

# PART A

## Constitution of Coogee Surf Life Saving Club Incorporated

Incorporation Number: Y 0307403



[As at Oct 2021]

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# Constitution of Coogee Surf Life Saving Club Incorporated

## A1. THE NAME OF THE CLUB

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The name of the incorporated association is **Coogee Surf Life Saving Club Incorporated**.

## A2. THE PURPOSE OF THE CLUB

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As one Club:

- (a) we affirm our membership of and commitment to SLSA, and we adhere to the purpose and vision of our life saving movement;
- (b) we acknowledge with pride our unique heritage as a foundation club in the national surf life saving movement, and we seek to build on our legacy with respect and dignity for all Members, past, present and future;
- (c) we devote ourselves to our local community through our vigilance and service as surf life savers, and we hold on trust our special place in and our relationship with the Coogee area and the City of Randwick;
- (d) we recognise that we safeguard the land and waters of the Gadigal and Bidjigal peoples, who traditionally occupied our coastal region, and we pay our respects to the traditional guardians of the land, past, present and to those guardians of the future; and
- (e) we welcome without exception to our Club all who embrace our Purpose, Values and Objects, and we provide support and encouragement to all Members throughout the time of their service in all the activities of our Club in which they may engage.

We are many individuals with many voices but together we are and always will be one Club.

We live our Values each and every day and our Purpose and our Objectives are our constant guide and goal.

Our motto is Vigilance and Service.

Our Club is comprised of an exceptional Membership. Together we are and always will be Two Blue.

## A3. THE VALUES OF THE CLUB

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The Values of the Club are:

- (a) **One Club and One Vision:**

Although comprised of many Members from a diverse range of backgrounds and with a wide range of interests and differing levels of engagement in the

Club, we operate as one single unit with one overarching vision common to all Members, as set out in the Club's Purpose and Objects. All Members voluntarily subscribe to the Purpose, Values and Objects of the Club as set out in this Constitution.

(b) **Respect and Integrity:**

As a unique community we will at all times treat each other with respect and compassion in our interactions with all Members, and with the wider community. We recognise the integrity of each Member, regardless of their own circumstances, acknowledging that all Members give freely to the Club in their own unique way and as volunteers.

(c) **Inclusivity and Tolerance:**

We are one Club, but we are comprised of many Members from many different backgrounds and with a wide range of skills, interests and abilities. All Members contribute to the operation of the Club in their own unique way. All are welcome in our Club when they accept without exception our Purpose, Values and Objects, as evidenced in this Constitution.

(d) **Honesty and Transparency:**

Openness in our communications guides the interactions between all Members of the Club. The content and mode of our communications will at all times be honest and transparent. These communications will be conducted with integrity and sincerity.

(e) **Community and Culture:**

We belong to our own unique community but acknowledge that we are part of the broader surf life saving movement. We also acknowledge our role in our local community. Equally as important, we seek to leverage off our own unique legacy and history as a foundation club within the national surf life saving movement. At all times we seek to protect and hold dear the memories and reputations of all Members past, present and, where relevant, future.

#### **A4. THE OBJECTS OF THE CLUB**

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The Objects of the Club are, through the vigilance and service of all Members, to:

- (a) preserve and safeguard life by:
  - (A) the study and practice of the methods of life saving as determined by SLSA and such other bodies as may be approved by the Management Committee;
  - (B) the provision and maintenance of efficient life saving equipment; and
  - (C) the giving of aid on the beach and adjacent reserves as and when required;
- (b) promote demonstrations and arrange classes of training in surf life saving and other related topics to Members and the community;
- (c) promote and to allow for Members to compete in surf sports activities and to represent the Club at designated surf sport carnivals and competitions and other appropriate events;

- (d) provide benefits for Members and obtain and manage the best facilities for life saving by carrying out of the Purpose, Values and Objects of the Club;
- (e) seek to raise revenue for the Club via appropriate avenues and to expend this revenue in a conservative and appropriate way to promote the Purpose, Values and Objects of the Club;
- (f) ensure that all finances of the Club conform to all applicable charities' and related relevant legislation and SLSA requirements;
- (g) promote the involvement and influence of surf life saving standards, techniques, awards and education with bodies involved in life saving;
- (h) conduct or commission research and development for improvements in methods of surf life saving and surf life saving equipment and, in all ways, to improve and safeguard the aquatic environment;
- (i) use and protect the Intellectual Property of the Club (whether paid for by the Club or otherwise) and of SLSA;
- (j) oversee and manage Committees, Subcommittees and related groups within the Club, with an emphasis on increasing community awareness of aquatic safety such as but not limited to the Minnows Committee and the Coogee Penguins Winter Swimming Group;
- (k) act in good faith to ensure the maintenance and enhancement of surf life saving, its standards, quality and reputation for the benefit of Members, surf life saving and the community;
- (l) adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, child protection, drugs in sport, health, safety, junior and senior programs, infectious disease and such other matters as arise from time to time as issues to be addressed in surf life saving;
- (m) promote social interaction and cohesion between all Members of the Club and actively work to strengthen the social fabric of the Club;
- (n) assist where possible other clubs within the national surf life saving movement and similar community groups who require support in their own endeavours; and
- (o) undertake all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

## **A5. THE POWERS OF THE CLUB**

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Solely for furthering the Objects in **Rule A4**, the Club has in addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee and as set out under section 124 of the *Corporations Act* and as amended from time to time

## **A6. DEFINITIONS AND INTERPRETATION OF THIS CONSTITUTION**

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### **A6.1 Definitions**

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 2009* (NSW) and as amended from time to time.



**Advisor** means an Advisor to the Club in respect of certain Committees and Subcommittees and appointed as an Advisor pursuant to **Rule A13.3**.

**Annual General Meeting** means a meeting of Members convened under **Rule A26**.

**Annual Membership Period** means the twelve month period from 1 June of one year to 31 May of the following year.

**Annual Subscription** means the annual fees payable by each category of Member as determined by the Management Committee under **Rule A9** and includes any fee or levy raised by the Management Committee at the relevant time.

**Blueys Committee** means the Subcommittee established under **Rule A23**.

**Branch** means the relevant branch of SLSNSW deemed appropriate from time to time.

**Building Committee** means the Subcommittee established under **Rule A23**.

**By-Laws** mean any By-Laws made by the Management Committee under **Rule A25**.

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

**Club Badge** means the official Club logo as set out at **Rule A37** of this Constitution.

**Committee** means any Standing Committee or Subcommittee established by or under this Constitution with reference to **Rule A17**.

**Competition Committee** means the Committee established under **Rule A17** and **Rule A21**.

**Compliance and Public Officer** means the Officer appointed pursuant to **Rule A13** inter alia to fill the role of Public Officer to the Club as required by Fair Trading. The legislative responsibilities of Public Officer will form part of the responsibilities of the role of Compliance and Public Officer of the Club.

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

**Corporations Act** means *Corporations Act 2001* (Cth) and as amended from time to time.

**Disciplinary and Judiciary Committee** means the Subcommittee established under **Rule A23**.

**Employed Staff** means an employee of the Club as engaged by the Club pursuant to **Rule A13.4**.

**Executive Committee** means the Committee established under **Rule A17** and **Rule A19**.

**Fair Trading** means NSW Fair Trading or its successor in title.

**Finance Committee** means the Subcommittee established under **Rule A23**.

**Financial Year**, in relation to the Club, means:

- (a) the period commencing on the initial date of incorporation of the Club and ending on the following 31 May; and
- (b) each subsequent period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 June and ending on the following 31 May.

**Foundation Committee** means the Subcommittee established under **Rule A23**

**General Meeting** means the annual or any special general meeting of the Club convened under **Rule A26**.

**Honours Committee** means the Subcommittee established under **Rule A23**.

**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 life saving activity of or conducted, promoted or administered by the Club.

**Life Member** means an individual appointed as a Life Member of the Club under this Constitution and the relevant Policies and Procedures of the Club.

**Life Saving Committee** means the Committee established under **Rule A20**.

**Manager Once Removed** means the Officer referred to under **Rule A13.4**.

**Management Committee** means the body managing the Club and being the Committee established under **Rule A18**.

**Member** means any person recognised as a Member of the Club under **Rule A8** from time to time and who falls within a Membership Category or Membership Subcategory.

**Membership** means Membership of the Club as obtained pursuant to the provisions of this Constitution.

**Membership Category** means any of the membership categories as set out under **Rule A8**.

**Membership Subcategory** means any of the Membership subcategories as set out under **Rule A8**.

**Minnows Committee** means the Committee established under **Rule A22**.

**Objects** mean the objects of the Club under **Rule A4**.

**Officer** means a Member of the Club as identified under **Rule A13** and as elected under **Rule A14**.

**Patrol Service** means for the purposes of Member recognition and determining Membership Categories and Membership Subcategories, the number of full seasons of recognised and recorded service that have been performed by a Member as an active patrolling Member.

**Penguins Subcommittee** refers to the Subcommittee constituted under **Rule A17.3** and **Rule A23.1**

**Policies and Procedures of the Club** means any of the Policies and Procedures of the Club made or approved by the Management Committee under **Rule A25**.

**President** means the President for the time being of the Club referred to under **Rule A13** and elected under **Rule A14**.

