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# Constitution

## Clovelly Surf Life Saving Club Incorporated

Incorporation No.: Y2114406  
Date of Incorporation: 2 February 1995

### Amendment Dates:

- AGM 19 July 2015
- AGM 22 July 2018





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## **CLOVELLY SURF LIFE SAVING CLUB INC**

### **1. NAME OF THE CLUB**

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

### **2. INCORPORATION**

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The Club is incorporated under the Act and shall remain incorporated.

### **3. OBJECTS OF CLUB**

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

- (1) Provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout Clovelly;
- (2) Participate as a Member of SLSNSW and SLSA through and by which surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (3) Ensure the maintenance and enhancement of the Club, SLSNSW, Surf Life Saving Clubs, SLSA and surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (4) At all times promote mutual trust and confidence between the Club, SLSNSW, Surf Life Saving Clubs, SLSA and the Members in pursuit of these objects;
- (5) At all times act on behalf of and in the interest of the Members and surf lifesaving;
- (6) Promote the economic and community service success, strength and stability of the Club, SLSNSW, Surf Life Saving Clubs, SLSA and surf lifesaving;
- (7) Affiliate with and otherwise liaise with SLSNSW and SLSA in the pursuit of these objects and surf lifesaving;
- (8) Conduct, encourage, promote, advance and control surf lifesaving in Clovelly, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (9) Conduct or commission research and development for improvements in methods of surf lifesaving and surf lifesaving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (10) Use and protect the Intellectual Property Guidelines;



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- (11) Apply the property and capacity of the Club towards the fulfilment and achievement of these Objects;
  - (12) Promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in lifesaving;
  - (13) Strive for Governmental, commercial and public recognition of the Club as the authority on aquatic safety and management in Clovell;
  - (14) 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;
  - (15) Further extend the operations and teachings of the Club throughout Clovell;
  - (16) Further develop surf lifesaving into an organised institution and with these Objects in view, to foster, regulate, organise and manage assessments, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
  - (17) Review and/or determine any matters relating to surf lifesaving which may arise, or be referred to it, by any Member;
  - (18) Pursue through itself or other such commercial arrangements (which are not in conflict with other SLSA bodies), including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in Clovell;
  - (19) 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;
  - (20) Represent the interests of its Members and of surf lifesaving generally in any appropriate forum in Clovell;
  - (21) Have regard to the public interest in its operations;
  - (22) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.
  - (23) Patrol as required by the Patrol Service Agreement as required by SLSNSW;
  - (24) Provide basic first aid treatment and organise appropriate follow up treatment to persons injured during patrol hours;
  - (25) Provide and maintain efficient lifesaving, first aid and surf competition equipment;
  - (26) Encourage competition between the Members of the Club and between the Club and other clubs affiliated with the SLSA in order to improve the lifesaving abilities and fitness of the members of the Club; and
  - (27) Provide and maintain a clubhouse and facilities for instruction of members in surf lifesaving, the convenience and comfort of members and to promote physical fitness and social harmony.



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## 4. POWERS OF CLUB

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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. INTERPRETATIONS AND DEFINITIONS

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### 5.1 Definitions

In this Constitution, unless the contrary appears:

**Act** means the Associations Incorporation Act 2009.

**Annual General Meeting** means a meeting 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 18.1(a). The term **Management Committee** may be used to refer to the Board.

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

**Clovelly Eskimos** means the Clovelly Eskimo Winter Swimming Club, the winter swimming division of the Club.

**Clovelly Nippers** means the junior activities division of the Club.

**Clovelly Surf Club Swimming Club** means the Saturday morning swimming club for children and juniors.

**Club** means Clovelly Surf Life Saving Club Incorporated.

**Committee** means any committee of the Board created under rule 22.1 from time to time.

**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 19. The term **Management Committee Member** may be used to refer to a Director.

