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## Constitution

Date: [date]

**MENTONE LIFE SAVING CLUB INCORPORATED**

**REGISTRATION NO. A0003301S**

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## CONSTITUTION OF MENTONE LIFE SAVING CLUB INCORPORATED

### 1. NAME

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The name of the incorporated association is Mentone Life Saving Club Incorporated (**Association**).

### 2. INCORPORATION

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Associations shall incorporate under the Act and shall remain incorporated.

### 3. OBJECTS OF ASSOCIATION

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**The Association is established solely for these Objects. The primary Object of the Association is to:**

Provide a life saving, training, patrol, competition and community connected club at the Mentone foreshore, providing for and promoting healthy and safe aquatic activities and services in our community, including patrolling the beach during specified times of year and undertaking related community events

To achieve this primary Object the Association will:

#### ***Through the life saving movement***

- (a) participate as a member of Life Saving Victoria (LSV) and Surf Life Saving Australia Limited (SLSA) through and by which lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) ensure the maintenance and enhancement of the Association, LSV, Life Saving Clubs, SLSA, and lifesaving, its standards, quality and reputation, for the benefit of the Members and lifesaving;
- (c) Affiliate and otherwise liaise with LSV and SLSA in the pursuit of these objects and the objects of lifesaving;

#### ***With and for our members***

- (a) at all times act on behalf of and in the interest of the Members and lifesaving;
- (b) conduct, encourage, promote, advance and control lifesaving in Mentone and immediate surrounds, its many aspects devoted to aquatic health and safety and the preservation of life in the aquatic environment;
- (c) further develop lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage assessments, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (d) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;

- (e) establish, grant and support awards to Members and others, in honourable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed during lifesaving and other distinguished services and acts;
- (f) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than lifesaving;
- (g) pursue through itself or other such commercial arrangements, including appropriate sponsorship and marketing opportunities to further the interests of lifesaving in Mentone and immediate surrounds;
- (h) adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior, youth and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in lifesaving;
- (i) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- (j) promote the health and safety of Members and all other users of the aquatic environment;
- (k) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in lifesaving competition and to award trophies and rewards to successful competitors;
- (l) encourage and promote performance-enhancing drug free competition;
- (m) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

***In our community***

- (a) promote and execute partnerships with community and government organisations to support and develop life saving and other activities to improve aquatic health and safety in the community
- (b) maintain a strong relationship with local, state and commonwealth government representatives to further the objects of the Association.
- (c) promote the involvement and influence of lifesaving standards, techniques, awards and education with bodies involved in lifesaving;
- (d) provide for the conduct, encouragement, promotion and administration of lifesaving and aquatic health and safety activities throughout the communities of Mentone and immediate surrounds;
- (e) represent the interests of its Members and of lifesaving generally in any appropriate forum in Mentone and immediate surrounds;
- (f) have regard to the public interest in its operations;

- (g) ensure that environmental considerations are considered in all lifesaving and related activities conducted by the Association;
- (h) seek and obtain improved facilities for the enjoyment of the aquatic environment in Mentone and immediate surrounds;
- (i) promote uniformity of laws for the control and regulation of the aquatic environment in Mentone and immediate surrounds and to assist authorities in enforcing these laws;
- (j) effect such objects as may be necessary in the interests of lifesaving and the aquatic environment in Mentone and immediate surrounds
- (k) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

#### **4. POWERS OF ASSOCIATION**

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- 4.1 Solely for furthering the Objects set out above, the Association has in addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.
- 4.2 The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 4.3 This does not prevent the Association from paying a member:
  - (a) Reimbursement for expenses properly incurred by the member; or
  - (b) An Honorarium;
    - (i) as an honorary reward for voluntary services, or
    - (ii) a fee for professional services performed
  - (c) Allowances for a definite, predetermined amount to cover an estimated expense
- 4.4 This does not prevent the Association from paying a member
  - (i) For goods or services provided by the member – if this is done in good faith on terms no more favourable than if the member was not a member.

#### **5. INTERPRETATION AND DEFINITIONS**

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##### **5.1 Definitions**

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Incorporation Reform Act 2012* (Vic).

**Annual General Meeting** or **AGM** means a meeting of Members convened under **rule 14**.

**Annual Subscriptions** means the annual fees payable by each category of Member as determined by the Executive Committee under **rule 10**.

**Executive Committee** means the body managing the Association and consisting of the Executive Committee Members under **rule 19.1(a)**.



**By-Laws** mean any by-laws approved by the Executive Committee under **rule 28**.

**Committee** means any committee of the Executive Committee created under **rule 24.4** from time to time.

**Constitution** means this constitution of the Association as amended from time to time.

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

**Executive Committee Member** means a member of the Executive Committee elected under **rule 21**.

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

**General Committee** means the management committee of the Association responsible for the day to day management of activities in support of the Objects of the Association, under the direction of the Executive Committee

**General Meeting** means the annual or any special general meeting of the Association convened in accordance with **rule 16**.