**Purpose** means the purpose of the Club under **Rule A2**.

**Register** means the register of Members kept under **Rule A10**.

**Regulations** mean the *Associations Incorporation Regulation 2016* (NSW) and as amended from time to time.

**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.

**Returning Officer** means a Member identified and recommended by the Executive Committee and subsequently appointed by the Management Committee at the penultimate Management Committee meeting held prior to any General Meeting. The Returning Officer so appointed is specifically responsible for the administrative and voting requirements of any ballot held at that forthcoming General Meeting. The Returning Officer appointed in this way is automatically discharged from that position upon the conclusion of the first Management Committee meeting held after the relevant General Meeting. The Returning Officer may not stand for any contested position at the relevant General Meeting at which they serve as the Returning Officer. No Member is able to nominate for this position, being only by way of appointment.

**Rules Review Committee** means the Subcommittee established under **Rule A23**.

**Service** means that for the purposes of calculating service in respect of a Member, a season will be calculated as a full season from 1 June to 31 May of the following year without suspension or leave from Membership by the relevant Member. Continuity of Membership relates to continuous Membership not broken by suspension or approved by leave.

**SLS** means Surf Life Saving, and encompasses all clubs, branches, support operations, state and national organisations in the national surf lifesaving movement.

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

**SLSNSW** means the body recognised by SLSA as the body administering surf life saving in New South Wales.

**SLSS** means Surf Life Saving Sydney.

**Special Resolution** means a special resolution of the Members passed in accordance with the Act and this Constitution.

**Sponsorship Committee** means the Subcommittee established under **Rule A23**.

**Standing Committee** means any statutory committee of the Club established by this Constitution or by special resolution and includes but is not limited to the Management Committee, the Executive Committee, the Life Saving Committee, the Minnows Committee and the Competition Committee.

**State** means and includes a State or Territory of Australia.

**Subcommittee** means any subcommittee established by the Management Committee under **Rule A18.5** from time to time and includes but is not limited to the Building Committee, the Sponsorship Committee, the Honours Committee, the Foundation Committee and the Rules Committee.

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

**Two Blue** refers to the official two colours of the Club, generally sky blue and navy and as specifically identified in the By-Laws. The phrase may also indicate or reference any Member or Members of the Club

**Values** mean the values of the Club as set out in **Rule A3**.

## **A6.2 Interpretation of this Constitution**

Headings in this Constitution are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word "includes" in any form is not a word of limitation;
- (e) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form including representation in an electronic form;
- (f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law;
- (g) a reference to the giving of notice in this Constitution includes the giving of notice by electronic means and also the physical posting of the information on a notice board within the Club premises;
- (h) a reference to the payment of funds or monies includes payment by electronic means or transfer;
- (i) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (j) references to persons include natural persons, corporations, and bodies politic, and any legal personal representative, successors and permitted assigns of that person; and
- (k) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

## **A6.3 Enforcement**

- (a) Each Member submits to the non-exclusive jurisdiction of the courts of New South Wales, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If any provision of this Constitution or any phrase contained in it is held to be invalid or unenforceable in any jurisdiction, that 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.

## **A7. AFFILIATION OF THE CLUB AND ITS MEMBERS WITH SLSA; INCONSISTENCY OF THIS CONSTITUTION WITH ANY SLS INSTRUMENT**

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### **A7.1 Affiliation**

The Club will be affiliated with SLSA through whichever Branch and State centre of operations is deemed by the Management Committee to be appropriate from time to time. The Club and its Members will abide by the constitution, regulations and policies of these organisations always.

### **A7.2 Inconsistency**

Where there is any inconsistency between this Constitution and the provisions of any SLS instrument, policy, regulation and the like, the provisions of that SLS instrument shall prevail.

## **A8. MEMBERSHIP OF THE CLUB: ELIGIBILITY & NUMBERS; CATEGORIES OF MEMBERSHIP AND IDENTIFICATION OF MEMBERS**

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### **A8.1 Eligibility and Number of Members**

A person is eligible to become a Member of the Club if:

- (a) the person is a natural person, and
- (b) the person has applied in writing in a prescribed form to the Secretary to be a Member and that application been approved for Membership of the Club by the Management Committee and in accordance with the provisions of this Constitution and subject to **Rule A8** and **Rule A9**; and
- (c) the number of Members in any Annual Membership Period in each Membership Category and Membership Subcategory maybe be limited to a specified number at the absolute discretion of the Management Committee with notice of such limitation to be given to all Members.

### **A8.2 Categories of Membership and Members**

The Club shall comprise of Members in the following Membership Categories and Membership Subcategories:

- (a) **Junior Membership:** Junior Activities 5 to 13 Years Member;
- (b) **Junior Membership:** Cadet 13 to 15 Years Member;
- (c) **Active Membership:** Active 15 to 18 Years Member;
- (d) **Active Membership:** Senior Active Member (Active 18 Years +);
- (e) **Active Membership:** Award Member;
- (f) **Active Membership:** Reserve Active Member;
- (g) **Associate Membership:** Associate Member;
- (h) **Associate Membership:** General Member;
- (i) **Community Membership:** Community Member;
- (j) **Honorary and Service Membership:** Long Service Member;

- (k) **Honorary and Service Membership:** Life Member;
- (l) **Honorary and Service Membership:** Annual Honorary Member;
- (m) **Honorary and Service Membership:** Permanent Honorary Member; and
- (n) any other categories or subcategories of Membership or Member as the Club requires and considers necessary, as recommended by the Management Committee and approved by way of Special Resolution at a General Meeting of the Club.

### **A8.3 Determination of Membership Categories and Membership Subcategories and Membership Leave**

- (a) For the purposes of determining Membership Categories and Membership Subcategories in relation to a Member, age calculations shall be the relevant Member's actual age as at the time of the determination.
- (b) For the purposes of determining competition rights in relation to Members, the competition age of the relevant Member shall be determined as at midnight on 30 September of that relevant Annual Membership Period.
- (c) Active Membership Categories are dependent on age as well as the person holding an appropriate and proficient SLSA Award
- (d) A Member may apply in writing to the Club Captain for leave from the Club on reasonable grounds, with such application to be determined by the Management Committee in its absolute discretion but with recommendation from the Life Saving Committee. If a Member is granted leave, their entitlements as Members shall be suspended without detriment until they have advised the Club in writing of their return from leave. Continuity of Membership shall be retained for a Member returning from leave with no penalty as to calculation of Service.

### **A8.4 Membership Transitional Arrangements**

Notwithstanding any other rule of this Constitution, the transitional arrangements in **Rule A36** shall apply to the continuation of Membership from the date of adoption of this Constitution.

### **A8.5 Effect of Membership**

- (a) Members acknowledge and agree that:
  - (A) this Constitution constitutes a contract between each Member and the Club and that they are bound by this Constitution, the Regulations and all other governance documents of the Club;
  - (B) they shall comply with and observe this Constitution and the Regulations, together with all By-Laws and Policies and Procedures of the Club as made or endorsed by the Management Committee;
  - (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, together with the By-Laws and Policies and Procedures of the Club, are necessary and reasonable for promoting the Purpose, Values and Objects of the Club;

- (E) neither Membership of the Club nor this Constitution gives rise to:
    - (1) any proprietary right of Members in, to or over the Club or its Intellectual Property, property or assets;
    - (2) any automatic right of a Member to renewal of their Membership of the Club;
    - (3) subject to the Act and the Club acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
  - (F) they are entitled to all benefits, advantages, privileges and services of their Membership as determined by the Management Committee in its absolute discretion.
- (b) 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;
  - (B) terminates upon the cessation of Membership whether by death, discontinuance, refusal, resignation or otherwise; and
  - (C) may be forfeited upon a Member's expulsion or suspension as determined by the Management Committee.

#### **A8.6 Liability of Members**

The liability of a Member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the relevant Member in respect of their Membership of the Club as at the relevant time.

### **A9. MEMBERSHIP APPLICATIONS AND RENEWALS; ANNUAL SUBSCRIPTION FOR MEMBERS, FEES AND LEVIES; TIME FOR PAYMENT OF ANNUAL SUBSCRIPTION**

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#### **A9.1 Calculation of Annual Subscription and Any Fee and Levy by Management Committee**

- (a) Subject to this **Rule A9** and with particular reference to **Rule A9.2** and **Rule A9.4**, the Management Committee in its absolute discretion shall determine from time to time:
  - (A) the Annual Subscription and any other fee or levy payable by Members or categories of Membership to the Club for each Annual Membership Period commencing on 1 June of each year and concluding 31 May of the following year as set by this Constitution;
  - (B) the benefits which apply to Membership Categories and Membership Subcategories for each Annual Membership Period; and
  - (C) the time for and manner of payment of the Annual Subscription and any such fees or levies.

#### **A9.2 Time for Payment of Annual Subscription; Failure to Pay Within Specified Period; Late Payments**

- (a) Subject to **Rule A9.1, Rule A9.3, and Rule A 28.1 (b)**, payment of the Annual Subscription by all relevant Members falls due from 1 June of each Annual Membership Period with a window for payment of two calendar months from that date. All Members are required to have paid their Annual Subscription by 31 July of each Annual Membership Period;
- (b) In addition to the matters set out at **Rule A9.2 (a), Rule 9, 4, Rule A11 and Rule A28.1** and under this Constitution generally, **and** after notice has been given to the relevant Member:
  - (A) any Member who has still not paid their Annual Subscription by 30 September of the relevant Annual Membership Period will be required to pay a late fee of an amount determined by the Management Committee in its absolute discretion; and
  - (B) any patrolling Member who has not paid their Annual Subscription by 30 September of the relevant Annual Membership Period will not be credited with patrol hours for the relevant season in that Annual Membership Period until payment of all outstanding monies, including the Annual Subscription and any other relevant amount.

#### **A9.3 Exemption of Certain Members from Payment of Annual Subscription**

Members of the Club who have obtained 50 years Long Service are from that time on exempt from paying the Annual Subscription for each relevant Annual Membership Period.