**Financial Year** means the year ending 30 April in each year.

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

**Objects** means the objects of the Club under rule 2.

**President** means the President for the time being of the Club appointed under rule 18.2.

**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.

**“the Regulation”** means the Associations Incorporation Regulation 2010.

**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.

**Seal** means the common seal of the Club and includes any official seal of the Club under rule 31.

**Secretary** means:

- (a) the person holding office under this Constitution as secretary of the Club; or
- (b) where no other person holds that office – the public officer of the Club.

The Secretary may also be referred to as the **Director of Administration**.

**SLSA** means Surf Life Saving Australia Limited.

**“SLSA Bronze Medallion”** means the bronze medallion awarded by SLSA or any subsequent equivalent award.

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

**Special General Meeting** means a general meeting of the Club other than an Annual General Meeting.

**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.





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**Surf Life Saving Club** means a Surf Life Saving Club which is a Member of or otherwise affiliated with SLSNSW or SLISA.

**State Centre** means Surf Life Saving New South Wales, recognised under SLISA's Constitution as State Centre in NSW to administer Surf Life Saving in the State in accordance with its Constitution.

## 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.



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## 6. STATUS AND COMPLIANCE OF CLUB

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### 6.1 Recognition of Club

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



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## 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 throughout Clovelly;
- (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 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:
  - i. 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
  - ii. acted in a manner prejudicial to the Objects and interests of the Club and/or surf lifesaving; or
  - iii. 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

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### 7.1 Constitution of the Club

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

- (a) The objects of SLSNSW;
- (b) The structure and membership categories of SLSA;
- (c) Recognising SLSA as the national peak body for surf lifesaving in Australia;
- (d) Recognising SLSNSW as the peak body for lifesaving in New South Wales;
- (e) Recognising Sydney Branch as the peak body for lifesaving in the local area;



- 
- (f) Recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings;
  - (g) Such other matters as are required to give full effect to the SLSNSW Constitution; and with such incidental variations as are necessary having regard to the Act.

## 7.2 Operation of the Branch and SLSNSW Constitution

- (a) The Club will take all steps to ensure its Constitution is in conformity with the Branch and SLSNSW Constitutions at least to the extent set out in rule 7.1 and in respect of those matters set out in rule 7.1 shall ensure this Constitution is amended in conformity with future amendments made to the Branch, SLSNSW and SLSA Constitutions, subject to any prohibition or inconsistency in the Act.
- (b) The Club shall provide to the Branch and SLSNSW a copy of its Constitution and all amendments to this document. The Club acknowledges and agrees that SLSNSW has power to veto any provision in its Constitution which, in SLSNSW's opinion, is contrary to the objects of SLSNSW.

## 7.3 Alteration of Constitution

- (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 THE CLUB

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## 8.1 Minimum Number of Members

The Club shall have at least (20) Active Members.

## 8.2 Categories of Members

The Members of the Club shall be consistent with SLSA membership categories and shall consist of:

- (a) **Probationary Members** shall be the designation of any person for the time period between making application for membership and the gaining of an award and/or the granting of a formal category of membership of the Club. Probationary Members are not entitled to vote at General Meetings.
- (b) **Junior Activities Members** ('Nippers') shall be a person who shall be a minimum age of five (5) years and up to a maximum age of thirteen (13) years as at 30<sup>th</sup> September of the relevant year and such person shall be required to gain the relevant Surf Education Certificate for that person's age group. Junior Activities Members are not entitled to vote at General Meetings.
- (c) **Cadet Members** shall be a Member of the age qualification as defined in SLSA's Manuals (i.e. Under 16) as at 30<sup>th</sup> September of the relevant year and who has obtained the Surf Rescue Certificate or has passed the annual proficiency test. Cadet Members are not entitled to vote at General Meetings.



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- (d) **Active Members**, who shall hold an SLSA Bronze Medallion, fulfil patrol and Club obligations and qualify in an annual proficiency test (unless that Member has obtained their Bronze Medallion in that season). Active Members shall have the right to be present, to debate and to vote at General Meetings.
- (e) **Reserve Active Membership** may be granted to Active Members who have satisfactorily completed (from the gaining of the Surf Rescue Certificate or Bronze Medallion) at least ten (10) 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 after considering an application received in writing from the Active Member. Reserve Active Members shall have the right to be present, to debate and to vote at General Meetings. Notwithstanding the 10 years of service referred to in the first sentence of this membership classification, Reserve Active Membership may be granted under EXCEPTIONAL CIRCUMSTANCES to Active Members, irrespective of years of service.

