 Inspection of Register	10
	10.5 Use of Register	10
11.	DISCONTINUANCE OF MEMBERSHIP	10
	11.1 Discontinuance by Notice of Resignation.....	10
	11.2 Discontinuance by Breach	10
	11.3 Discontinuance by Failure to Pay Subscription	11
	11.4 Resignation by Failure to Re-Apply	11
	11.5 Amendment to the Register	11
	11.6 Forfeiture of Rights	11
	11.7 Membership May be Reinstated.....	11
	11.8 Refund of Membership Fees	11
12.	GRIEVANCES, JUDICIAL AND DISCIPLINE	12
13.	ANNUAL GENERAL MEETINGS	12
	13.1 Annual General Meeting to be Held	12
	13.2 Business	12
	13.3 Additional Meetings.....	12

14.	SPECIAL GENERAL MEETINGS.....	12
14.1	Special General Meetings May be Held	12
14.2	Request for Special General Meetings.....	12
15.	GENERAL MEETINGS	13
15.1	Notice to be given for General Meetings (including Annual General Meetings).....	13
15.2	Business of Meeting.....	13
15.3	Quorum	13
15.4	President to Chair	14
15.5	Chairperson may adjourn meeting	14
15.6	Use of Technology	14
16.	VOTING AT GENERAL MEETINGS	15
16.1	Members Entitled to Vote	15
16.2	Voting Procedure	15
16.3	Recording of Determinations	15
16.4	Where Poll Demanded.....	15
16.5	Casting Vote.....	15
16.6	Proxy Voting.....	15
16.7	Postal Voting	15
17.	MINUTES OF GENERAL MEETINGS	16
18.	BOARD.....	16
18.1	Powers of Board.....	16
18.2	Composition of Board	16
18.3	Portfolios	17
18.4	Right to Co-opt.....	17
18.5	Appointment of Delegate	17
18.6	Term of Office of Directors.....	17
19.	ELECTION OF DIRECTORS.....	18
19.1	Nominations of Candidates.....	18
19.2	Voting Procedures	18
20.	VACANCY ON THE BOARD	19
20.1	Grounds for Termination of Director	19
20.2	Removal of Director	19
20.3	Casual Vacancy	20
21.	QUORUM AND PROCEDURE AT BOARD MEETINGS.....	20
21.1	Convening a Board Meeting	20
21.2	Urgent Board Meetings	20
21.3	Quorum	21
21.4	Procedures at Board Meetings	21
21.5	Leave of Absence	22
21.6	Material Personal Interests	22
21.7	Financial Interest.....	22
21.8	Conflicts.....	23
22.	DELEGATED POWERS	23
22.1	Board May Delegate Functions	23
22.2	Exercise of Delegated Functions	23
22.3	Procedure of Delegated Entity.....	24
23.	DUTIES	24
23.1	General Duties	24
23.2	Public Officer.....	24

24.	MINUTES OF BOARD MEETINGS	24
25.	BY-LAWS AND / OR POLICIES	25
25.1	Board to Formulate By-laws and Policies.....	25
25.2	By-Laws and Policies Binding.....	25
25.3	Transitional Arrangements.....	25
25.4	Notices Binding on Members.....	25
26.	FUNDS, RECORDS AND ACCOUNTS	25
26.1	Sources of Funds	25
26.2	Club to Keep Records.....	25
26.3	Board to Submit Financial Statements	25
26.4	Accounts Conclusive.....	26
26.5	Accounts to be sent to Members	26
27.	APPLICATION OF INCOME	26
28.	NEGOTIABLE INSTRUMENTS	26
29.	AUDITOR	26
30.	SERVICE OF NOTICES	27
31.	REGISTERED ADDRESS	27
32.	INDEMNITY.....	27
33.	DISSOLUTION.....	28
34.	CUSTODY OF BOOKS AND OTHER DOCUMENTS	28
35.	LIQUOR LICENCE OBLIGATIONS	28
35.1	No Payments.....	28
35.2	Records	29
36.	TRANSITIONAL ARRANGEMENTS	29
SCHEDULE 1 ROLE DESCRIPTION OF BOARD MEMBERS		29
SCHEDULE 2 EXAMPLE OF BOARD OF DIRECTORS' OBLIGATIONS		32
SCHEDULE 3 – TERMS OF REFERENCE (“TOR”): QUEENSCLIFF SLSC FOUNDATION (“THE FOUNDATION”)		33

Constitution of Queenscliff Surf Life Saving Club

1. NAME

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

2. INCORPORATION

Clubs shall incorporate under the Act and shall remain incorporated.

3. OBJECTS OF CLUB

The Objects of the Club are to:

- (a) Provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout the local community and in particular to prevent the loss of life by the study and practice of life saving and first aid;
- (b) Further develop surf lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage assessments, competitions and other activities and to appropriately recognise successful Members;
- (c) Review and/or determine any matters relating to surf lifesaving which may arise, or be referred to it, by any Member;
- (d) Pursue sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in the local community;
- (e) Adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf lifesaving;
- (f) Represent the interests of its Members and of surf lifesaving generally in any appropriate forum;
- (g) Have regard to the public interest as well as the interest of all club members in its operations;
- (h) Undertake and or do all such things or activities, which are necessary, incidental or conducive to the advancement of these objects.