#### **A9.4 Restriction on Membership Rights Where There is Ongoing and Outstanding Payment of Annual Subscription and Any Fee and Levy to be determined by Management Committee; Notice to Members of Annual Subscription or Fee or Levy Amounts**

- (a) Subject to **Rule A9.2, Rule A11.3 and Rule A28.1**, the Management Committee may in its absolute discretion and by simple resolution prevent any Member whose Annual Subscription or any other fees or levies are in arrears in any Annual Membership Period from exercising the whole or any of the rights or privileges of Membership of the Club pertaining to that Member, including but not limited to the right to vote in General Meetings. There is no right of appeal where the Management Committee exercises its right under this **Rule A9.4**.
- (b) Information relating to Annual Subscriptions and any relevant fee or levy will be published by the Secretary or their delegate from time to time and notice will be given to Members of this information.

#### **A9.5 Applications for Membership; Probationary Membership**

- (a) Applications for Membership shall be made in writing to the Secretary and are to be considered and approved by the Management Committee at the next immediate meeting of the Management Committee following receipt of the application. The consideration of all applications for approval of Membership will be a permanent item on the agenda of every meeting of the Management Committee.
- (b) A person is considered a probationary Member of the Club from the time of application to the time that a Member is entered in a Membership Category or Membership Subcategory upon completion of the requirements of that category and subject to the approval of the Management Committee.



## **A9.6 Renewal of Annual Membership**

- (a) The process for renewal of Membership is at the discretion of the Secretary but subject to this, requires the relevant Member to:
  - (A) fill out and complete (either electronically or on paper) the relevant Membership form as endorsed by the Club;
  - (B) sign any relevant declarations which may be required by SLS, SLSS, SLSNSW or SLSA;
  - (C) pay the Annual Subscription and any levy or fee; and
  - (D) perform any other administrative actions as required by the Club or the Management Committee.

## **A10. REGISTER OF MEMBERS**

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### **A10.1 The Club to Keep Register of Members**

- (a) The Secretary, or at their discretion, or in their absence, the Compliance and Public Officer, shall keep and maintain a Register of Members (whether in written or electronic form, but in a database of a form approved by SLSA) in which shall be entered:
  - (A) the full name and address of each 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 Management Committee; and
  - (E) for each former Member, the date of ceasing to be a Member.
- (b) The Register of Members must be kept in New South Wales at or be accessible from the main premises of the Club.

### **A10.2 Changes to Member Details**

Members shall provide notice in writing to the Secretary of any change to their details to the Club within one month of such change. Upon receipt of this notice, the Secretary will cause these changes to be made to the Register.

### **A10.3 Inspection of Register of Members**

- (a) Subject to all relevant privacy laws, information within the Register of Members pertaining to each Member must be open for reasonable inspection, free of charge, by that Member at any reasonable hour and upon reasonable written request to the Secretary, setting out the reason for the requested access and inspection. All other information contained in the Register will always be subject to all relevant privacy laws.
- (b) If a Member requests that any information contained within the Register about the Member (other than the Member's name and Membership Category or Membership Subcategory) not be available for inspection, then such information must not be made available for inspection.

- (c) A Member may not obtain a copy of any part of the Register.
- (d) Where there is an incontinency between **Rule A10.3** and any privacy law, that privacy law shall prevail.

#### **A10.4 Use of and Changes to Register**

Changes to the Register may only be undertaken by the Secretary or persons approved to do so by the Management Committee. A Member must not use information about a person obtained from the Register to contact or send material to the person, other than:

- (a) for the purpose of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club; or
- (b) any other purpose necessary to comply with a requirement of the Act or Regulation; and
- (c) in strict compliance at all times with all relevant privacy laws.

### **A11. DISCONTINUANCE OF MEMBERSHIP**

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#### **A11.1 Discontinuance by Notice of Resignation**

A Member having paid all arrears of moneys payable to the Club may resign from Membership of the Club by giving notice (being not less than one month or not less than such other period as the Management Committee may determine) in writing to the Secretary of resignation.

#### **A11.2 Discontinuance by Breach**

- (a) Membership of the Club may be discontinued by the determination of the Management Committee and upon breach by a Member of any Rule or provision or clause of this Constitution, including but not limited to any Member's failure to pay any monies owed to the Club, failure to comply with the By-Laws, Policies and Procedures, or any resolution or determination made or passed by the Management Committee or any duly and appropriately authorised Standing Committee or Subcommittee, and any act that is prejudicial to the Club or has the potential to bring the Club into disrepute.
- (b) Subject to this Constitution, Membership shall not be discontinued by the Management Committee under **Rule A11.2(a)** without the Management Committee first giving the relevant 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 Management Committee to explain the breach and/or remedy the breach.
- (c) Where a Member fails in the Management Committee's view to adequately explain or remedy the breach, that Member's Membership may be discontinued under **Rule A11.2(a)** by the Club giving written notice of the discontinuance.
- (d) Any Member's Membership that is discontinued under **Rule A11.2(a)** shall have the right to appeal the discontinuation under the SLSA Regulations as amended from time to time.

#### **A11.3 Deemed Discontinuance by Death, Failure to Pay Annual Subscription or Any Relevant Fee or Levy, or Inactivity**

- (a) A Member is deemed to have discontinued their Membership if:

- (A) the Member dies; or
  - (B) subject to **Rule A9.4**, the Member's Annual Subscription is outstanding more than four months after the date on which Annual Subscription fees fall due and payable in respect of each relevant Annual Membership Period and the Management Committee accepts this implied resignation or discontinuance by simple resolution in any relevant meeting of the Management Committee with notice then to be sent to the defaulting Member; or
  - (C) any relevant fee or levy due from that Member remains outstanding at the end of the Annual Membership Period;
  - (D) if no Annual Subscription or fee or levy is payable:
    - (1) the Secretary or their delegate has made a written request to the Member to confirm that that Member wishes to remain a Member; and
    - (2) the Member has not, within three months after being sent that request, confirmed in writing that the Member wishes to remain a Member.
- (b) Should an acceptable explanation be made to the Management Committee for the failure to pay the Annual Subscription or any other relevant amount or reason for not responding to a request, the Management Committee shall have the power in its absolute discretion to restore the discontinued Member to Membership upon payment of the amount due (if any).

#### **A11.4 Discontinuance by Failure to Renew Membership**

If a Member has not renewed their Membership with the Club within four months of renewal falling due, that Member's membership will be deemed to have ceased from 1 January of the following calendar year.

#### **A11.5 Amendment to the Register**

Where a Member discontinues their Membership or is deemed to have discontinued their Membership under this **Rule A11**, an entry setting out the date on which the Member ceased to be a Member shall be recorded in the Register as soon as practicable.

#### **A11.6 Forfeiture of Membership 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 life saving 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.

#### **A11.7 Membership May Be Reinstated**

Membership which has been discontinued under this **Rule A11** may be reinstated at the absolute discretion of the Management Committee, upon such conditions as it deems appropriate.

### **A11.8 Refund of Membership Fees**

Subject to **Rule A11**, Membership fees or subscriptions paid by the discontinued Member subsequent to any request by the Member may be refunded on a pro-rata basis to the Member upon discontinuance but at the absolute discretion of the Management Committee.

## **A12. COMPLAINTS, JUDICIAL AND DISCIPLINARY PROCESSES AND PROCEDURES**

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- (a) The Club adopts in full the complaints, judicial, and disciplinary policies, processes and procedures in the SLSA Member Protection Policy and SLSA Regulations as amended from time to time, and as set out in SLSA Policy 6.05 Membership Protection Policy, Annexure C and as amended from time to time.
- (b) Pursuant to **Rule A8.5**, all Members agree to comply and agree to be bound by these SLSA policies and procedures and regulations.
- (c) For the purposes of this Rule:
  - (A) **complaint:** refers to a complaint made to the Club care of the Secretary by one Member in respect of the conduct or character of another Member;
  - (B) **judicial:** refers to that part of the process subsequent to the complaint and involves the investigation of the complaint by the Club or any Committee authorised by the Management Committee to investigate the complaint; and
  - (C) **disciplinary:** refers to that part of the process subsequent to the investigation and involves a decision on any penalty in respect of a complaint against a Member as determined by any Committee authorised by the Management Committee to order such a penalty.

## **A13. PERSONS MANAGING THE BUSINESS AND OPERATIONS OF THE CLUB**

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### **A13.1 Officers, Advisors and Employed Staff**

- (a) The overall conduct of the operations and the business of the Club shall be vested in and undertaken by elected Officers, appointed Advisors and retained Employed Staff, who shall all be Members of the Club. Subject to complying with the process for application for Membership, Employed Staff shall be made General Members of the Club if they are not already a Member at the time of their engagement and subject to **Rule A8**.
- (b) All Officers, and subject to **Rule A13.3**, **Rule A13.4** and **Rule A14**, Advisors and Employed Staff hold their positions at the behest of the Members through a General meeting.