Active reserve members must complete the annual proficiency test as provided by the SLSA.

Active reserve members must complete a minimum of 16 hours personal patrol hours each season.

- (f) **General Members**, who may be granted such membership by the Club regardless of whether they hold an SLSA award. General Members are not entitled to vote at General Meetings, access to the gym nor the granting of security fobs and keys and may include:
- i. A **Clovally Eskimo Member**;
  - ii. A **Clovally Surf Club Swimming Member**;
  - iii. A **Junior Activities (Nippers) Coordinator or registered assistant** for the purposes of the Clovally Junior Activities and
  - iv. Other as determined by the Board from time to time.
- (g) **Long Service Members**, have the right to be deemed as such by the Club after having completed twelve (12) years active service or ten (10) years active service plus two (2) years reserve active service.
- (h) **Award Members**, who must hold an SLSA award of one or more of the following qualifications: Surf Rescue Certificate, Radio Award, Resuscitation Certificate, Advance Resuscitation Certificate or First Aid Certificate. Award Members are not entitled to vote at General Meetings. Award membership shall only be granted in exception circumstances.
- (i) **Associate Members**, who may or may not have an SLSA award shall be a person who shall be a minimum age of forty (40) years. Associate Members shall not have voting rights. Total Associate Memberships must not exceed seventy-five per cent (75%) of the bronze medallion holding membership of the Club.



(j) **Honorary Members**, may be granted to Members who may or may not hold an SLSA award. Honorary Members are not entitled to vote at General Meetings. The following persons, by virtue of the official position they hold, are deemed constitutionally as Honorary Members:

- i. The Mayor of the City of Randwick;
- ii. The Federal and State Parliamentary representatives within which the Club premises are situated; and
- iii. The President and Director of Life Saving of SLSA and SLANSW.

Honorary Members are not eligible for election to official positions of the Club, may not vote for office bearer nominees to the Club and are entitled to all club privileges but shall be excluded from all Club competitions unless the member holds a SLSA Bronze Medallion.

(k) **Life Membership** may be granted by the Club to Members who have rendered distinguished, or special service and shall have the right to be present, to debate and to vote at General meetings. A Life Member is one who is elected at an annual general meeting of the Club as hereinafter provided rule 8.7. A life member is entitled to wear the honour blazer of the Club and to have all the rights and privileges of Active Members of the Club without payment of membership fees and is exempt from all active duties.

(l) **Dual Membership:**

The following shall apply to a dual or multi-affiliated membership:

- i. Any Member of an Affiliated Club may be admitted as a Member of the Club, provided such member has a “clearance” as provided by SLSA’s Clearances Policy; and
- ii. Any competing Individual Member shall not participate in any inter-Affiliated Club competition as a representative of more than one Club during any one competition season unless and until their “competitive right” have been transferred as provided in SLSA’s “Competitive Rights Transfer” Policy.

### 8.3 Application for Membership

An application for membership by an individual must be:

- (a) In writing on the form(s) and procedures prescribed from time to time by SLSNSW, SLSA and 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

Accompanied by the appropriate fee, if any.



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## 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.
- (e) A Member or ex-member of another club affiliated with the SLSA who has been refused a clearance by that club must not be elected as a member of this Club until he receives such a clearance.

## 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 detail, 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 Life Members

The Club has the power to elect bronze medallion holders as life members. The following procedure must be observed in the election of life and honorary life membership:

- (a) any Member may nominate a member of the Club to the honour awards committee for the consideration by it for presentation of such awards;
- (b) the honour awards committee must make recommendations to the Board;
- (c) the Board must consider such nomination and if approved the nominations must be submitted as a Special Resolution to the next Annual General Meeting of the Club;
- (d) the Special Resolution must be approved by a of two-thirds majority of the members present and entitled to vote; and
- (e) all motions must be moved on the recommendation of the Board and nominations are to be restricted to one such nomination per year except in exceptional circumstances.