4. POWERS OF CLUB

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

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

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

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

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

Board means the body managing the Club and consisting of the Directors under rule 18.

Branch means the Sydney Northern beaches Branch of SLSNSW.

Club means Queenscliff Surf Life Saving Club Incorporated.

Committee means any committee created by the Board

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

Delegate means the person appointed from time to time to act for and on behalf of the Club and to attend, debate but not vote at general meetings of the Branch.

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

Financial Year means the year ending 31 May in each year.

General Meeting means the annual or any special general meeting of the Club convened under rule 14 and 15.

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 Club or any championship, competition, series or event or surf lifesaving activity of or conducted, promoted or administered by the Club.

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

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

Objects mean the objects of the Club.

President means the President for the time being of the Club.

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

Register means the register of Members kept under rule 10.1.

Registrar means the NSW Fair Trading Registrar.

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

SLSA means Surf Life Saving Australia Limited.

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

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

State means and includes a State or Territory of Australia.

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

Surf Life Saving Club means a Surf Life Saving Club that is a Member of or otherwise affiliated with SLSNSW or SLSA.

5.2 Interpretation

In this Constitution:

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

- (i) Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be so read down the provision shall be severed 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 CLUB

6.1 Recognition of Club

Queenscliff Surf Life saving Club Inc. (The Club) shall be affiliated with Sydney Northern Beaches Surf Life Saving (the Branch), SLSNSW and SLSA. Through the Branch, State and National affiliations with SLSNSW, The Club will abide by the articles, rules, Constitutions, By-Laws and awards of SLSA, SLSNSW and the Branch. Subject to compliance with this Constitution, the Branch Constitution, the SLSNSW Constitution and the SLSA Constitution the Club shall continue to be recognised as a Member of the Branch and of SLSNSW and shall administer surf lifesaving activities in accordance with the Objects.

Compliance of Club

The Members acknowledge and agree the Club shall:

- (a) Be or remain incorporated in New South Wales;
- (b) Appoint a Delegate annually to represent the Club at general meetings of the Branch;
- (c) Nominate such other persons as may be required to be appointed to Branch or SLSNSW committees from time to time under this Constitution or the Branch Constitution or SLSNSW Constitution or otherwise;
- (d) Forward to the Branch and SLSNSW a copy of its constituent documents and details of its Directors;
- (e) Adopt the objects of SLSNSW (in whole or in part as are applicable to the Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the Branch and SLSNSW Constitutions;
- (f) Apply its property and capacity solely in pursuit of the Objects and surf lifesaving;
- (g) Do all that is reasonably necessary to enable the Objects to be achieved;

- (h) Act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for benefit of the Members and surf lifesaving;
- (i) At all times act on behalf of and in the interests of the Members and surf lifesaving; and
- (j) By adopting the objects of SLSNSW, abide by the SLSNSW Constitution

6.2 Operation of Constitution

The Club and the Members acknowledge and agree:

- (a) That they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered;
- (b) To ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (c) Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of surf lifesaving and its maintenance and enhancement;
- (d) To promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) To act in the interests of surf lifesaving and the Members;
- (f) Where the Club considers or is advised that a Member has allegedly:
 - Breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Club; or
 - Acted in a manner prejudicial to the Objects and interests of the Club and/or surf lifesaving; or
 - Brought the Club, any Surf Life Saving Club or surf lifesaving (including the Branch, SLSNSW and/or SLSA) into disrepute;

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

7. CLUB'S CONSTITUTION

7.1 Constitution of the Club

- (a) The Constitution will seek to generally conform to the Branch and SLSNSW Constitutions.

7.2 Alteration of Constitution

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

8. MEMBERSHIP OF CLUB

8.1 Minimum Number of Members

The Club must have at least twenty (20) Active Members as defined in rule 8.2.1.

8.2 Categories of Member

The Members of the Club shall consist of:

A. Voting Members (Voting members shall have the right to vote at General Meetings.)

1. Active Members - who shall hold a SLSA Bronze Medallion, fulfil patrol and Club obligations and qualify in an annual skills maintenance test (unless that Member has obtained their Bronze Medallion in that season).
2. Long Service Members - where deemed as such by the Club after having completed ten (10) years active service.
3. Members with Club Honours (i.e. Life Members and Distinguished Service Members)
4. Present and past Office Bearers of the Club
5. Associate members who have been associate or other members of the Club for a minimum of 5 years
6. Award members, who hold an SLSA Award of one or more the following qualifications: Surf Rescue Certificate, Radio award, Resuscitation Certificate or First Aid Certificate and who undertake life saving patrol duties.