### **A13.2 Elected Officers**

- (a) The following positions are considered elected Officers of the Club and are elected each year at an Annual General Meeting and pursuant to **Rule A14** and **Rule A26** and will serve for a term of one year, the:
  - (A) President;
  - (B) Vice President;

- (C) Secretary;
- (D) Treasurer;
- (E) Club Captain;
- (F) two Governors;
- (G) Director of Minnows;
- (H) Director of Competition;
- (I) Director of Fundraising and Sponsorship;
- (J) Director of Social Events;
- (K) Director of Youth Services;
- (L) Director of Publicity, Marketing and Communications;
- (M) Compliance and Public Officer;
- (N) Club Vice Captain;
- (O) Club Junior Captain;
- (P) Chief Instructor;
- (Q) Registrar;
- (R) Chief Gear Steward;
- (S) IRB Captain;
- (T) Radio Officer;
- (U) Patrol Supervisor;
- (V) Proficiency Supervisor;
- (W) First Aid Officer;
- (X) Boat Captain;
- (Y) Swimming Captain;
- (Z) Surf Board Riding Captain;
- (AA) Beach Captain;
- (BB) Board and Ski Captain;
- (CC) R & R Captain;
- (DD) March Past Captain;
- (EE) Masters Captain;
- (FF) Life Saving Sports Captain;

- (GG) Assistant Competition Director;
- and, in respect of the Minnows Committee, the:
- (HH) Deputy Director of Minnows;
- (II) Minnows Branch Delegate;
- (JJ) Minnows Secretary;
- (KK) Minnows Treasurer;
- (LL) Minnows Competition Captain; and
- (MM) Minnows Registrar.

### **A13.3 Appointed Advisors**

- (a) The following positions are the appointed Advisors of the Club and are appointed after a nomination process pursuant to **Rule A14** and as approved by the Management Committee and after appointment and approval hold their position without limit as to term until replaced by a resolution of the Management Committee in its absolute discretion and with the recommendation of any relevant Committee or Subcommittee or resignation or discontinuance by the Member holding the position, the:
  - (A) Assistant Secretary;
  - (B) Assistant Treasurer;
  - (C) Bar Manager and Licensee;
  - (D) Building and Facilities Coordinator;
  - (E) Honorary Solicitor;
  - (F) Honorary Auditor;
  - (G) Work Health and Safety Officer;
  - (H) Member Protection Information Officer;
  - (I) Grievance and Disciplinary Coordinator;
  - (J) Wyllie's Baths Trust Delegate;
  - (K) Child Protection Officer;
  - (L) IT Coordinator;
  - (M) Recognition and Honours Coordinator;
  - (N) Club Historian;
  - (O) Advanced Awards Coordinator;
  - (P) Assistant Gear Steward;
  - (Q) IRB Vice Captain;

- (R) IRB Education Coordinator;
- (S) Boat Vice Captain;
- (T) Gymnasium Manager;
- (U) Touring and Carnival Team Manager;
- (V) Coaching Coordinator;
- (W) Surf Sports Official Coordinator;
- (X) Water Area Vice Captain;

and, in respect of the Minnows Committee, the:

- (Y) Minnows Assistant Secretary;
- (Z) Minnows Assistant Treasurer;
- (AA) Minnows Education Advisor;
- (BB) Minnows Beach Competition Advisor;
- (CC) Minnows Water Competition Advisor;
- (DD) Minnows Water Safety Supervisor;
- (EE) Minnows Apparel Supervisor;
- (FF) Minnows Assistant Apparel Supervisor;
- (GG) Minnows Sponsorship Advisor;
- (HH) Minnows Social Media Coordinator; and
- (II) Minnows Age Managers.

#### **A13.4 Employed Staff**

- (a) The Club, subject to this Rule and this Constitution, may from time to time and with the approval of the Management Committee and in compliance with all necessary and relevant legislation engage Employed Staff to assist in the day to day running of the business and operations of the Club.
- (b) Employed Staff and employment arrangements are to be confirmed by the Management Committee after applications and selections are made by the relevant Subcommittee dealing with employment issues and operating under the supervision of the Secretary.
- (c) Direct supervision and management of Employed Staff shall be undertaken by the Secretary or their delegate.
- (d) Each one of the Employed Staff shall be performance managed as part of their employment by the Secretary, and the relevant remuneration and contract of employment shall be determined by the Secretary in consultation with the Treasurer and approved by Management Committee in a confidential session of any necessary meeting of the Management Committee.

- (e) All Employed Staff shall be employed according to relevant award conditions and employment regulations.
- (f) Compliance by the Club with all relevant employment laws, employment awards and benefits and remuneration in respect of all Employed Staff will be at the supervision of the Treasurer.
- (g) In the event of any employment dispute between any Employed Staff Member and their direct report as stipulated under **Rule A13.4 (c)**, the member of Employed Staff Member shall at their discretion report to either the President or the Vice President, who in this regard shall act as a Manager Once Removed to the Employed Staff Member in respect of the matters the subject of this **Rule A13.4**.

#### **A14. ELECTION OF OFFICERS AT ANNUAL GENERAL MEETING; APPOINTMENT OF ADVISORS BY MANAGEMENT COMMITTEE**

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##### **A14.1 Election of Officers to the Club by Annual General Meeting; Nominations for Candidates to Elected Officer Positions**

- (a) Subject to **Rule A22.1** (dealing with the separate process for the election of Officers to the Minnows Committee), the Officers of the Club will be elected to their positions in the Club through the following process at an Annual General Meeting.
- (b) The Club through the incumbent Secretary shall call for nominations for candidates to be elected as Officers of the Club not less than twenty-one (21) days prior to the Annual General Meeting.
- (c) When calling for nominations for election as Officers of the Club, the Club through the Secretary shall provide details of any necessary qualifications and a job description for the relevant roles. All qualifications, job descriptions and the requirement or otherwise for election as an Officer of the Club shall be subject to the terms of this Constitution and will be set out in the By-Laws and Policies and Procedures of the Club.
- (d) Candidates for the position of elected Officers must:
  - (A) be aged 18 years or over, noting this is a requirement under section 28(2) of the Act; and
  - (B) reside in Australia; and
  - (C) be financial for the relevant Annual Membership Period.
- (e) Nominations of candidates for election as Officers of the Club shall be:
  - (A) made in writing on a form approved by the Secretary, signed by two proposing Members and accompanied by the written consent of the nominated Member (which may be endorsed on the form of nomination);
  - (B) made and proposed only by Members who may vote at an Annual Meeting, subject to **Rule A28**; and
  - (C) delivered to the Secretary not less than eight (8) days before the date fixed for the holding of the Annual General Meeting.
- (f) The Club through the Secretary shall send the nominations for election as Officers to the Members entitled to receive notice under **Rule A27.1**.



- (g) If insufficient nominations for election of Officers of the Club are received to fill all available vacancies for Officers of the Club, then:
  - (A) the candidates nominated as at that time for the position of Officer of the Club shall be deemed to be elected; and
  - (B) all remaining positions will be deemed casual vacancies under **Rule A15.3**.
- (h) If the number of nominations for election as Officers received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (i) If the number of nominations for election as Officers exceeds the number of vacancies to be filled, a ballot shall be held in accordance with this Constitution and **Rule A14.2** and any procedure prescribed by the Management Committee from time to time.
- (j) A nomination of a candidate for election as an Officer is not valid if that candidate has been elected to another role at the same election.

#### **A14.2 Ballot Procedure where Nominations for Elected Officer Positions Exceed Vacancies**

- (a) Where the number of nominations for candidates to be elected as an Officer of the Club exceeds the number of vacancies to be filled, a ballot shall be held in accordance with the following procedure and any relevant By-Law or Policy and Procedure to be held at the relevant General Meeting of the Club:
  - (A) the Returning Officer appointed in accordance with this Constitution shall be responsible for the administration of the ballot in their absolute discretion but under the guidance and direction of the Management Committee;
  - (B) the Returning Officer shall advise Members of the voting method outlined below as at the time of the relevant General Meeting;
  - (C) ballot papers shall be prepared containing the names of the candidates for each vacancy and distributed to Members;
  - (D) each candidate shall be afforded up to three (3) minutes to vocalise their suitability for candidacy. Questions to the candidates from the floor will not be taken;
  - (E) Members shall cast their votes, which shall be collected and tallied by the Returning Officer;
  - (F) scrutineers may be appointed at the request of any candidate and directed to the Returning Officer;
  - (G) the candidate with the majority vote shall be advised by the Returning Officer to the chair, who will advise Members of the winning candidate;
  - (H) at this time, any demand for a recount by more than five (5) eligible voting Members may be made to the Returning Officer;
  - (I) the decision by the Returning Officer on any issue associated with the ballot will be final and the vote count will not be made public; and

- (J) votes shall then be destroyed by the Returning Officer at or by the conclusion of the Annual General Meeting.

#### **A14.3 Appointment of Advisors to the Club by Management Committee; Nominations of Candidates to Appointed Advisor Positions**

- (a) Advisors of the Club will be appointed and endorsed to their positions in the Club by the Management Committee in its absolute discretion by the following process. Advisors do not require election to their position and any necessary ballot shall only be required under the provisions of **Rule A14.3(h)**.
- (b) In relation to any vacant Advisor position, the Club through the incumbent Secretary shall call for nominations for candidates to be appointed and endorsed as Advisors of the Club not less than twenty-one (21) days prior to the next meeting of the Management Committee.
- (c) When calling for nominations for appointed Advisors to the Club, the Secretary shall provide details of all necessary qualifications and a job description for the relevant roles. All qualifications, job descriptions and the requirement or otherwise for appointment as an Advisor shall be subject to the terms of this Constitution.
- (d) Candidates for the position of appointed Advisor must:
  - (A) be aged 16 years or over as at the date of nomination; and
  - (B) reside in Australia.
- (e) Nominations of candidates for appointment as Advisors of the Club shall be:
  - (A) made in writing; and
  - (B) delivered to the Secretary not less than eight (8) days before the date fixed for the holding of the next meeting of the Management Committee;
  - (C) at which meeting the nominations will be considered and decided upon by the Management Committee.
- (f) If insufficient nominations for appointment as Advisors of the Club are received to fill all available vacancies for Advisors of the Club, then:
  - (A) the candidates nominated as at that time for the position of Advisor of the Club shall be deemed to be endorsed and appointed by the Management Committee; and
  - (B) all remaining positions will be deemed casual vacancies under **Rule A15**.
- (g) If the number of nominations for appointment as Advisors received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be appointed as endorsed by the Management Committee.
- (h) If the number of nominations for appointment as Advisors exceeds the number of vacancies to be filled, a ballot by the Management Committee as to endorsement and appointment shall be held in accordance with this Constitution and any procedure prescribed by the Management Committee from time to time.