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## 8.8 Effect of Membership

Members acknowledge and agree that:

- (a) this Constitution constitutes 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;
- (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:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) 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. FEES AND SUBSCRIPTIONS

*The fees of the Club are the sole province of the Board, NOT the membership. Should the Members seek to interfere or assume responsibility for the setting of fees and/or budgets, they risk potential liability.*

- (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 from time to time. The determination of the Board on this matter is to be tabled at the next Annual General Meeting.
- (b) The Board is empowered to prevent any Member who's 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 right to vote at General Meetings.
- (c) All annual subscriptions become due as from the date of the Annual General Meeting in each year and must be paid no later than the date nominated by the Board. If any fee or subscription remains unpaid after last date due for payment nominated at the Annual General Meeting, the Board must, unless it considers that there is sufficient reason for delay in payment by resolution, cancel the membership of that Member.
- (d) All Members must renew their membership annually.





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- (e) Members in all categories are required to complete the SLSA, SLSNSW and Club renewal forms each year, even if no fees are payable.
  - (f) Membership renewals must be made on the approved renewal form, submitted to the Club and be accompanied by the appropriate fee (if applicable).
  - (g) Members failing to renew in any one season forfeit their membership and all rights and privileges accruing, provided that such a person shall be eligible to apply as a new Member on such terms and conditions as the Board may impose.
  - (h) No person shall be eligible as a Member unless all monies owed to the Club previously shall be paid.
  - (i) Upon attaining 50 years membership, a member shall pay no further fees whilst he remains a Club member but is still required to fill out the SLSA and Club forms.

## **10. REGISTERS**

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### **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 and address 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 shall be used as the Register of Members.

### **10.3 Changes to Member Details**

Members shall provide notice of any change and required 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 and under rule 35(b).

### **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.



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## 11. DISCONTINUANCE OF MEMBERSHIP

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### 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 Special General Meetings.

### 11.3 Discontinuance by Failure to Pay Subscription

A Member is taken to have resigned if:

- (a) the Member's annual subscription is outstanding more than one month after the date on which subscription fees fall due and payable; or
- (b) if no annual subscription is payable:
  - (1) the Club has made a written request to the Member to confirm that he or she wishes to remain a Member; and
  - (2) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

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).



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## 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 11, an entry shall be recorded in the Register of the Club recording the date on which the Member ceased to be a Member 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 which has been discontinued under this rule 11 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

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The Club adopts the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time. These shall be replicated in the By-Laws.

## 13. ANNUAL GENERAL MEETINGS

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### 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.



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## 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:

- (a) opening of the meeting by the chairperson;
- (b) apologies;
- (c) confirmation the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- (d) receipt from the Board of its report of the activities of the Club during the last preceding year;
- (e) tabling of fees set for the season and the date by which such fees must be paid;
- (f) the consideration of accounts and the reports of the Board and auditors;
- (g) the election of Directors under this Constitution;
- (h) the motion for affiliation with the Branch and SLSNSW;
- (i) the appointment and fixing of the remuneration of the auditors;
- (j) consideration and vote on any Special Resolution from the Board for Life and Honorary Life Membership; and
- (k) 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

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### 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 not less than 20 Members entitled to vote, convene a Special General Meeting.



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- (b) The requisition for a Special General Meeting shall:
    - i. state the object(s) of the meeting;
    - ii. be signed by each of the Members making the requisition; and
    - iii. be sent to the Secretary of the Club.
  - (c) The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
  - (d) 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.
  - (e) 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

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### 15.1 Notice to be given for General Meetings

- (a) Notice of every General Meeting shall be given to every financial 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;
  - iii. any nominations for candidates to be elected to Other Elected Positions under rule 19.3; and
  - iv. any notice of motion received from Members under rule 15.2(b).