B. Non-voting members

1. Honorary Members / Patrons - who may or may not hold an SLSA award.
2. Probationary Members - shall be the designation of any person for the time period between applying for membership and the granting of a formal category of membership of the Club.
3. Junior Activities Members - shall be a person who shall be a minimum age of five (5) years and up to a maximum age of thirteen (13) years and such person shall be required to gain the relevant Surf Education Certificate for that person's age group.
4. Members who are 14 or 15 years of age who do not hold their Bronze medallion.
5. Associate members who have been associate or other members of the Club for less than 5 years.

8.3 Application for Membership

An application for membership by an individual must be:

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

8.4 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application whether the applicant has complied with the requirements in rule 8.3 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Club accepts an application the applicant shall, subject to notification to the Branch and SLSNSW, become a Member.
- (c) Membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Register shall be updated accordingly as soon as practicable.
- (d) If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reasons for rejection need be given.

8.5 Renewal of Membership

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

8.6 Membership Transitional Arrangements

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

8.7 Club Honours for Members

- (a) The Board may recommend to the Annual General Meeting that any Member who has rendered distinguished service to the Club, where such service is deemed to have assisted the advancement of the Club receive Club Honours, in the form of a Distinguished Service Award or Life Membership.
- (b) A resolution of the Annual General Meeting to confer Club Honours on the recommendation of the Board must be a Special Resolution.

8.7.1 Distinguished Service Award

A Distinguished Service Award may be awarded to a member by virtue of a meritorious rescue performed by the member or who otherwise has given extraordinary service to surf lifesaving, the majority of which has been with the Club.

Such service may include:

- Bravery under exceptional circumstances
- Meritorious rescues
- Competition Achievement
- Coaching or training achievement
- Significant lifesaving patrol and associated service as a long serving Active Member
- Significant administrative contribution (including as a long serving officer of the Club)
- Other significant contributions to surf life saving, the club and its members.

8.7.2 Life Membership.

Life Membership is the highest Club honour and as such is a significant and important award of respect and represents recognition by members of extraordinary and exceptional service to the Club.

A member may be eligible to be awarded Life Membership if they have received a Distinguished Service Award and continued to provide exceptional service.

8.7.3 The election process for Club Honours

The election process for Club Honours of Distinguished Service and Life Member is as follows:

- a) Any two members having at least 10 years satisfactory service to the club may nominate a member for Life Membership and/or Distinguished Service;
- b) The nomination should be in writing to the Board setting out the reasons for the nomination;
 - a. The nomination is to be considered by a Club Honours Committee of which at least 50 per cent must be Club Life Members;
 - b. The Club Honours Committee provides a recommendation to the Board;
 - c. The recommendation must be approved by at least eighty per cent (80%) of the votes cast by those present at the relevant Board meeting and if approved;
 - d. The nomination shall proceed to the Annual General Meeting and it must be carried by an eighty per cent (80%) majority of the votes cast by those present and entitled to vote;
 - e. The proposer/s may speak for the nomination at the Board meeting and the Annual General Meeting;

- f. At all meetings where the proposal is considered the vote shall be conducted by secret ballot.

8.8 Effect of Membership

Members acknowledge and agree that:

- (a) This Constitution is a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
- (b) They shall comply with and observe this Constitution and the Regulations;
- (c) By submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club, Branch, SLSNSW and SLSA;
- (d) This Constitution and Regulations are necessary and reasonable for promoting the Objects; and
- (e) They are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

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

- (i) Is not capable of being transferred or transmitted to another person; and
- (ii) Terminates upon the cessation of membership whether by death, resignation or otherwise.

8.9 Liability of Members

The liability of the Members of the Club is limited.

9. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscription and any other fees or levies payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board prior to the Annual General Meeting (AGM).
- (b) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the holding of office or the right to vote at General Meetings.
- (c) No person financially indebted to any other affiliated club of the Surf Life Saving Association of Australia shall knowingly be admitted to membership.

10. REGISTERS

10.1 Club to Keep Register of Members

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

- (a) The full name, post address and email address (if one) of the Member;
- (b) The category of membership of the Member;
- (c) The date on which the Member became a Member;
- (d) Any other information determined by the Board; and
- (e) For each former Member, the date of ceasing to be a Member.

10.2 Use of SurfGuard

SurfGuard or equivalent program in use by SLSA shall be used as the Register of Members.

10.3 Changes to Member Details

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

10.4 Inspection of Register

Inspection of the Register will only be available as required by the Act.

10.5 Use of Register

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

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Discontinuance by Notice of Resignation

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

11.2 Discontinuance by Breach

- (a) Membership of the Club may be discontinued 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 Club, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under rule 11.2(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach. The accused Member shall be granted seven days notice of their right to appear and be heard by the Board to explain the breach and/or remedy the breach.

- (c) Where a Member fails, in the Board's view, to adequately explain or remedy the breach, that Member's membership may be discontinued under rule 11.2(a) by the Club giving written notice of the discontinuance.
- (d) Any Member's membership that is discontinued under rule 11.2(a) shall have the right to appeal the discontinuation under the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time.
- (e) Any Special General Meeting in accordance with rule 11.2(d) shall be convened under this Constitution and in particular rule 14.