#### **A14.4 Ballot Procedure at Management Committee where Nominations for Appointed Advisor Positions Exceed Vacancies**

- (a) Where the number of nominations for candidates to be appointed as an Advisor of the Club exceeds the number of vacancies to be filled, a ballot shall be held in accordance with the following procedure and any relevant By-Law or Policy and Procedure to be held at the relevant meeting of the Management Committee of the Club to endorse the appointment of the relevant Advisor:
  - (A) the Secretary shall be responsible for the administration of the ballot in their absolute discretion but under the guidance and direction of the Management Committee;
  - (B) the Secretary shall advise Members of the Management Committee of the voting method outlined below as at the time of the relevant meeting;
  - (C) ballot papers shall be prepared containing the names of the candidates for each vacancy and distributed to Members of the Management Committee;
  - (D) the candidate with the majority vote shall be advised by the Secretary to the chair, who will advise Members on the Management Committee of the successfully endorsed and appointed Advisor; and
  - (E) the decision by Secretary on any issue associated with the ballot will be final and the vote count will not be made public.
- (b) Votes shall then be destroyed by the Secretary after the relevant meeting of the Management Committee.

#### **A15. VACANCIES ON COMMITTEES; TERMINATION OF POSITIONS**

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##### **A15.1 Vacancy of Positions of Officer or Advisor**

For the purposes of this Constitution, the position of an Officer or of an Advisor becomes vacant if the Officer or Advisor:

- (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) discontinues their position by notice in writing to the Club;
- (f) is absent without reasonable excuse, apology or the consent of the Management Committee from three (3) consecutive meetings of the relevant Committee or Subcommittee on which they sit;
- (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 their 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) has acted in any way proscribed by legislation;
- (l) in the opinion of the Management Committee (but subject always to this Constitution):
  - (A) has acted in a manner unbecoming or prejudicial to the Purpose, Values, Objects and interests of the Club; or
  - (B) has brought themselves or the Club or surf life saving into disrepute; or
- (m) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

#### **A15.2 Removal of Any Officer of the Club or Advisor of the Club**

- (a) The Club in a General Meeting may by Special Resolution remove any Officer or Advisor 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 role.
- (b) Where the Officer or Advisor who holds a position to whom a proposed resolution referred to in **Rule A15.2(a)** makes representations in writing to the Secretary or the President and requests that such representations be notified to the Members, the Secretary or the President may by notice send a copy of the representations to each Member or, if they are not so sent, the relevant Member may require that they be read out at the meeting, and the representations shall be so read.

#### **A15.3 Casual Vacancy**

- (a) In the event of a casual vacancy in the office of any Officer or Advisor and subject to **Rule A15.3(b)**, the Management Committee may appoint a Member to:
  - (A) the vacant Officer role, 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; or
  - (B) the vacant Advisor role, for term in accordance with this Constitution and subject to **Rule A14**.
- (b) A notice of vacancy shall be posted on the Club notice board within seven days prior to the Management Committee Meeting at which the position will be filled seeking expressions of interest from any of the Members.

## **A16. QUORUM & GENERAL PRINCIPLES FOR COMMITTEE MEETINGS**

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### **A16.1 Quorum at Committee Meetings**

- (a) At any meeting of any Committee of the Club the number of Members to that Committee whose presence is required to constitute a quorum is a simple majority of the standing Members on that Committee.
- (b) Subject to **Rule A16.2** the chair to the Committee meeting will be the Member who holds the most senior role on the relevant Committee.
- (c) No business shall be transacted by a Committee unless a quorum is present and if within half an hour of the time appointed for the start of 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 chair. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (d) The relevant Committee may act notwithstanding any casual vacancy on that Committee. However, if there are casual vacancies in the office of an Officer or an Advisor such that the number of remaining Officers or Advisor holders is not sufficient to constitute a quorum at a meeting, those present may act only for the purpose of increasing the number of those present to a number sufficient to constitute such a quorum.

### **A16.2 Procedures at Committee Meetings and Voting Entitlement of Officers and Advisors**

- (a) At any meeting of any Committee, the Member in the most senior role on that Committee shall chair the meeting. If that Member is absent or unwilling to act as chair, the next most senior Member present shall chair the meeting. If that Member is absent or unwilling to act, the relevant Committee shall appoint one of its Members to chair the meeting.
- (b) Subject to **Rule A14.3**, questions arising at any meeting of the Committee shall be determined on a show of hands, or if demanded by a Member on that Committee or at the absolute discretion of the chair, by a written ballot taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of any Committee shall be decided by a simple majority of votes of the Members present.
- (d) All Members sitting on any Standing Committee as identified under this Constitution shall have one vote on any question of that Standing Committee and each Member present is only eligible to cast one vote. The chair may exercise a casting vote where voting on any issue is equal. Co-opted Members on the Management Committee will not have a vote in respect of the business of the Management Committee.
- (e) Where an elected Officer is unable to attend a meeting of the Management Committee any Member co-opted to attend a meeting of the Management Committee in their stead (including any Member who fills an assistant role) will have no voting rights or hold a proxy for that meeting,
- (f) Members sitting on Subcommittees shall have voting rights as prescribed under the Policies and Procedures of the Club.
- (g) Any act or thing done, or purporting to have been done, by the relevant Committee or Subcommittee is valid and effectual notwithstanding any defect

that may afterwards be discovered in the appointment or qualification of any Member.

- (h) Personal attendance is required for voting by any Member in respect of a Standing Committee.
- (i) Voting by proxy or by way of pre-polling is not permitted at Standing Committee meetings.
- (j) Attendance at a meeting of any Subcommittee may either be in person or electronic with the approval of the chair.
- (k) Voting by proxy or electronic or relevant technological means is permitted at any meeting of any Subcommittee with the approval of the Chair.
- (l) A resolution in writing signed or assented to by any usual form of electronic communication by all the voting Members, shall be as valid and effectual as if it had been passed at a meeting of the relevant Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Members.

## **A17. COMMITTEES OF THE CLUB**

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### **A17.1 Committees of the Club**

The Committees of the Club shall be made up of Standing Committees and Subcommittees established pursuant to the terms of this Constitution and any relevant By-Laws and Policies and Procedures of the Club.

### **A17.2 Standing Committees**

The Standing Committees of the Club established under this Constitution shall comprise the:

- (a) Management Committee;
- (b) Executive Committee;
- (c) Life Saving Committee;
- (d) Competition Committee;
- (e) Minnows Committee; and
- (f) any such other Standing Committee which may be established under this Constitution and pursuant to **Rule A29**.

### **A17.3 Subcommittees**

- (a) Subcommittees of the Club may be established by the Management Committee under **Rule A18.5**
- (b) With reference to **Rule A23.1**, Subcommittees of the Club shall be, but not limited to, the:
  - (A) Finance and Compliance Committee;
  - (B) Building Committee;
  - (C) Sponsorship Committee;

- (D) Foundation Committee;
- (E) Honours Committee;
- (F) Blueys Committee;
- (G) Judicial and Disciplinary Committee;
- (H) Penguins Committee; and
- (I) Rules Review Committee.

## **A18. THE MANAGEMENT COMMITTEE**

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### **A18.1 Purpose and Powers of the Management Committee; Frequency of Meetings**

- (a) The operational affairs of the Club shall be managed by the Management Committee constituted under **Rule A17** and elected under **Rule A14**.
- (b) Subject to this Constitution, the Act and Regulations, the By-Laws, and the Policies and Procedures of the Club, the Management Committee:
  - (A) shall control and manage the business and operational affairs of the Club;
  - (B) 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;
  - (C) has the power to perform all such acts and things as appear to the Management Committee to be necessary or desirable for the proper management of the business and affairs of the Club; and
  - (D) the Management Committee shall meet on a monthly basis.

### **A18.2 Composition and Voting Rights of the Management Committee**

- (a) The Management Committee shall comprise the following positions, each one of whom will hold one vote at any Management Committee meeting, the:
  - (A) President (Chair);
  - (B) Vice President;
  - (C) Secretary (who shall take the minutes);
  - (D) Treasurer;
  - (E) Club Captain;
  - (F) two Governors;
  - (G) Director of Minnows;
  - (H) Director of Competition;
  - (I) Director of Fundraising and Sponsorship;

- (J) Director of Social Events;
  - (K) Director of Youth Services;
  - (L) Publicity, Marketing and Communications Coordinator; and
  - (M) Compliance and Public Officer.
- (b) Life Members and past presidents of the Club have the right to attend all Management Committee meetings with voice but without vote at the relevant meeting of the Management Committee.
- (c) Subject to **Rule A18.1** and **Rule A18.2 (d)**, the following Advisors shall report to the Management Committee with voice and by invitation only where deemed necessary by the Management Committee, but without vote, on matters pertaining to their portfolio, the:
- (A) Assistant Secretary;
  - (B) Assistant Treasurer;
  - (C) Bar Manager and Licensee;
  - (D) Honorary Solicitor;
  - (E) Honorary Auditor;
  - (F) Gymnasium Manager;
  - (G) Work Health and Safety Coordinator;
  - (H) Member Protection Information Officer;
  - (I) Grievance and Disciplinary Coordinator;
  - (J) Wylie's Baths Trust Delegate;
  - (K) IT Coordinator;
  - (L) Recognition and Honours Coordinator;
  - (M) Child Protection Officer;
  - (N) Club Historian; and
  - (O) Building and Facilities Coordinator.
- (d) Any reports to be submitted by the Advisors under **Rule A18.2** to the Management Committee may be done in writing prior to any meeting of the Management Committee and will not require the Advisor to attend the Management Committee meeting unless co-opted to do so by the President or Secretary on reasonable notice.

