



# **CONSTITUTION**

**SAWTELL SURF LIFE SAVING CLUB  
INCORPORATED**

**ABN 43 320 356 044**

**20<sup>th</sup> September 2015**

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1. **NAME**

The name of the club will be Sawtell Surf Life Saving Club Incorporated.

2. **DEFINITIONS**

In the Constitution and the By-laws of the Club, unless the contrary intention appears:

**Branch** means North Coast Branch of SLSNSW

**By-law** means By-law of the Club

**Casting vote** is a vote given to the chair of a meeting in order to resolve a deadlock

**Club** means Sawtell Surf Life Saving Club Incorporated

**Committee** means the Management Committee of the Club

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

**Council** means Coffs Harbour City Council

**Deliberative vote** is the term used for the vote that expresses an individual's opinion on a matter being deliberated.

**General Meeting** means a meeting of club members. The Annual General Meeting is a General Meeting

**In writing** will mean by letter or by electronic mail

**Member** means a Member of the Club as referred to in Section 7

**Nipper** means a Junior Activities member as defined in the By-laws

**Secretary** means the person holding office under the Constitution and By-laws as Secretary of the Club. Where no person holds the office of Secretary, Secretary will mean the Public Officer of the Club

**SLSA** means Surf Life Saving Australia Limited

**SLSNSW** means Surf Life Saving NSW, the body recognised by SLSA as the body administering surf lifesaving in New South Wales

**SurfGuard** means the national membership and Club administration database owned by SLSA or its replacement

**The Act** means the Association's Incorporation Act and any amendments to that Act

**Regulations** means the Association's Incorporation Regulations and any amendments to those regulations

Any words importing the singular will include the plural and vice versa.

3. **REGISTRATION AS A CHARITY**

The Club will comply with such of the provisions of the Charitable Fundraising Act and the regulations thereunder as are applicable to it.

4. **COMPLIANCE**

Where in relation to any matter the model rules, contained in the *Associations Incorporation Regulations*, make provision but where the Club's Constitution does not make provision, the provisions of the model rules will, in relation to that matter, be deemed to be included in the Constitution.

**5. AFFILIATION**

The Club will be affiliated with SLSA and with SLSNSW through Surf Life Saving North Coast Branch.

**6. OBJECTIVES**

The objectives of the Club will be to:

- (a) prevent or minimise injury and/or loss of life from drowning by the study and practice of methods of lifesaving and first aid
- (b) provide efficient patrols for the protection and guidance of the public who use the area allocated to the Club's control by the local governing authorities
- (c) conduct, encourage and promote surf activities in its many aspects and assist the local governing authorities in providing and improving facilities for same
- (d) provide Nippers with an educational and practical experience in a wide range of subjects and skills within the beach environment
- (e) prepare Nippers for their eventual transition into active patrol involvement in the Club
- (f) manage funds derived from the fees and subscriptions of members, donations, grants, payments, subsidies and other such sources as may be approved by the Club
- (g) use and apply funds in promotion of the objectives of the Club
- (h) provide necessary facilities and equipment for members and provide, acquire and maintain premises required for carrying out the objectives of the Club
- (i) acquire, maintain, and make available to members, approved lifesaving apparatus and gear
- (j) promote participation by members in approved surf lifesaving competitions
- (k) promote the physical and social welfare of members and promote their participation in sports and social functions for recreational purposes and for assisting with Club finances
- (l) promote cooperation with other emergency and rescue services involved in aquatic rescue
- (m) promote the public image of surf lifesavers and the Surf Life Saving movement
- (n) have regard to the public interest in its operation
- (o) do all such lawful things as are indicated or conducive to the attainment of the objectives of the Club

7. **MEMBERSHIP**

(a) Membership qualifications

- i. Persons who meet the requirements of membership as set out in the By-laws will be eligible for membership.
- ii. Persons wishing to become members, other than Honorary Members, will apply annually in the manner prescribed by SLSA and in accordance with the processes prescribed by the Committee from time to time.
- iii. The Committee will determine whether or not to accept any application for membership. Such membership will become effective on the date on which the application is approved and the prescribed fee paid. On lodging their membership application form, all members are deemed to be aware of and understand and agree to abide by the Constitution and By-laws of the Club.
- iv. Members will pay such fees and at such time as approved by the Club at its Annual General Meeting.
- v. A Register of Members will be kept by the Club showing the full name and address, category and date of commencement of each member and any other information determined by the Committee. Provision for noting the date of cessation of membership will be contained in the Register. SurfGuard will be used as the database for the Register of Members.
- vi. Inspection of the Register will only be available as required by the Act and legitimate surf lifesaving activities.
- vii. The use of the Register will be subject to confidentiality considerations and privacy laws.
- viii. Membership will cease upon resignation or expulsion, or may be terminated by the Committee for failure to pay membership fees or subscriptions.
- ix. The Club membership year will run from 1<sup>st</sup> October to 30<sup>th</sup> September. Membership fees will fall due on 30<sup>th</sup> September in each year and will be in respect of the year then ensuing.
- x. The classes of membership and qualification of membership are as per the By-laws.