11.3 Discontinuance by Failure to Pay Subscription

- (a) A Member is taken to have resigned if:
 - (i) The Member's annual subscription is outstanding more than one month after the date on which subscription fees fall due and payable; or
 - (ii) If no annual subscription is payable:
 - (A) The Club has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (B) The Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member,
- (b) Should a sufficient explanation be made to the 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 Member has not re-applied for Membership with the Club within one month of re-application falling due, that Member's membership will be deemed to have lapsed from that time.

11.5 Amendment to the Register

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

11.6 Forfeiture of Rights

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

11.7 Membership May be Reinstated

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

11.8 Refund of Membership Fees

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

12. GRIEVANCES, JUDICIAL AND DISCIPLINE

The Club adopts the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time.

13. ANNUAL GENERAL MEETINGS

13.1 Annual General Meeting to be Held

- a) The Club shall convene and hold an Annual General Meeting of its Members annually within six months after the end of the financial year and in accordance with the Act.
- b) The Annual General Meeting of the Club shall, subject to the Act and to Rule 13.1 (a), 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 Annual General Meeting under the Act, the business of the Annual General Meeting shall include the consideration of financial statements and the reports of the Board and auditors, the election of Directors under this Constitution, the motion for affiliation with the Branch and SLSNSW, the appointment and fixing of the remuneration of the auditors and any other business of which notice is given in accordance with this Constitution.

13.3 Additional Meetings

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

14. SPECIAL GENERAL MEETINGS

14.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Club 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 20 per cent of Members entitled to vote convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall:

- (i) State the object(s) of the meeting; and
- (ii) Be signed by the Members making the requisition; and
- (iii) Be sent to the Club.

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

- (c) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Club, 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.

15. GENERAL MEETINGS

15.1 Notice to be given for General Meetings (including Annual General Meetings)

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

15.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days' notice in writing of that business to the Club, which

shall include that business in a notice calling the next General Meeting after the receipt of the notice.

15.3 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 10 per cent of Members eligible to vote represented personally or by their proxies.

- (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;

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

15.4 President to Chair

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

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

If the President is not present, or is unwilling or unable to preside, the 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 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 under rule 15.6(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS

16.1 Members Entitled to Vote

Subject to any other provision of this Constitution, each category of membership that has a right to vote under rule 8.2 shall be entitled to one vote at General Meetings. Voting rights are provided to Membership categories in Rule 8.2.A.

16.2 Voting Procedure

- (a) Votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 8.7.3 (The Election process for Club Honours) 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 Club shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

16.4 Where Poll Demanded

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

16.5 Casting Vote

The chairperson shall 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 shall be permitted at all General Meetings. Written appointment of such must be delivered to the Secretary prior to the meeting to which it relates.

16.7 Postal Voting

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

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 Annual General Meeting must include:
 - (i) Any reports or financial statements submitted to the Members at the Annual General Meeting; and
 - (ii) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

18. BOARD

"The Board's primary responsibility is one of trusteeship on behalf of its stakeholders, ensuring that the legal entity, the Club, remains viable and effective in the present and for the future. The Board's role includes determining the Club's strategic direction, core values and ethical framework, as well as key objectives and performance measures. A key critical component of this role is the Board's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives."

The Board will generally agree a code of conduct that sets out the responsibilities and reasonable expectations of Directors and the process of decision-making. An example of such Code of Conduct is attached at Schedule 2 of the Club Constitution.

18.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under rule 18.2.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) Shall control and manage the business and affairs of the Club;

- (ii) May exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
- (iii) Has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.

18.2 Composition of Board

The Board shall comprise:

- a) The President
- b) The Deputy President
- c) The Secretary
- d) The Treasurer
- e) And up to eleven (11) other Directors

Who must all be Members and who shall be elected under Rule 19.

18.3 Portfolios

If the Board considers it appropriate in order to further the Objects, it may allocate Directors to specific Portfolios, with specific responsibilities, as determined at the discretion of the Board, such as

- Vice Presidents (2)
- Captain
- Lifesaving Director
- Competition and Coaching Director
- Deputy Competition and Coaching Director
- General Activities Director
- Chief Instructor
- Junior Activities Director
- Member's Welfare Director
- Marketing and Sponsorship Director

The role of each Board member is described in Schedule 1.

Should any Board member absent himself from three (3) consecutive meetings without reasonable excuse, he/she may be automatically replaced by the Board.

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

18.5 Appointment of Delegate

Where the Club President is unable to attend a Branch meeting, the President shall, from amongst Club Members, appoint a Delegate to attend the meeting of the Branch in accordance with the Branch Constitution.

18.6 Term of Office of Directors

- (a) Directors shall be elected annually, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting.
- (b) Directors may be re-elected in the same position for an additional consecutive three years period, and may then be available for election to another Board Director position.