### **A18.3 Right of Management Committee to Co-Opt Certain Members**

In addition to the matters dealt with at **Rule A18.2(c)**, the Management Committee may co-opt any Member to assist the Management Committee in respect of any such matters and on such terms as the Management Committee thinks fit, including to attend at any Management Committee meeting. Any Member so co-opted shall not be an Officer, and shall not exercise



the rights of an Officer, but shall act in an advisory role only. For the avoidance of doubt, any person co-opted under this **Rule A18.3** will hold no voting rights at any meeting of the Management Committee.

#### **A18.4 Statutory Public Officer; Compliance and Public Officer**

- (a) As per section 34 of the Act, the Club must have a Public Officer.
- (b) The Public Officer will be an Officer of the Club acting under the position of Compliance and Public Officer and will be elected as per the provisions of this Constitution and the scope of the role will be upon such conditions as the Management Committee thinks fit. Amongst other matters and without limitation, the Compliance and Public Officer will work with all Members to ensure that the Club complies with all relevant statutory requirements, both Federal and State.
- (c) The Compliance and Public Officer must give the Registrar of Fair Trading notice of their appointment within 28 days after the appointment.
- (d) If the position of Compliance and Public Officer becomes vacant, the Management Committee must appoint a Member to the position within 28 days after the vacancy arises and pursuant to **Rule A15**.
- (e) If no Member nominates or is elected to the position of Compliance and Public Officer, then the Management Committee shall appoint a Member to that role upon such conditions as the Management Committee thinks fit.

#### **A18.5 Management Committee May Delegate Functions to Subcommittees**

- (a) Subject to **Rule A18.5(c)**, the Management Committee at its absolute discretion may, by instrument in writing, create, establish or appoint from amongst its own Members, or otherwise, Subcommittees, individual officers and consultants to carry out such duties and functions, with such powers, and any requirements for election or appointment to the Subcommittee or otherwise as the Management Committee determines.
- (b) All Subcommittees will be in addition and subordinate to the Standing Committees established under this Constitution. The establishment of any additional Standing Committee will be way of special resolution only at a General Meeting of the Club.
- (c) The Management Committee may in the establishing instrument in respect of **Rule A18.5** delegate such functions to any Subcommittee as are specified in the instrument, other than:
  - (A) this power of delegation;
  - (B) a function imposed on the Management Committee by the Act or any other law, or this Constitution or by resolution of the Club in General Meeting; and
  - (C) any function the responsibility of a Standing Committee.
- (d) At any time, the Management Committee may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule and repeal or dissolve any Subcommittee established under this **Rule A18**.

#### **A18.6 Exercise of Delegated Functions by Subcommittees**

- (a) A function, the exercise of which has been delegated under this **Rule A18**, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation by the relevant person or persons.
- (b) A delegation under this **Rule A18** 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 and subject to **Rule A18.5**.

#### **A18.7 Procedure of Delegated Entity Subcommittee**

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution, the Policies and Procedures, the By-Laws, and with any necessary or incidental amendment, be as determined by such entity from time to time but as approved by the Management Committee.
- (b) The entity exercising delegated powers shall make unbinding decisions in accordance with the Objects, and it shall promptly provide the Management Committee with details of all material decisions for approval by the Management Committee. Once approved by the Management Committee such decisions of the entity becomes final and binding as a decision of the Management Committee.
- (c) The entity shall also provide any other reports, minutes and information required by the Management Committee.

#### **A18.8 Term of Office of Officers of the Management Committee and Members of any other Subcommittees; Terms of Appointed Advisors**

- (a) Elected Officers shall be elected in accordance with this Constitution, and subject to this Constitution, shall hold office for a term of one (1) year, commencing from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next Annual General Meeting.
- (b) Officers may be re-elected.
- (c) Appointed Advisors will be appointed to their position without election but with endorsement by the Members in an Annual General Meeting.
- (d) Appointed Advisors may hold their position without limit as to term until their resignation or removal by the Membership Committee or by discontinuance of their Membership.

#### **A18.9 Duties of the Officers of the Management Committee**

- (a) As soon as practicable after being elected or appointed to the Management Committee, each Committee Member must become familiar with this Constitution and the Act, together with the By-Laws and the Policies and Procedures of the Club.
- (b) The Management Committee is collectively responsible for ensuring that the Club complies with the Act and that individual Members comply with this Constitution.
- (c) The Management Committee must ensure that the Club complies with all requirements in the Act regarding financial statements.

## **A18.10 Transitional Arrangements**

Notwithstanding any other rule of this Constitution, the transitional arrangements set out in **Rule A36** shall apply from the date of adoption of this Constitution.

## **A19. THE EXECUTIVE COMMITTEE**

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### **A19.1 Purpose and Powers of the Executive; Frequency of Meetings; Minutes of Meetings**

The Executive Committee shall meet whenever a Member of the Executive Committee considers it necessary so as to discuss matters of an urgent and/or a confidential nature that cannot be dealt with before the next Management Committee. The minutes of each and every meeting of the Executive Committee meeting will be reported back to the next immediate meeting of the Management Committee for consideration, review and approval.

### **A19.2 Composition and Voting Rights of the Executive**

- (a) The following positions shall comprise the Executive Committee with all positions entitled to vote at any meeting of the Executive Committee, the:
  - (A) President (Chair);
  - (B) Vice President;
  - (C) Secretary (who shall take the minutes);
  - (D) Treasurer; and
  - (E) Club Captain.

## **A20. THE LIFE SAVING COMMITTEE**

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### **A20.1 Purpose and Powers of the Life Saving Committee; Frequency of Meetings**

The purpose of the life saving committee is to coordinate the operation of life saving services and life saving education in the Club. The minutes of each and every meeting of the Life Saving Committee meeting will be reported back to the next immediate meeting of the Management Committee for consideration, review and approval. The Life Saving Committee shall meet monthly during the months of August to June in an Annual Membership Period.

### **A20.2 Composition and Voting Rights on Life Saving Committee**

- (a) The Life Saving Committee shall be comprised of the following positions all of whom shall be entitled to vote at any meeting of the Life Saving Committee, the:
  - (A) Club Captain (Chair);
  - (B) Club Vice Captain;
  - (C) Assistant Secretary (who will take the minutes);
  - (D) Junior Club Captain;
  - (E) Chief Instructor;
  - (F) Advanced Awards Coordinator;
  - (G) Registrar;

- (H) Chief Gear Steward;
- (I) Assistant Gear Steward;
- (J) IRB Captain;
- (K) IRB Vice Captain;
- (L) Radio Officer
- (M) Patrol Supervisor;
- (N) Proficiency Supervisor;
- (O) IRB Education Coordinator;
- (P) First Aid Officer;
- (Q) Minnows Water Safety; and
- (R) Minnows Education Coordinator.

## **A21. THE COMPETITION COMMITTEE**

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### **A21.1 Purpose and Powers of the Competition Committee; Frequency of Meetings**

- (a) The Competition Committee is responsible for the management of all surf sports related activity in the club including surf sports, competitors, officials and coaches.
- (b) The Competition Committee is responsible for the conduct of internal Club competition and surf sports events.
- (c) The Competition Committee is responsible for the care and maintenance of all equipment relating to surf sports.
- (d) The minutes of each and every meeting of the Competition Committee meeting will be reported back to the next immediate meeting of the Management Committee for consideration, review and approval.
- (e) The Competition Committee shall meet monthly during the months of August to June during the Annual Membership Period.

### **A21.2 Composition and Voting Rights on Competition Committee**

- (a) The following Elected Officer positions shall comprise the Standing Members of the Competition Committee all of whom shall be entitled to vote at any meeting of the Competition Committee, the:
  - (A) Director of Competition (Chair);
  - (B) Assistant Competition Director (who will take the minutes);
  - (C) Boat Captain;
  - (D) Swimming Captain;
  - (E) Surf Board Riding Captain;

- (F) Beach Captain;
  - (G) Board & Ski Captain;
  - (H) R&R Captain;
  - (I) March Past Captain;
  - (J) Life Saving Sports Captain;
  - (K) Masters Captain; and
  - (L) Minnows Competition Advisor.
- (b) The following Appointed Advisor positions may attend the Competition Committee with voice as to matters concerning their portfolio but without vote, and noting their attendance does not go to quorum, the:
- (A) Boat Vice Captain;
  - (B) Touring and Carnival Team Manager;
  - (C) Coaching Coordinator;
  - (D) Surf Sports Official Coordinator;
  - (E) IRB Vice Captain; and
  - (F) Water Area Vice Captain.