**Individual Member** means a registered member of the Association comprised of such categories of members as are determined by SLSA and/or LSV from time to time and defined in the By Laws.

**Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any championship, competition, series or event or lifesaving activity of or conducted, promoted or administered by the Association.

**Life Member** means an individual appointed as a Life Member under **rule 8.7**.

**Life Saving Club** means a lifesaving club which is a member of or otherwise affiliated with LSV or SLSA.

**LSV** means Life Saving Victoria, the body recognised by SLSA as the body administering lifesaving in Victoria.

**Member** means any person recognized as a member of the Association by the Executive Committee under **rule 8** from time to time.

**Objects** means the objects of the Association under **rule 3**.

**President** means the President for the time being of the Association appointed under **rule 19.2(a)**.

**Register** means the register of Members kept under **rule 11.1**.

**Relevant Documents** means the records and other documents, however recorded compiled or stored, that relate to the Association and management of the Association and includes

membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Association.

**Seal** means the common seal of the Association (if any) and includes any official seal of the Association.

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

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

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

## **5.2 Interpretation**

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.
- (h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (j) the model rules made under the Act are expressly displaced by this Constitution.

## **5.3 Enforceability**

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

Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

## **6. STATUS AND COMPLIANCE OF ASSOCIATION**

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### **6.1 Recognition of Association**

Subject to compliance with this Constitution, the LSV constitution, and the SLSA constitution the Association shall continue to be recognised as a Member of LSV and shall administer lifesaving activities in Mentone and immediate surrounds in accordance with the Objects.

### **6.2 Compliance of Association**

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in Victoria;
- (b) appoint a Delegate annually to represent the Association at general and other meetings of LSV;
- (c) nominate such other persons as may be required to be appointed to LSV committees from time to time under this Constitution or the LSV constitution or otherwise;
- (d) forward to LSV a copy of its constituent documents and details of its Executive Committee Members;
- (e) adopt the objects of LSV (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the LSV constitution;
- (f) apply its property and capacity solely in pursuit of the Objects and lifesaving;
- (g) do all that is reasonably necessary to enable the Objects to be achieved;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for benefit of the Members and lifesaving; and
- (i) at all times act on behalf of and in the interests of the Members and lifesaving

### **6.3 Operation of Constitution**

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout Mentone and immediate;
- (b) to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for the benefit of the Members and lifesaving;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of lifesaving and its maintenance and enhancement;

- (d) to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of lifesaving and the Members;
- (f) where the Association considers or is advised that a Member has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By Laws, or any resolution or determination of the Executive Committee or Association; or
  - (g) acted in a manner prejudicial to the Objects and interests of the Association and/or lifesaving; or
  - (h) brought themselves, the Association, any Life Saving Club or lifesaving into disrepute;
  - (ii) the Association may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary, penalise the Member with such penalty as it thinks appropriate.

## **7. ASSOCIATION'S CONSTITUTION**

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### **7.1 Constitution of the Association**

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

- (a) the structure and membership categories of LSV;
- (b) recognising SLSA as the national peak body for lifesaving in Australia, in accordance with the SLSA Constitution;
- (c) recognising LSV as the peak body for lifesaving in Victoria;
- (d) recognising SLSA as the final arbiter on matters pertaining to lifesaving in Australia; and
- (e) with such incidental variations as are necessary having regard to the Act.

### **7.2 Operation of the LSV Constitution**

- (a) The Association will take all steps to ensure its Constitution is in conformity with the LSV constitution at least to the extent set out in **rule 7.1** and in respect of those matters set out in **rule 7.1** and shall consider all future amendments made to the LSV constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Association shall provide to LSV a copy of its Constitution and all amendments to this document.

## **8. MEMBERSHIP OF ASSOCIATION**

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### **8.1 Minimum number of Members**

The Association must have at least five Members.