19. ELECTION OF DIRECTORS

19.1 Nominations of Candidates

- (a) The Club shall call for nominations for candidates to be elected to the Board not less than 42 days prior to the Annual General Meeting. When calling for nominations the Club shall also provide details of the necessary qualifications and role description for the positions (if any). Qualifications shall be as determined by the Board from time to time.
- (b) Candidates must:
 - (i) Be aged 18 years or over;
 - (ii) Reside in Australia;
 - (iii) Be a financial member; and
 - (iv) Be a fit and proper person for the position.
- (c) Nominations of candidates for election as Directors shall be:
 - (i) made in writing to the President or Secretary and
 - (ii) delivered to the Club not less than 30 days before the date fixed for the holding of the Annual General Meeting.

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

- (d) If insufficient nominations are received to fill all available vacancies on the Board:
 - (i) the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected; and
 - (ii) all remaining positions will be deemed casual vacancies under rule 20.3.

- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to declaration by the chairperson, be deemed to be elected.
- (f) If the number of nominations exceeds the number of vacancies to be filled, "the simple majority ballot" shall be used for each vacancy on the Board.

19.2 Voting Procedures

- (a) "The simple majority ballot" shall be used with each member having one vote and on a show of hands, for each vacancy on the Board.
- (b) In the event of there being an equality of votes for two or more candidates, the Chairperson may exercise a second and casting vote.
- (c) Prior to the voting process being conducted, the Chairperson shall appoint at least two scrutineers and advise the meeting of the voting process as set out in these Rules

20. VACANCY ON THE BOARD

20.1 Grounds for Termination of Director

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

- (a) Ceases to be a Member;
- (b) Dies;
- (c) Becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) Resigns their office in writing to the Club;
- (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 reasonable excuse for such absence;
- (g) Without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Club;
- (h) Is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his interest;
- (i) Is removed from office in accordance with this Constitution;
- (j) Has been expelled or suspended from membership (without further recourse under this Constitution or any of the Constitutions of the Branch, SLSNSW or SLSA);

- (k) In the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; or
 - (ii) has brought themselves or the Club into disrepute; or
 - (l) Would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

20.2 Removal of Director

- (a) The Club 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 Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

20.3 Casual Vacancy

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

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

- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (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 in accordance with 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 Club, or in any company or incorporated Club in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise;

Except with express resolution of approval of the 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 Club 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 the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and

- (ii) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Club 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.

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 Club complies with the Act and that individual Directors comply with this Constitution.
- (c) The Board must ensure that the Club complies with all requirements in the Act regarding financial statements.

23.2 Public Officer

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

- (d) If the position of Public Officer becomes vacant, the Board must appoint a person to the position within 28 days after the vacancy arises.

24. MINUTES OF 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. BY-LAWS AND / OR POLICIES

25.1 Board to Formulate By-laws and Policies

The Board may formulate, issue, adopt, interpret and amend by-laws and / or policies for the proper advancement, management and administration of the Club, the advancement of the Objects and surf lifesaving in the local community as it thinks necessary or desirable.

25.2 By-Laws and Policies Binding

All by-laws and policies made under this clause shall be binding on the Club and Members of the Club.

25.3 Transitional Arrangements

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

25.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to by-laws and policies shall be advised to Members of the Club by means of Notices approved and issued by the Board and shall be included on the Club's website for members information and feedback.

26. FUNDS, RECORDS AND ACCOUNTS

26.1 Sources of Funds

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

The Board will operate the Queenscliff Surf Life Saving Club Foundation in accordance with the Foundation Terms of reference, Schedule 3 – Queenscliff Foundation Terms of Reference.

26.2 Club to Keep Records

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

26.3 Board to Submit Financial Statements

The Clubs financial statements are required to be audited as per the Charitable Fundraising Act 1991. At the Clubs Annual General Meeting the audited financial statements will be presented to the Members.

26.4 Accounts Conclusive

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

26.5 Accounts to be sent to Members

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

27. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the purposes of the Club as set out in this Constitution.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) Nothing in this rule 27 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
 - (i) any services actually rendered to the Club whether as an employee or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Club,

- (d) Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28. NEGOTIABLE INSTRUMENTS

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

29. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Club in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Club in General Meeting.
- (b) The financial statements of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

30. SERVICE OF NOTICES

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (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 facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be 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.

31. REGISTERED ADDRESS

The registered address of the Club 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.

32. INDEMNITY

- (a) Every Director, officer, auditor, manager, employee or agent of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him/her in his/her capacity as Director, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.
- (b) The Club 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:
 - (i) 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 Club; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Club.

33. DISSOLUTION

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (c) If the Club is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall not be paid or distributed amongst the Members but shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - (i) gifts of money or property for the principal purpose of the organisation
 - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - (iii) money received by the organisation because of such gifts and contributions.
- (d) 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 New South Wales or other Court as may have or acquire jurisdiction in the matter.

34. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall keep in its custody or control all books, minutes, documents and securities of the Club.
- (b) Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Club will be open for inspection by the Members.