(b) Members' liability

The members will have no liability to contribute towards payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except for any unpaid membership fees.

(c) Grievances, Judicial and Discipline Regulations

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

**8. THE COMMITTEE**

(a) Powers of the Committee

The Committee:

- i. will control and manage the affairs and finances of the Club. The Committee will not incur debt through borrowings without the consent of the members through a motion at a General Meeting.
- ii. will constitute the administrative body of the Club, and its actions will be subject only to appeal to any General Meeting of the Club.
- iii. may make policies consistent with this Constitution and the By-laws of the Club, and the Constitutions and Regulations of the Branch, SLSNSW and SLISA, and any relevant local, state and federal laws.
- iv. may formulate, issue, adopt and amend the By-laws of the Club consistent with this Constitution but otherwise as it thinks necessary or desirable. All By-laws made under this clause will be binding on the Club and members of the Club.
- v. may appoint sub-committees consisting of such members as the Committee thinks fit for specific purposes and may amend or rescind any such appointment at their discretion.
- vi. may by motion delegate to any sub-committee the exercise of such of the functions of the Committee as are specified in the motion other than:
  - a. this power of delegation, and
  - b. a function which is a duty imposed on the Committee by the Act or by any other law. It may revoke (wholly or in part) or amend any such delegation.
- vii. may exercise all of the functions as may be exercised by the Club other than those functions that are required to be exercised by a General Meeting of members.
- viii. may cooperate with fellow clubs, community associations and supporters for promotion of Club activities and assisting Club finances.
- ix. will have an executive committee comprising the President, Vice President, Secretary, Treasurer and Club Captain, who will have power to deal with all urgent matters requiring immediate action, or matters referred by the Committee which cannot wait until the next meeting of the Committee. A full report of action will be presented to the next Committee meeting for endorsement or otherwise. No action or decision by the executive committee will overrule any decision of the Committee.

(b) Committee Membership and Responsibilities

- i. The Committee will consist of the President, Vice President, Secretary, Treasurer, Club Captain, Chief Training Officer, Chair of the Junior Activities Sub-committee and two (2) other members representing the Club's members.
- ii. Five (5) will form a quorum of the Committee.
- iii. A member of the Committee will cease to hold office upon resignation in writing, removal as a member of the Club, or regular (at least three successive) absences from meetings of the Committee without approval. A member must return all

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documents to the Committee within fourteen (14) days of the person ceasing to be a member of the Committee.

- iv. Any casual vacancy on the Committee will be filled by a member appointed by the Committee.
- v. Members of the Committee will hold office from the Annual General Meeting at which they are elected until the election of Committee members at the Annual General Meeting of the following year. Any vacancy that may occur on the Committee during its term of office will be filled by nomination at a Committee meeting.
- vi. The Committee will provide for the nomination and election of Committee members and such other positions to be elected or appointed as are required for the proper management of the Club and attainment of the objectives of the Club.
- vii. The Committee will meet as often as necessary to conduct the business of the Club, but at least once a month. The date, time and place of the monthly meeting will be notified to members via email. Any member is entitled to attend a Committee meeting but only Committee members have the right to vote at a Committee meeting.
- viii. Notice of meetings other than the regular monthly meeting will be given by the Secretary to all members of the Committee at least seven (7) days before the day of the meeting unless such notice has been waived by the full Committee.
- ix. The Committee may function validly provided its number is not reduced below the quorum. Should the Committee numbers fall below the quorum the Committee may act only to increase Committee membership or call a General Meeting.
- x. Two members of the Committee will be the delegates of the Club at each Branch meeting. It does not, however, have to be the same Committee members each time, and will be determined by the Committee on the basis of availability and the agenda of the Branch meeting.
- xi. Motions arising at any meeting of the Committee will be decided by a simple majority of votes, and determination by a majority of the members of the Committee present will for all purposes be a determination of the Committee. The Chairperson may exercise a casting vote. The Chairperson does not have a deliberative vote.
- xii. No business will be transacted by the Committee unless a quorum is present. If a quorum is not present within 30 minutes of the time appointed for the meeting then the meeting stands adjourned to the same place and at the same hour of the same day in the following week, except if the Executive Committee determines that an alternative date for the adjourned meeting is appropriate. All Committee members must be given five (5) days' notice of the adjourned meeting. If a quorum is not present within thirty (30) minutes of the time appointed for the adjourned meeting, the meeting will be abandoned.
- xiii. A member of the Committee or any sub-committee may not be appointed to any salaried office of the Club or any office of the Club paid by fees.
- xiv. No portion of income or property of the Club, remuneration or other benefit in money or money's worth will be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by the Club to any member of the Club except:

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- a. payment of expenses incurred by the member with the approval of the Committee, or advance payment in expectation of such expenses
  - b. payment for services rendered to the Club
  - c. interest at a rate not exceeding interest at the rate for the time being, which is or would be charged by the Club's bankers for money lent to the Club
  - d. reasonable and proper rent for premises let to the Club
- xv. A Committee member will declare his interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and will absent themselves from discussions of such matter and will not be entitled to vote in respect of such matter. In the event of an uncertainty as to whether it is necessary for a Committee member to absent himself from discussion or refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter will be adjourned or deferred.
- xvi. All Committee members must be at least 18 years of age.

### 9. GENERAL MEETINGS

#### (a) General meetings

The Club will convene General Meetings for the following purposes:

- i. Annual General Meeting – business to be addressed as set out in point (c) of Section 9
- ii. General Meeting - to address special resolutions and/or constitutional matters.

#### (b) Calling of General and Annual General Meetings

- i. An Annual General Meeting will be held each year as close as practical to the end of the Club financial year.
- ii. General Meetings may be called:
  - a. at any time by the President of the Club
  - b. by the Committee;
  - c. by the Secretary at the request in writing of ten (10) members entitled to vote stating the reason for such meeting.
- iii. A General Meeting must be convened by the Secretary within one (1) month of receiving a written request to do so.
- iv. At least fourteen (14) days' notice in writing of all General Meetings and notices of motion will be given to members entitled to vote.
- v. In the case of General Meetings where a special resolution is to be proposed, written notice of the resolutions shall be given to members at least twenty-one (21) days before the meeting.



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- vi. The President will, subject to this Constitution, preside as Chairperson at every General Meeting of the Club except:
  - a. in relation to any election for which the President is a nominee, or
  - b. where a conflict of interest exists
- vii. If the President or Vice President is not present, or is unwilling or unable to preside, the members will appoint one of their number to preside as Chairperson for that meeting only.

### (c) Business at Annual General Meetings

In the case of the Annual General Meeting the following business will be transacted:

- i. clarification of voting eligibility
- ii. confirmation of the minutes of the last Annual General Meeting and any recent General Meeting
- iii. receipt of the Committee's report upon the activities of the Club in the last financial year
- iv. receipt and consideration of an audited statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Club's income and expenditure, assets and liabilities and cash flow
- v. election and appointment of Office Bearers of the Committee and holders of other Club support positions as determined by the Committee
- vi. setting of membership fees
- vii. consideration of any nomination for life membership
- viii. business of which notice has been given to the Secretary not less than twenty-one (21) days before the Meeting
- ix. such general business as may be brought forward with the consent of the Meeting.

### (d) Quorum for General and Annual General Meetings

- i. The quorum for a General Meeting will be fifteen (15) members who are entitled to vote.
- ii. If a quorum is not present within thirty (30) minutes of the time appointed, the General Meeting will be adjourned to a time and place within one (1) month and all members will be given at least two weeks' notice of that meeting.
- iii. Should a quorum not be present within 30 minutes of the time set for commencement of the adjourned General Meeting, the members present will constitute the quorum.

### (e) Voting at General and Annual General Meetings

- i. Voting will be by show of hands unless the Chairperson or three (3) members present demand a secret ballot. Voting for life membership will be by secret ballot.