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.



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## 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 represented at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 25 of Members present who are entitled to vote.

If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

- (a) if convened upon the requisition of Members, shall be dissolved;
- (b) in any other case, shall stand adjourned to:
  - i. 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
  - ii. any date, time and place determined by the chairperson; and
- (c) 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.

The quorum for an adjourned General Meetings of the Club shall be 15 of Members present personally who are entitled to vote.

## 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.



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- (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.

## **16. VOTING AT GENERAL MEETINGS**

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### **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.

### **16.2 Voting Procedure**

- (a) Subject to this rule 16, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 16.2, 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 not have a casting vote at General Meetings. Where voting at General Meetings is equal, the motion will be lost.

### **16.6 Proxy Voting**

Proxy voting shall not be permitted at all General Meetings.



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## 16.7 Postal Voting

Postal voting shall not be permitted at all General Meetings.

## 17. MINUTES OF GENERAL MEETINGS

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- (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

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*"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."*

### 18.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board (which may be referred to as the Management Committee) 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;
  - 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;





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- iv. has the power to appoint standing committees, special committees and sub-committees to consider and report upon any question referred to them and to fill any vacancy on such standing or special committee; and
  - v. from time to time to draw up and approve and promulgate on the Club's notice boards such by-laws and regulations as may be necessary or desirable for the proper management of the affairs of the Club and which by-laws and regulations shall be binding upon members until altered, amended or revoked by special resolution of the Board or by a General Meeting of the Club.

## 18.2 Composition of Board

- (a) The Board shall comprise the following positions, each of whom must be a bronze holding member:
  - i. The President;
  - ii. 2 Vice Presidents;
  - iii. Director of Finance;
  - iv. Secretary (usually also the Public Officer but refer to rule 23.2);
  - v. Director of Education;
  - vi. Director of Life Saving;
  - vii. Director of Competition; and
  - viii. Director of Junior Activities
- (b) Who must all be Members and who shall be elected under rule 19.
- (c) The following are entitled to attend Board meetings but without voting rights:
  - i. delegate from Clovelly Nippers if the Director of Junior Activities is not in attendance;
  - ii. delegate from Clovelly Eskimos;
  - iii. delegate from Clovelly Surf Club Swimming Club;
  - iv. social secretary; and
  - v. publicity officer.
- (d) Life members and past presidents may attend Board meetings with voice but without vote.
- (e) The Board has the power to co-opt and invite specific people to attend meetings.

In the event more than one of the Board positions are held by the same person concurrently, then the Board may appoint further Director(s) to ensure normal voting strength. In the interim until an additional Director(s) has been appointed to the Board, each Director is entitled to one vote only.



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## 18.3 Portfolios

- (a) The Board shall be appointed annually at the Annual General Meeting.
- (b) Directors may be re-appointed.
- (c) 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.

## 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

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

## 18.6 Transitional Arrangements

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

## 18.7 Term of Office of Directors

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

## 19. ELECTION OF DIRECTORS

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### 19.1 Nominations of Candidates

- (a) The Club shall call for nominations for candidates to be elected to the Board positions listed in rule 18.2 not less than 21 days prior to the Annual General Meeting. When calling for nominations, the Club shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.



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- (b) Candidates must:
- i. be aged 18 years or over;
  - ii. hold a bronze medallion;
  - iii. be nominated for a specific position on the Board; and
  - iv. reside in Australia.
- (c) Nominations of candidates for election as Directors from Bronze Medallion holders 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);
  - ii. delivered to the Club not less than 7 days before the date fixed for the holding of the Annual General Meeting; and
  - iii. nominations received shall be displayed on the Club's notice board by the Secretary and the Club's web site 5 days before the scheduled date for the Annual General Meeting.
- (d) The Club shall send the nominations to the Members entitled to receive notice under rule 15.1.
- (e) If only one nomination is received for a Board position listed in rule 18.2, the person nominated shall, subject to declaration by the chairperson, be deemed to be elected.
- (f) If the number of nominations for any Board position exceeds one, voting papers shall be prepared containing the names of the candidates in alphabetical order, for that vacancy on the Board.
- (g) If no nomination are received for a Board position, the position will be deemed a casual vacancy under rule 20.3.