35. LIQUOR LICENCE OBLIGATIONS

35.1 No Payments

No officer or servant of the Club can be paid by way of commission or allowance from the receipts of the Club from the sale and disposal of liquor.

35.2 Records

The Club may maintain records of guests to the Club's premises.

36. 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 Club in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c) All clauses, rules, policies, by-laws and regulations of the Club in force at the date of the approval of this Constitution insofar as such clauses, rules, By-Laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this rule this rule 25.
- (d) All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one month of the approval of this Constitution under the Act.

SCHEDULE 1 ROLE DESCRIPTION OF BOARD MEMBERS

PRESIDENT

Shall be the official representative and spokesperson of the Club. Shall be entitled to be Chair of all Club meetings at which present. In the President's absence the Deputy President shall normally act as Chair. The Chair shall, when presiding, have a deliberative and casting vote and have ultimate authority on questions of order. The President shall have the power to call a special Board meeting if in the President's opinion a meeting is needed.

DEPUTY PRESIDENT

In the absence of the President, the Deputy President shall represent the Club and carry out the President's duties. Shall generally provide support to the President

SECRETARY

Shall attend all meetings of the Club. Shall be responsible for the recording of minutes of all business dealt with, and shall be responsible to see that all records of the Club are properly kept. Shall issue notices of meetings when required and shall conduct the Club's correspondence and post notices in the clubhouse as directed by the Board or as required under Club rules.

In the absence of the Treasurer the Secretary may have authority to receive moneys on behalf of the Club and account same to the Treasurer. Shall be entitled to attend all sub-committee meetings within the Club without power to vote unless expressly appointed to such sub-committees.

Shall coordinate the preparation of the Club's Annual Report for submission to the AGM of the Club and shall have such report endorsed by the Board. Shall keep a summary of important resolutions passed by the Club's Board from time to time.

TREASURER

Shall receive and be responsible for all moneys and shall keep a membership roll, cash book and any other records which may be required to show the financial status of all members.

Shall report to the Board any member whose subscription or other dues are more than one month in arrears. Shall submit a financial statement of the Club together with any other records considered appropriate at each Board meeting, and at the end of the financial year shall submit audited financial statements for the Board and members to consider at the AGM.

Shall keep an inventory of the Club property and for such purpose may request any officer to provide a list of property under their control.

OTHER DIRECTORS (RULE 18.3)

VICE PRESIDENTS

Up to two (2) Vice Presidents may act as advisors to the President on matters of policy and procedure as well as on facts and information material to Club welfare. They will carry out such duties as are requested of them by the President.

CAPTAIN

Shall be responsible for the general conduct of the members, when associated with the Club's activities. Shall have the power to refuse the use of Club property to any member as the Captain shall see fit. Shall arrange patrols and select personnel and captains thereof. Shall have authority to require any member to perform any reasonable duty.

LIFESAVING DIRECTOR

Shall be responsible for the maintenance and operation of all Surf Life Saving patrols during the nominated surfing season and ensure all eligible members are rostered to patrols and to patrol duties. Shall also ensure all members eligible for patrol are proficient.

Shall arrange, in conjunction with the Chief Instructor, for the conduct of the skills maintenance tests for patrol members each season and shall ensure that all members undertaking such tests are provided with an opportunity to update their knowledge/technique of the respective skill maintenance areas prior to the test.

Shall ensure the correct standard of patrol Life Saving equipment and shall liaise with the Chief Instructor for the integration of new award holders into patrols.

May be responsible for overseeing the following officers of the Club:

- Patrol Captains
- Radio Officer
- First Aid Officer
- Gear Stewart

COMPETITION and COACHING DIRECTOR

Shall be responsible for liaising with all Club competition sections and ensure competition is conducted safely, in accordance with competition policies of SLSA and/or the Club, and in a sportsman like manner. May be Chair of the competition Selection Committee and Competition Committee.

Shall endeavour to improve coaching standards within the Club by:

- Encouraging existing coaches who have not attained the relevant coaching accreditation to become accredited;
- Encouraging existing coaches to keep abreast of development in their respective discipline and to upgrade their coaching accreditation; and
- Assisting and encouraging Club members with perceived coaching potential or, who have indicated a strong interest in coaching, to become an accredited coach.

Shall report on all significant issues raised, as well as attendance at the Competition Committee meetings together with the general welfare and competition activities of each section, to meetings of the Board. Shall relate all relevant details of the Board meetings to meetings of the Competition Committee.

Shall ensure the correct submission of all competition entries and shall liaise with the Club Captain and Lifesaving Director regarding competitors' obligations to patrol hours.

May be responsible for overseeing the co-ordination of the activities which may include the following:

- Boat Captain
- Swim, Board and Ski Captain
- Beach Captain
- R&R Captain
- Club Race Secretary and Handicapper
- Junior Director
- Carnival Secretary

DEPUTY COMPETITION and COACHING DIRECTOR

Shall assist the Competition and Coaching Director.