## **A22. THE MINNOWS COMMITTEE**

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### **A22.1 Purpose and Powers of the Minnows Committee; Election of Minnows Committee; Frequency of Meetings**

- (a) The purpose of the Minnows Committee is to coordinate the operation of all junior activities for the Club including surf education, competition, development and administration relating to junior activity Members.
- (b) With reference to **Rule A14**, the Minnows Committee shall be elected or where provided for under the terms of this Constitution shall be appointed at the Minnows Annual General Meeting to be held in May of the season within the Annual membership Period by a vote of club Members who have children or dependents who are Members of the Minnows (Junior Membership: Junior Activities 5 to 13 Years Members).
- (c) The elected and appointed Members of the Minnows Committee shall be confirmed or otherwise at the Club's Annual General Meeting usually held in August (but subject to **Rule A26.1**) but being after the Minnows Annual General Meeting in the relevant Annual Membership Period.
- (d) The minutes of each meeting of the Minnows Committee meeting will be reported back to the next immediate meeting of the Management Committee for consideration, review and approval.
- (e) The Minnows Committee shall meet monthly during the months of August to June in the Annual Membership Period.

## **A22.2 Composition and Voting Rights on Minnows Committee**

- (a) The Minnows Committee shall comprise of the following positions all of whom are entitled to vote at any meeting of the Minnows Committee, the elected Officers, the:

- (A) Director of Minnows;
- (B) Deputy Director of Minnows;
- (C) Minnows Secretary (who will take the minutes);
- (D) Minnows Branch Delegate;
- (E) Minnows Treasurer;
- (F) Minnows Registrar;
- (G) Minnows Education Officer;
- (H) Minnows Competition Officer;

and the following appointed Advisors on the Minnows Committee; the

- (I) Minnows Assistant Secretary;
- (J) Minnows Assistant Treasurer;
- (K) Minnows Beach Competition Advisor;
- (L) Minnows Water Competition Advisor;
- (M) Minnows Water Safety Supervisor;
- (N) Minnows Apparel Supervisor;
- (O) Minnows Assistant Apparel Supervisor;
- (P) Minnows Sponsorship Advisor; and
- (Q) Minnows Social Media Coordinator.

The Minnows Committee shall in its absolute discretion co-opt and appoint any other Advisors or Members as are required from time to time.

## **A23. SUBCOMMITTEES OF THE CLUB**

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### **A23.1 Formation and Roles and Purposes of the Subcommittees of the Club**

The Subcommittees of the Club shall be as is determined by the Management Committee from time to time under **Rule A18** and in its absolute discretion, including but not limited to the following Subcommittees whose roles and purposes shall be as described below, the:

- (a) **Finance and Compliance Committee**, whose role it is to monitor the financial performance of the Club, oversee budgets submitted to the Management Committee for approval by the various Committees and Subcommittees of the Club, and assist with the compliance by the Club of the matters set out at **Rule A30** and **Rule A31**. The chair shall be the Treasurer;

- (b) **Building Committee**, whose role is to coordinate the maintenance of the building and any major building works relating to the Club. The chair shall be the Building and Facilities Coordinator;
- (c) **Sponsorship Committee**, whose role is to coordinate sponsorships within the Club. The chair shall be the Director of Fundraising and Sponsorship;
- (d) **Foundation Committee**, whose role is to coordinate and supervise the process of the giving of donations, bequests and similar gifts by Members and others to the Club and the holding of those funds for and on behalf of the Club. The chair will be the President of the Club who may however delegate this role in their absolute discretion to a Member of the Club;
- (e) **Honours Committee**, whose role is to ensure Members and the Club are recognised for excellence in service to the Club by compiling nominations for various Club, government, SLS and other awards and honours. The chair shall be the Recognition and Honours Coordinator;
- (f) **Blueys Committee**, whose role is to encourage and assist youth Members in the Club. The chair shall be the Junior Club Captain;
- (g) **Judicial and Disciplinary Committee**, whose role is to deal with investigations into Member conduct, and all judicial and disciplinary matters referred to it and in accordance with all relevant SLSA Member policies. The chair shall be the Grievance and Disciplinary Coordinator;
- (h) **Rules Review Committee**, whose role is to formulate and review By-Laws, rules, policies and procedures relating to the operation of the Club. The chair shall be the Compliance and Public Officer; and
- (i) **Penguins Committee**, whose role is to oversee and take responsibility for the running, operations and affairs of the Club's winter swimming group.

#### **A23.2 Positions on Subcommittees; Frequency of Subcommittee Meetings**

The positions and any limitation as to the period of time of holding positions on any Subcommittee of the Club shall be as determined by the Management Committee from time to time and in its absolute discretion. The Subcommittees will meet at the discretion of the chair of the relevant Subcommittee.

#### **A24. REQUIREMENTS FOR CANDIDATES FOR ELECTION TO CERTAIN POSITIONS ON STANDING COMMITTEES AND SUBCOMMITTEES**

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In relation to the following positions, the listed requirements will be necessary for any candidate to election or appointment to the role, the:

- (a) Club Captain: shall hold a Bronze Medallion and Beach Management award;
- (b) Club Vice Captain: shall hold a Bronze medallion;
- (c) Chief Instructor: shall hold a Training Officers Certificate;
- (d) Assistant Chief Instructor: shall hold a Training Officers certificate;
- (e) Director of Minnows: shall hold an Age Managers award;
- (f) Member Protection Officer: shall hold an MPIO or another relevant award;

- (g) Bar Manager Licensee: shall be a fit and proper person to hold a liquor license;
- (h) two Governors: who will each be a Life Member of the Club; and
- (i) any other position and requirement as determined by the Management Committee in its absolute discretion to be relevant to the portfolio.

## **A25. BY-LAWS AND POLICIES AND PROCEDURES OF THE CLUB**

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### **A25.1 Management Committee to Formulate By-Laws and Policies and Procedures; Amendments to By-Laws and Policies and Procedures**

The Management Committee may in its absolute discretion and by way of notice of motion passed with simple majority, formulate, issue, adopt, interpret and amend such By-Laws and Policies and Procedures of the Club for the proper advancement, management and administration of the Club, the advancement of the Objects and surf life saving in Coogee as it thinks necessary or desirable. Such By-Laws and Policies and Procedures must, to the extent possible or otherwise to the extent as determined by the Management Committee, 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.

### **A25.2 By-Laws and Policies and Procedures Binding and Application of By-Laws and Policies and Procedures**

All By-Laws and Policies and Procedures made under this **Rule A25** shall be binding on the Club and Members of the Club. The By-Laws and Policies and Procedures will have application to all Members of the Club. It is intended that each of the By-Laws will have specific reference to each of the relevant areas of the Club.

### **A25.3 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to the By-Laws and Policies and Procedures made by the Management Committee subject to **Rule A25.1** shall be advised to Members of the Club by means of notices approved by the Management Committee and issued by the Secretary or their delegate.

### **A25.4 By-Laws of the Club**

The following regulations shall be deemed to be the By-Laws under this Constitution:

- (a) B1 - Member Conduct;
- (b) B2 - Lifesaving;
- (c) B3 - Surf Sports;
- (d) B4 - Penguins;
- (e) B5 - Minnows;
- (f) B6 - Recognition;
- (g) B7 - Position Descriptions;
- (h) B8 - Subcommittee Operations;
- (i) B9 - Discipline and Judicial;



- (j) B10 - Conduct on Premises; and
- (k) any other By-Laws as approved by the Management Committee from time to time under **Rule A25**.

## **A26. GENERAL MEETINGS OF THE CLUB**

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### **A26.1 Annual General Meeting**

- (a) The Club must 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 Constitution, the By-Laws and Policies and Procedures of the Club and the Regulations.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to **Rule A26.1(a)**, preferably be convened during the month of August at a time, date and venue to be determined by the Management Committee.
- (c) The Annual General Meeting shall be specified as such in the notice sent by the Secretary or their delegate to Members convening that Annual General Meeting.

### **A26.2 Special General Meetings**

The Management Committee and/or President may, whenever it thinks fit, convene a Special General Meeting of the Club in accordance with the Policies and Procedures of the Club. Any General Meeting other than an Annual General Meeting is a Special General Meeting.

## **A27. PROCEDURES FOR GENERAL MEETINGS**

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### **A27.1 Notice to be given for General Meetings**

- (a) Notice of every General Meeting, be it an Annual General Meeting or a Special General Meeting, shall be given to every Member entitled to receive notice, either at the address appearing in the Register kept by the Club or by way of electronic communicate. 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 or in a form approved by the Management Committee and shall specify the time, date and place of the meeting and shall state the business to be transacted at the General Meeting. Notice may be given in any form permitted under the Policies and Procedures.
- (c) If the nature of the business proposed to be dealt with at the General Meeting requires a special resolution of the Club, in addition to the matters required under **Rule A27.1(b)**, the notice to be given must specify the intention to propose the resolution as a special resolution.
- (d) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - (A) the agenda for the General Meeting consisting of Apologies, Minutes of previous meetings, Adoption of Annual report and financial statement, election of officers; and
  - (B) any notice of motion received from Members under **Rule A27.1(b)**.

- (e) At an Annual General Meeting, a notice confirming affiliation of the Club shall be made.
- (f) The accidental omission to give any notice of any General Meeting to any Member in any way shall not invalidate the meeting or any resolution passed at any such General Meeting.

## **A27.2 Quorum**

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the General Meeting proceeds to business. A quorum for General Meetings of the Club shall be 50 Members present, entitled to vote and represented personally.
- (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the General Meeting:
  - (A) if convened upon the requisition of Members, shall be dissolved; and
  - (B) in any other case, shall stand adjourned to:
    - (1) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
    - (2) any date, time and place determined by the chair;

and if at the adjourned General Meeting a quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Members present shall constitute a quorum.