## **19.2 Other Elected Positions**

- (a) In addition to the calling for Board nominations under rule 19.1, at the same time nominations shall be called for other Club officials following the same procedures as for Board nominations. Such Club officials include:
- i. assistant Director of Finance
  - ii. assistant Secretary
  - iii. assistant Director(s) of Lifesaving
  - iv. assistant Director of Education
  - v. boat captain
  - vi. boat vice-captain
  - vii. IRB (powercraft) captain



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- viii. IRB (powercraft) vice captain
  - ix. house captain
  - x. junior captain
  - xi. board, ski and swim captain
  - xii. beach captain
  - xiii. radio officer
  - xiv. gear steward
  - xv. assistant gear steward
  - xvi. recruitment officer
  - xvii. publicity officer
  - xviii. social secretary
  - xix. first aid officer
  - xx. workplace health and safety officer;
  - xxi. gym manager;
  - xxii. IT manager. And
  - xxiii. Member Protection and Information Officer
- (b) The Board may create additional positions to those listed above if in its opinion such a position is necessary or desirable.
- (c) If no nominations have been received for any of the Other Elected Positions, the chairperson may call for nominations from members in attendance at the AGM. If the person nominated accepts the position and there are no further nominations, the person nominated, subject to the declaration of the chairperson, shall be deemed elected. In the event of there being more than one nomination, then the procedure under rule 16.4 shall be followed.

## **20. VACANCY ON THE BOARD**

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### **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;



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- (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); or
  - (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;
    - ii. has brought themselves or the Club into disrepute; or
    - iii. 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 22.2(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.



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## 21. QUORUM AND PROCEDURE AT BOARD MEETINGS

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### 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, by facsimile 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; and
- (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 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.



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## 21.4 Procedures at Board Meetings

- (a) At meetings of the Board, the President shall chair the meeting. If the President is absent or unwilling to act, the Board shall appoint one of its Members to chair the meeting.
- (b) Questions arising at any meeting of the Board shall be determined on a show of hands, or if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.
- (d) Voting by proxy is not permitted at Board meetings.
- (e) A resolution in writing signed or assented to 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.



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## 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.

## 21.9 Board's Delegated Powers

The Board has power, subject to rule 12, to:

- (a) suspend, cancel or expel any Member who, in the opinion of the Board, is guilty of misconduct on the Club's premises or elsewhere, or who has acted prejudicially to the interest of the Club;
- (b) suspend, cancel or expel any Member who, in the opinion of the Board, is otherwise unfit to be a Member of the Club;
- (c) suspend any of its officers or any Member of any committee or sub-committee who, in the opinion of the Board, has been guilty of neglect of duty, breach of confidence or other misconduct;
- (d) engage and dismiss employees and fix the terms and conditions of their employment and their rates of pay; and
- (e) raise funds from any source for any necessary Club purpose and make suitable arrangements for repayment thereof with or without interest.

## 22. DELEGATED POWERS

*This clause allows roles to be delegated to people who are not on the Board, with such people being accountable to the Board.*

### 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.



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## 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.

## 22.4 Committees

The Board may delegate to the following committees the specific functions:

### 22.4.1 Life Saving Committee

- (a) The lifesaving business of the Club is to be administered by a lifesaving committee.
- (b) The lifesaving committee is responsible to the Board for the overall lifesaving functions of the Club. Without limiting the generality of this responsibility, it is to be directly responsible through its officers to ensure an effective patrol system operates on Clovelly Beach and that the Club maintains an efficient and effective lifesaving capacity.
- (c) The lifesaving committee is to consist of the following officers of the Club;
  - i. Director of Life Saving
  - ii. Assistant Director(s) of Life Saving
  - iii. junior captain
  - iv. radio officer
  - v. first aid officer
  - vi. power boat captain; and
  - vii. patrol captains.
- (d) At any meeting of the lifesaving committee, four members of the committee shall constitute a quorum.