GENERAL ACTIVITIES DIRECTOR

Shall be the first point of contact for all events to be held by the Club. Will arrange preparation of a draft calendar of the season's competition carnivals conducted by the Club and the season's social activities (including Junior Activities) and shall review and refer with recommendations to the Board for consideration.

Shall oversee the organising of the Club's Annual Awards Presentation.

Shall be responsible for the purchase and sale of Club's apparel including Junior Activities apparel.

Shall convene meetings of the Building Committee as required and submit recommendations to the Board for consideration. May oversee a Touring Committee ensuring sufficient Club accommodation for major carnivals (State and Australians) is secured, and that appropriate travel arrangements are in place and that the appropriate Club uniforms are obtained.

Shall ensure the proper maintenance, cleanliness and care of the Clubhouse proper.

May be responsible for overseeing the activities of other related officers who may include:

- Social Coordinator and Catering Officer
- Gym Co-Ordinator
- Building Committee
- Maintenance Officer
- Touring Team Manager

CHIEF INSTRUCTOR

Shall arrange all classes for members in training of awards and qualifications and shall report any such member who fails to attend such classes to the Board. Shall have control, subject only to the Captain of the instruction of all members in the area of surf lifesaving, and shall have authority to call upon other qualified instructors to provide assistance in this regard. Shall submit a report as required to regular Board meeting of Club activities under the Chief Instructor's control. Shall keep a register of successful and unsuccessful examination candidates and this register is to be presented to the Secretary after completion of the final squad for the season.

JUNIOR ACTIVITIES DIRECTOR

Be responsible for the Club's Junior Activities.

Shall ensure proper conduct and coordination of all matters relating to Junior Activities. Shall be responsible for organising and overseeing Junior Activity members with an education and teaching experience in a wide range of subjects and skills within Surf Life Saving.

Shall prepare Junior Activity members for their eventual transition to senior membership.

Shall be responsible for Junior competition and activities.

Shall be responsible for coordinating the training and development of Junior Activities members and encourage their participation in training and competition at all possible levels.

Shall be responsible for the leadership of age managers, junior competition managers and a junior gear steward.

MEMBER'S WELFARE DIRECTOR

Be responsible ensuring the experience of all Club members is monitored, reviewed and continuously improved, having particular regard to health and safety issues.

MARKETING AND SPONSORSHIP DIRECTOR

Shall lead the club's brand awareness activities, marketing for new members and the development of financial support from existing and new sponsors and be responsible for the control and implementation of all fundraising activities and shall account to the Treasurer for the results. Shall submit all proposals to the Board for Approval.

OTHER ROLES (NON BOARD MEMBERS)

CHILD PROTECTION OFFICE

In addition to the elected Board members, the Board will appoint a member to the position of Child Protection Officer. This Officer may be invited to attend Board meetings in a non-voting capacity.

The Child Protection Officer shall report to the President. Shall ensure that all members over the age of 18 years complete the appropriate Child Protection form. Shall also advise the Club on, and ensure the Club's compliance with, the Child Protection Act.

In addition to the elected Board members and the Child Protection Officer, the Board may appoint members to a number of roles within the Club. These officers may be invited to attend Board meetings in a non-voting capacity.

SCHEDULE 2 Example of Board of Directors' Obligations

Club Board members must always exercise their powers and discharge their duties with the duty of care a reasonable person would expect.

Club Board members must:

- Act in good faith and a proper purpose.
- Ensure they do not have a material personal interest in the subject in question.
- Ensure they are fully informed about the subject in question to the level they reasonably believe is appropriate.
- Always make decisions in the best interest of the Club.
- Not make improper use of information gained from holding their role at the Club.
- Not gain advantage for themselves or any other person
- Cause detriment to the Club.

Schedule 3 – Terms of Reference (“ToR”): Queenscliff SLSC Foundation (“the Foundation”)

Purpose	1. The purpose of the Foundation is to establish and maintain through gifts and bequests a sustainable fund from which the proceeds raised through investment are applied solely in meeting the objects of the Club as per the Club's Constitution – Rule 3: Objects of Club.
Objectives	2. Seek and gain gifts and bequests through marketing the Club Foundation to the community at large 3. Invest the Foundation funds to provide funds to the Club to be