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- ii. A vote will be decided by a majority vote, with each member having one vote in a show of hands. The Chairperson will declare whether a vote has been carried, carried unanimously, carried by a particular majority, or lost. This declaration, and entry of such in the minutes of the meeting will be deemed conclusive evidence of the fact, unless a secret ballot is demanded.
- iii. Where voting at General Meetings is equal the Chairperson may exercise a casting vote. The Chairperson does not have a deliberative vote.
- iv. Those entitled to vote at the Annual General Meeting and General Meetings include Life Members, Long Service Members, Active Members, Reserve Active Members, Award Members, Cadet Members, and any Associate Member, Past Active Member or General Member holding a Committee position.
- v. Proxy voting will not be permitted at either a General Meeting or the Annual General Meeting
- vi. No motion will be determined by a postal ballot unless determined by the Committee.

### (f) Special Resolutions

- i. A Special Resolution must be passed by a General Meeting of the Club to effect the following changes:
  - a. a change of the Club's name
  - b. a change of the Club's Constitution
  - c. a change of the Club's objectives
  - d. an amalgamation with another incorporated association
  - e. to voluntarily wind up the Club and distribute its property
  - f. to apply for registration as a company or a cooperative
- ii. A Special Resolution will be passed in the following manner:
  - a. A notice must be given to all members entitled to vote advising that a General Meeting is to be held to consider a special resolution.
  - b. The notice must give details of the proposed special resolution and give at least twenty-one (21) days' notice of the meeting.
  - c. A quorum must be present at the meeting.
  - d. To be passed, at least 75% of members present and entitled to vote must vote in favour of the resolution.
  - e. Where voting is equal the Chairperson may exercise a casting vote. The Chairperson does not have a deliberative vote.

## 10. PUBLIC OFFICER

The Committee must ensure that a person is appointed as Public Officer.

- (a) The Public Officer will be at least eighteen (18) years of age, a resident of the Coffs Harbour Local Government area and a member of the Club.
- (b) The Public Officer is required to meet all public responsibilities of the Club according to law.

- (c) When a vacancy occurs in the position of Public Officer the Committee will notify NSW Fair Trading within 14 days by the prescribed form and appoint a new Public Officer.

**11. MISCELLANEOUS**

- (a) The Club financial year will run from 1st May to 30th April or such other period as is determined by the Committee and approved at a General Meeting.
- (b) The funds of the Club are to be derived from subscription of members, grants, donations and such other sources as the Committee determines.
- (c) The funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Committee determines.
- (d) The Club will follow best practice in the handling of all money and funds.
- (e) The Club will effect and maintain insurance as required by SLSNSW policy and relevant legislations and regulations which may be regarded as necessary by the Committee.
- (f) Except as otherwise provided by these Rules, the Secretary will keep in their custody, or under their control, all records, books and other documents relating to the Club which are required to be kept, including information technology-based records and security passwords.
- (g) A Member is deemed to have received a document, letter, facsimile transmission or where available electronic mail or any other communication as per the standard rules of contract law.
- (h) In the event of the Club's inability to operate, any assets of the Club will be divested to the North Coast Branch to be held in trust for five years. After this period, if the Club remains unable to operate, the North Coast Branch has discretionary power over all Club assets.
- (i) The records, books and other documents of the Club must be open to inspection, free of charge, by a member of the Club upon written request to the Club Secretary.
- (j) The registered address of the Club is the address determined from time to time by resolution of the Committee.
- (k) The Club will be strictly non-political and non-sectarian. Any issue intended or likely to support or attack any cause in any matter of politics or religion will not directly or indirectly be allowed to be introduced at any meeting of the Club.

**12. INDEMNITY**

- (a) Every Director, Officer, employee or agent of the Club will be indemnified out of the property or assets of the Club against any liability incurred by the person in acting in his/her capacity as director, officer, employee or agent where that person is required to bring or defend proceedings either civil or criminal in any court or tribunal.
- (b) This indemnity will not apply, however, unless:
  - i. where the person is a defendant, or required to defend his or her position, the Committee passes a motion that the actions were in accordance with the proper performance of their duties in the position they held
  - ii. where the person is the plaintiff or the person seeking relief or damages, the Committee authorises the action be commenced.

**13. ALTERATIONS TO THE CONSTITUTION**

Alterations to the Club Constitution will be made by a Special Resolution at a General Meeting properly convened for the purpose or at an Annual General Meeting.

**14. TRANSITIONAL ARRANGEMENTS**

The members of the Committee of the Club in place immediately prior to approval of this Constitution under the Act will continue in those positions until the next Annual General Meeting following such approval.