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- (e) The first meeting for the committee must take place within one month of the AGM with the timing of subsequent meetings determined at that meeting.

### **22.4.2 Education Committee**

- (a) The education and training of probationary and existing members is to be administered by the education committee.
- (b) The education committee shall consist of the following officers of the Club:
  - i. Director of Education;
  - ii. assistant Director of Education;
  - iii. all training officers; and
  - iv. all club assessors.
- (c) At any meeting of the education committee, four members of the committee constitutes a quorum.
- (d) The first meeting for the committee must take place within one month of the AGM with the timing of subsequent meetings determined at that meeting.

### **22.4.3 Executive Committee**

- (a) The executive committee is to conduct any business of the Club which cannot await the next scheduled meeting of the Board.
- (b) The executive committee consists of the following officers:
  - i. President;
  - ii. Director of Life Saving;
  - iii. Secretary; and
  - iv. Director of Finance.
- (c) At any meeting of the executive committee, three members of the committee shall constitute a quorum.
- (d) The executive committee must report any decision made by it to the next meeting of the Board.
- (e) Meetings of the executive committee are to take place when called by the President or Secretary.

### **22.4.4 Judiciary Committee**

- (a) The Judiciary Committee shall deal with all matters referred to it by the Board.
- (b) The Judiciary Committee shall be appointed by the Board as required and shall be drawn from Life Members and Board directors.



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- (c) The Judiciary Committee shall constitute no less than three members being either life members or Board members with no more than one Board member being appointed.
  - (d) Any Member who has cited a member or is to give evidence is ineligible to sit on the judiciary committee with respect to that matter.

#### **22.4.5 Selection Committee**

- a) The selection committee will select teams to represent the Club.
- b) The selection committee consists of the following officers of the Club:
  - i. President
  - ii. Director of Lifesaving
  - iii. Assistant Director(s) of Lifesaving
  - iv. Director of Competition; and
  - v. any Member appointed by the Board.
- c) At any meeting of the selection committee, three members of the committee will form a quorum.

#### **22.4.6 Honour Awards Committee**

- (a) The honour awards committee is to make recommendations to the Board for approval and, if approved, for submission to an Annual General Meeting for an honour award of Life membership to be conferred upon a Member of the Club.
- (b) The honour awards committee consists of the following officers of the Club:
  - i. President,
  - ii. Secretary,
  - iii. Director of Life Saving; and
  - iv. a Life Member nominated by the Board.
- (c) At any meeting of the honour awards committee, three members of the committee shall form a quorum.

#### **22.4.7 Voting and Decisions of Committees and Board**

- (a) Subject to Rule 18.2, questions arising at a meeting of the Board or of any sub-committee must be determined by a majority of the votes of Members of the Board or sub-committee present at the meeting.



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- (b) Subject to Rule 18.2, each Member present at a meeting of the Board or at any sub-committee (including the person presiding at the meeting) is entitled to one vote but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
  - (c) The Board may act despite any vacancy on the Board.

## **23. DUTIES**

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### **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 Secretary will be the Public Officer unless the Board determine from time to time that a different Director 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 Board must ensure details of the appointment of the Public Officer are entered into the Register within 30 days of 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**

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- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) As a minimum, the minutes must record:
  - i. attendees;
  - ii. the business considered at the meeting;
  - iii. any resolution on which a vote is taken and the result of the vote; and
  - iv. any interest declared under rules 21.6 or 21.7.
- (c) Minutes of the Board meeting must be displayed on the Club notice boards within one week of the minutes being adopted by the Board.