## **A28. VOTING AT GENERAL MEETINGS**

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### **A28.1 Members Entitled to Vote: Membership Category and Financial Requirements**

- (a) Subject to any other provision of this Constitution, the following Members only shall be entitled to one vote at General Meetings:
  - (A) **Active Membership:** Active 15 to 18 Years Member;
  - (B) **Active Membership:** Senior Active Member (Active 18 +);
  - (C) **Active Membership:** Award Member;
  - (D) **Active Membership:** Reserve Active Member;
  - (E) **Associate Membership:** Associate Member;
  - (F) **Honorary and Service Membership:** Long Service Member;
  - (G) **Honorary and Service Membership:** Life Member.
- (b) Without exception, to be entitled to vote at:
  - (A) an Annual General Meeting, (where relevantly) a Member must have had their Membership application approved or renewed their Membership and have paid their Annual Subscription and all outstanding fees and levies (if applicable) for the commencing

Annual Membership Period relevant to the General Meeting by midnight of the day prior to the General Meeting. Renewals for Membership and/or payment of Annual Subscriptions or any outstanding fees or levies will not be accepted on the day of the Annual General Meeting;

- (B) a Special General Meeting, a Member must be an approved Member under **Rule A9** and financial for the Annual Membership Period as at the time of the Special General Meeting. Payments for Membership will not be accepted on the day of the Special General Meeting.

## **A28.2 Voting Procedure**

- (a) The voting procedure at a General Meeting shall be administered by the Returning Officer under the direction of the chair of the General Meeting, usually the President. Where the Office of President is contested, the chair of the meeting will be the immediate or any past President of the Club present at the Annual General Meeting who will chair the meeting until the new President is elected, who will then assume the chair.
- (b) Subject to this **Rule A28**, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (c) Subject to **Rule A14** and **Rule A28.4**, all questions arising at a General Meeting shall be determined on a show of hands, or any appropriate corresponding method that the Management Committee or Returning Officer may determine in their absolute discretion.
- (d) Members may only cast their vote at the time that the relevant item is considered at the General Meeting and as evidenced by the agenda for that meeting.
- (e) Voting for elected positions may not occur until those positions have been formally resigned or declared spilled or vacate at the General Meeting.

## **A28.3 Recording of Determinations**

Unless a written ballot is required under **Rule A28.4**, a declaration by the chair of the General Meeting 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.

## **A28.4 Where Written Ballot Demanded**

- (a) A written ballot may be demanded for any resolution put to the vote of the General Meeting (before or on the declaration of the result of the show of hands) by:
  - (A) the chair; or
  - (B) a simple majority of Members.
- (b) If a written ballot is duly demanded under this **Rule A28.4**, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the written ballot shall be the resolution of the General Meeting at which the written ballot was demanded.

### **A28.5 Casting Vote**

Where voting at General Meetings is equal, the chair is entitled to exercise a second or casting vote.

### **A28.6 Pre Polling**

Pre Polling is not permitted at any General Meeting.

### **A28.7 Proxy Voting**

Proxy voting is not permitted at any General Meeting.

### **A28.8 Postal Voting**

No motion shall be determined by a postal ballot.

### **A28.9 Voting on Special Resolutions**

In accordance with section 39 of the Act, a Special Resolution may only be passed by the Club if it is supported by at least three-quarters (or 75%) of the votes cast by Members of the Club who, under this Constitution, are entitled to vote on the proposed Special Resolution.

## **A29. ALTERATION OF THIS CONSTITUTION**

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This Constitution shall only be altered by Special Resolution in a General Meeting in accordance the Act and in compliance with all other procedures under the Act (if any). Any proposed alterations to the Constitution shall first be approved by a simple majority of the Management Committee.

## **A30. THE FUNDS AND RECORDS OF THE CLUB; USE OF FUNDS DERIVED FROM SPONSORSHIP**

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### **A30.1 Source of Funds**

- (a) The funds of the Club are to be derived from revenue such as fees and Annual Subscriptions of Members, grants, donations and sponsorship and any other sources that the Management Committee determines.
- (b) 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.
- (c) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **A30.2 Management and Use of Funds of the Club**

- (a) Subject to any resolution passed by the Club in a General Meeting, the funds of the Club are to be used solely in pursuance of the Objects of the Club in the manner that the Management Committee determines.
- (b) The Secretary and Treasurer shall be empowered to receive and acknowledge funds on behalf of the Club. All money shall be banked in the name of the Club. The Treasurer may authorise an employee of the Club to act in a similar way, but only where the authorisation is in writing. This authorisation may be revoked immediately by the Treasurer in their absolute discretion.
- (c) Subject to **Rule A30.2(d)**, all payments by the Club shall be made by:

- (A) cheque; or
  - (B) electronic funds transfer; or
  - (C) credit or debit card or similar financial product.
- (d) With the discretionary approval of the Treasurer and where electronic payment is not available, payments made by the Club which are under one hundred (100) dollars may be paid out of petty cash.
  - (e) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and countersigned by the current President, Secretary or a current Governor. The Treasurer will ensure that all relevant financial institutions hold the necessary details as to establishing the identities and signatures of the relevant Officers.
  - (f) A list of all cheques drawn, and electronic funds transfer payments made by the Treasurer each month shall be submitted to the Management Committee for endorsement.
  - (g) In respect of the use of funds received from donors, sponsors and specific bequests, consideration will be given to the wishes of the donor, sponsor or other relevant persons or entity and will be used in a manner determined by the Management Committee.

### **A30.3 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 Management Committee.
- (b) The Club shall retain such records for no less than five (5) years after the completion of the transactions or operations to which they relate.

## **A31. THE ACCOUNTS OF THE CLUB**

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### **A31.1 Submission of Accounts**

- (a) The financial statement for each Financial Year and a balance sheet of the Club for each Financial Year shall be duly certified by an auditor or auditors and signed by the President, Secretary and Treasurer. At the Annual General Meeting the audited statements of account must be presented to the Members.
- (b) A copy of the annual report and balance sheet shall be forwarded each year to the Randwick City Council; SLSA, and any other necessary body.

### **A31.2 Auditor**

A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Management Committee. 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 and generally accepted principles, and any applicable code of conduct. The auditor may be removed by the Management Committee, subject to the recommendations of the Finance Committee established under **Rule A23.1**.

### **A32. CUSTODY AND INSPECTION OF BOOKS AND RELEVANT DOCUMENTS**

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- (a) Except as otherwise provided in this Constitution, the Compliance and Public Officer shall keep in their custody or control all records, books and other Relevant Documents relating to the Club.
- (b) The financial records, accounts, books, securities or other Relevant Documents of the Club shall be open for inspection, free of charge, by Members of the Club at any reasonable hour subject to all privacy laws.
- (c) Despite **Rule A32(b)**, the Management Committee may refuse to permit a Member to inspect the records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club or contravene any privacy laws.
- (d) Any Member is entitled to a copy of this Constitution upon reasonable notice and request to the Secretary. The copy may be provided in electronic form.

### **A33. INSURANCE**

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The Club may obtain and maintain insurance with the approval of the Management Committee and at its absolute discretion.

### **A34. INDEMNITY**

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- (a) Every Officer and Advisor shall be indemnified out of the property or assets of the Club against any liability incurred by them in their capacity as an Officer or Advisor in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.
- (b) The Club shall indemnify its Officers and Advisors against all damages and costs (including legal costs) for which any such Officer or Advisor may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made whilst acting on behalf of and with the authority, express or implied of the Club.

### **A35. THE WINDING UP OF THE CLUB**

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- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) If, upon winding up or dissolution of the Club or upon revocation of its endorsement as a deductible gift recipient (if relevant) (and whichever occurs first), there remains after satisfaction of all its debts and liabilities any surplus assets or property as follows:
  - (A) gifts of money or property for the Objects of the Club;
  - (B) contributions made in relation to an eligible fundraising event held for the Objects of the Club; or
  - (C) money received by the Club because of such gifts and contributions;

then,

- (c) subject to the Act and the Regulations, such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to SLSS.

### **A36. TRANSITIONAL ARRANGEMENTS**

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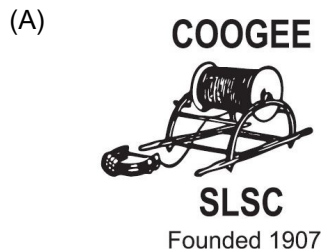
- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this **Rule A36** shall apply from the date of adoption of this Constitution.
- (b) The Members of the governing or managing body (by whatever name it is called) of the Club in place immediately prior 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 Officers shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c) 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.

### **A37. CLUB LOGO**

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#### **A37.1 Club Logo**

The following illustration is the official Club Logo and is to be used on all official club documents and correspondence. No other design may be used to represent the Club.



#### **A37.2 Other Club Badges**

Any other badge proposed to be used within the Club may only be used with the express written approval of the Management Committee and upon application in writing to the Secretary.

**END OF THIS DOCUMENT**

#### **Alteration and amendment history**

**For SGM: 12.07.20: MCD V 21.02.2020 (with edits on 19.06.20 & 24.06.20)**

**12.07.20: Approved by Notice of Motion, unanimous vote, at SGM; to be lodged with Office of Fair Trading**

**13.09.20: Rule A21.2 and Rule A22.2 (a) amended by Notice of Motion, unanimous vote, at AGM; approved by Office of Fair Trading on 9.12.2020.**

**08.10.21: AGM held on 1.08.21, by unanimous vote, amendments to Rule A13.3(a)(N); Rule A14.2(a)(D); Rule A18.8(c); Rule A22.2(a) & (b); Rule A13.2; and Rule A13.3. Approved by Office of Fair Trading 25.10.2021.**