- applied as per the requirements of the gift provider or as determined by the Foundation Committee where the gift provider does not stipulate what his/her gift is to be applied to.
- Governance
4. All aspects of the Foundation are managed by the Club Foundation Committee.
 5. The Foundation Committee operates as a delegated entity of the Club as determined by the Club's Constitution, Rule 22 – Delegated Powers.
 6. The Foundation Committee consists of five members:
 - a. Queenscliff SLSC President,
 - b. Three Queenscliff Club Life Members who are nominated by the Club Life members and approved by the Club Board
 - c. Independent expert Foundation Committee member approved by the Club Board
 7. The appointment and removal of Foundation Committee members can only be made by the Club Board.
- Accumulation and Distribution of Foundation Fund
8. The Foundation Committee shall hold the Foundation fund as a common fund in perpetuity and may only apply the income or permitted Capital of the Foundation fund for the Purpose of the Foundation.
 9. The Foundation Committee shall not be required to distribute any income derived from investment of the Foundation fund upon its receipt and, subject to point 10 of this ToR, the Foundation Committee may retain part or all of the income of the Foundation fund to provide a larger pool of income to apply towards the Purpose of the Foundation.
 10. The Foundation Committee must not retain income in an amount or for a period which may cause the Commissioner of Taxation to query whether the Foundation fund is being applied for the purposes for which it was established.
 11. Subject to point 12 of this ToR, the Foundation Committee shall have the discretion to distribute the entire income of the Foundation in any Financial Year to or for the Purpose, together with an amount up to, but not exceeding, 25% of the Capital of the Foundation fund as determined at the end of the previous Financial Year.
 12. Subject to a determination otherwise being made in writing by the Management Committee, the income of the Foundation Committee shall, in the first instance, be applied for the provision of or for the upgrading, renewal or purchase of equipment for use by the Club in its lifesaving work and subsequently for the provision of or upgrading of such amenities for Club members that relate to or support the achievement of the Purpose.
 13. Notwithstanding the provisions of point 10 of this ToR, if a benefactor of the Foundation directs the Foundation Committee that his or her gift is to be spent entirely for a specific purpose (provided it is to meet one or more of the objects of the Club as per the Club's Constitution – Rule 3: Objects of Club, the Foundation Committee shall be at liberty to spend the entire amount for that particular purpose.
- Investment
14. The Foundation Committee must invest the Foundation fund in the name of or under the control of the Queenscliff SLSC authorised by law for the investment of funds in the Commonwealth of Australia or any State or Territory provided that the investments are at all times, consistent with the Club's status

Powers of the
Committee

23. Accounts
and Audit

- as a registered “other incorporated entity” with the Australian Charities and Not-for-profits Commission and its charity tax concession as a Public Benevolent Institution endorsed to access GST concession and FBT and Income exemption.
15. To sell or deal with investments comprised in the Foundation fund or any interest in it and on terms the Management Committee think proper;
 16. To manage the Foundation’s real and personal property as fully and effectually as if beneficially entitled to it, without being responsible for loss;
 17. To determine:
 - a. Whether any money is to be considered as Capital or income;
 - b. Whether any expenses outgoings or other payments ought to be paid out of Capital or income; and
 - c. All questions and all matters of doubt arising in their management of the Foundation reposed in them by this ToR.
 18. To employ any person at a salary and with the benefits (including superannuation) that the Foundation Committee think fit and as approved by the Club Board. The employment must be solely in furtherance of the Foundation Purpose;
 19. If the Foundation Committee see fit, to treat as income of the Trust Fund any receipt, profit or gain which is assessable as income for the purposes of any Tax Act;
 20. To delegate to any person or company in any manner which the Foundation Committee see fit and as approved by the Club Board:
 - a. the management of the investments and other assets comprising the Foundation;
 - b. the transaction of any business;
 - c. the doing of any act relating to the Foundation;and to remunerate the person or company to the extent the Foundation Committee determine;
 21. To appeal for donations to the Foundation to assist in furtherance of the Foundation Purpose;
 22. With approval of the Club Board, to open and operate accounts of all descriptions with any bank or building society and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferrable instruments
 24. The Foundation Committee in accordance with Rule 26 of the Constitution (“Funds, Records and Accounts”) must keep and maintain accurate accounts of the capital and income of the Foundation and all dealings with it and must have the accounts audited in accordance with Clause 29 of the Club’s Constitution at the expense of the Foundation or its income as the Foundation Committee may determine.
 25. The Foundation Committee must always keep the Foundation Investment Fund separate from any other funds under the control of the Foundation Committee (whether individually or collectively) and to that end must utilise a separate bank account and transparent accounting procedures.
 26. The Foundation must ensure that receipts are issued in respect of all gifts received by them to the Foundation in the name of the "The Queenscliff SLSC Foundation, Queenscliff Surf Life Saving

- Club Inc.".
27. All cheques, promissory notes, bankers drafts, bills of exchange and other Foundation negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Club Board Directors or in such other manner as the Board determines.
28. All expenses in relation to the administration of the Foundation and the investment and reinvestment of any part of it, together with the collection of income and other sums derivable by the Foundation, must be charged against the income of the Foundation, but if income is insufficient for that purpose, then, at the Foundation Committee's discretion, it may be charged against the Capital of the Foundation, to the extent to which the available income is insufficient.
- Management Committee members' liability
29. Foundation Committee members are not liable for any loss incurred in the execution of the Foundation or for the consequences of any error, default or neglect on the part of the committee member involved, unless the loss is proved to have resulted from or involved the wilful default of that committee member.
- Appointment and removal of Foundation Committee members
30. Appointment and removal of Foundation Committee members can only be made by the Club Board.