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## 25. BY-LAWS

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*The By-Laws are the key “delegated legislation” of the Club. These are key rule and policy documents which can address a whole range of issues for the Club. The By-Laws must be consistent with the SLSNSW and SLSA Constitutions and Regulations.*

### 25.1 Board to Formulate By-laws

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Club, the advancement of the Objects and surf lifesaving in Clovelly as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the Branch Constitution, the SLSNSW Constitution, the SLSA Constitution and any regulations or By-Laws or the Standard Operating Procedures made by SLSNSW or SLSA. If any By-Laws are inconsistent with the SLSNSW or SLSA Constitution and regulations the By-Laws shall be null and void and will be inapplicable.

### 25.2 By-Laws Binding

All By-Laws made under this clause shall be binding on the Club and Members of the Club.

### 25.3 By-Law Transitional Arrangements

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

### 25.6 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members of the Club by means of notices approved and issued by the Board and displayed on the Club’s notice boards.

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## 26. FUNDS, RECORDS AND ACCOUNTS

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### 26.1 Sources of Funds

- (a) 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.
- (b) The funds of the Club may be derived from joining fees and annual subscriptions of members, sponsorships, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Board determine.
- (c) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club’s bank account.
- (d) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.



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## 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 Accounts

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

## 26.4 Accounts Conclusive

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

## 26.5 Accounts to be sent to Members

The Board shall cause to be sent to all financial members 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).

## 26.6 Funds Management

- (a) The Secretary and Director of Finance are empowered to receive and acknowledge funds on behalf of the Club.
- (b) All payments must be made by cheque, except for a payment under one hundred dollars, which may be paid out of petty cash. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee of the Club, being members authorised to do so by the Board.
- (c) The financial statement for the year ended 30<sup>th</sup> April each year and a balance sheet of the Club as at 30<sup>th</sup> April each year must be duly certified by the auditor and signed by the President, Secretary and treasurer and included in the annual report of the Club issued to members at the Annual General Meeting.
- (d) A list of all cheques drawn by the treasurer each month must be submitted to the Board for endorsement.



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## 27. APPLICATION OF INCOME

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- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects 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

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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

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*The Clubs financial statements are required to be audited as per the Charitable Fundraising Act 1991 and specific guidelines as provided by the Office of Liquor, Gaming and Racing.*

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





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## 30. SERVICE OF NOTICES

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- (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 upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

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## 31. COMMON SEAL

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*Under the new Act 2009, the requirement for Association documents to be executed under common seal has been removed. Associations can determine whether or not they wish to have a common seal which means this point may not be required.*

The Club does not have a Common Seal.

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## 32. REGISTERED ADDRESS

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The registered address of the Club is:

- (a) The address determined from time to time by resolution of the Board, currently P.O. Box 2094 Clovelly NSW 2031; or
- (b) If the Board has not determined an address to be the registered address, the postal address of the Public Officer.

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## 33. INDEMNITY

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- (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.



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- (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.

## **34. DISSOLUTION**

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- (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 upon winding up or dissolution of the Club 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 Club 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 New South Wales or other Court as may have or acquire jurisdiction in the matter.

## **35. CUSTODY OF BOOKS AND OTHER DOCUMENTS**

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- (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.

## **36. LIQUOR LICENCE OBLIGATIONS**

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### **36.1 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.



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## 36.2 Guests

A visitor to the Club's premises must not be supplied with liquor in those premises unless the visitor is a guest(s) in the company of an adult Member.

## 37. TRANSITIONAL ARRANGEMENTS

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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.

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.

All clauses, rules, 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 37.

All individuals who are, prior to the approval of this Constitution, were 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.

## 38. COLOURS

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- (a) The Club colours are to be red, white and sky blue. When wearing the club cap, the red colour must be worn on the right hand side.
- (b) The Club blazer must be as approved by the Board for the time being in office.
- (c) The club honour blazer is to be of the same design as the club blazer, with the addition of appropriate wording.

## 39. SERVICE OF NOTICES

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- (a) For the purpose of these rules, a notice may be served on or given to a person by:
  - i. delivering it to the person personally; or
  - ii. sending it by prepaid post to the address of the person; or
  - iii. sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.



- (b) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served in the case of a notice:
- i. given or served personally, on the date which it is received by the addressee;
  - ii. sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - iii. sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.