### **8.2 Categories of Member**

The Members of the Association shall consist of:

- (a)** Life Members, who subject to this Constitution, shall have the right to notice of, and to be present and to debate at General Meetings, but shall have no voting rights (unless the Life Member is also an Individual Member under **rule 8.2(b)**);
- (b)** Individual Members:
  - (i)** 16 years of age or over, who shall have the right to notice of, and to be present, to debate and to vote at General Meetings; and
  - (ii)** under 16 years of age, who shall have the right to be present at General Meetings but with no voting rights; and
- (c)** The Association will provide for the following Classifications of membership:
  - (i)** Senior Members - Any person who of age 16 years or over and is or is not the holder of the Bronze Medallion issued by the Surf Life Saving Association or equivalent award to qualify as a patrol member issued by Life Saving Victoria or other accredited organisation.
  - (ii)** Junior Members - Any person under the age of 16 years. No junior member under 16 years of age will be accepted for membership unless a senior member of his or her family is either already a member or joins at the same time and is willing to accept responsibility for such child at any Club activity.
  - (iii)** Family Members - Any person, his/her wife/husband or partner and any dependent child or dependent children under the age of 21 years.
  - (iv)** Life Members - Any person who has rendered special service to the Club and has been elected a Life Member by vote of any Annual General Meeting (see 8.7 below)
  - (v)** Honorary Members - Members registered with other affiliated LSCs, and officials of the SLSA and LSV will be considered to be members of Mentone LSC for the purposes of entering and use of the Club's facilities for a specific activity undertaken in line with this Constitution.

Members under this classification are required to meet the responsibilities of Individual Members, and any matters detailed in the constitution and in any By-laws. Notwithstanding anything to the contrary which may be contained in the By-laws, no Honorary Member shall be entitled to a vote or have any voice in the Management of the Club.

- (vi) Community Members - The Association recognises that from time to time it will consider an expansion of club activities consistent with its objects. To enable the Association to be innovative whilst operating within the Governance arrangements of this Constitution, a Community Member classification may be established to provide transitional membership for individuals as part of a defined activity. The defined activity must meet, at a minimum the following requirements:
- (A) The specific activity supports the objects of the Association, and
  - (B) Is approved by the Executive for a specified period of time and purpose.
  - (C) The Association will approve a specific By Law for each type or activity of Community Membership.
  - (D) No existing member can transfer to become a member under this classification. This requirement will not exclude an existing member participating in the activity.
  - (E) Members under this classification are required to meet the responsibilities of Individual members, and any matters detailed in the constitution and in any By-laws. Notwithstanding anything to the contrary which may be contained in the By-laws, no Community Member shall be entitled to a vote or have any voice in the Management of the Club.
  - (F) This classification is not intended to be granted for social activities.

### **8.3 Application for Membership**

An application for membership by an individual must be:

- (a) in writing or electronically on the form prescribed from time to time by LSV and/or SLSA, from the applicant or its nominated representative and lodged with the Association; and
- (b) accompanied by the appropriate fee, if any.

### **8.4 Discretion to Accept or Reject Application**

- (a) The Executive Committee may, acting in the best interests of the Association and in good faith, accept or reject an application whether the applicant has complied with the requirements in **rule 8.3** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Executive Committee accepts an application, the applicant shall, subject to notification to, and approval by, LSV, become a Member. The Association acknowledges that LSV may reject an applicant independently of the Association. LSV is not obliged to provide reasons if it rejects an application.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by LSV. The Register shall be updated accordingly as soon as practicable.

- (d) If the Executive Committee rejects an application (or if LSV rejects and application), the Association shall refund any fees forwarded with the application, and the application shall be deemed rejected. No reasons for rejection need be given.
- (e) There is no right of appeal where the Executive Committee rejects an application for membership, whether a new application or a renewal application.

#### **8.5 Renewal of membership**

- (a) Members must re-apply for membership of the Association in accordance with the timeframes and procedures set down by the Executive Committee from time to time. Members acknowledge and agree that membership renewal is not automatic.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Executive Committee.
- (c) The Executive Committee may, acting in the best interests of the Association and in good faith, accept or reject a renewal application whether the applicant has complied with the requirements in **rules 8.5(a) and (b)** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (d) If the Executive Committee rejects an application, the Association shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association. No reasons for rejection need be given.
- (e) There is no right of appeal where the Executive Committee rejects an application for membership, whether a new application or a renewal application.

#### **8.6 Membership Transitional Arrangements**

Notwithstanding any other rule of this Constitution, the transitional arrangements in **rule 29** apply to the continuation of membership from the date of adoption of this Constitution.

#### **8.7 Life Members**

- (a) The Executive Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Association and lifesaving, where such service is deemed to have assisted the advancement of the Association and lifesaving in Mentone and immediate surrounds be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Executive Committee must be a Special Resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a Life Member.

#### **8.8 Effect of Membership**

- (a) Members acknowledge and agree that:

- (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;
  - (ii) they shall comply with and observe this Constitution and the Regulations;
  - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;
  - (iv) this Constitution and Regulations are necessary and reasonable for promoting the Objects of the Association;
  - (v) neither membership of the Association nor this Constitution gives rise to:
    - (A) any proprietary right of Members in, to or over the Association or its property or assets;
    - (B) any automatic right of a Member to renewal of their membership of the Association;
    - (C) subject to the Act and the Association acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and
  - (vi) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Executive Committee.
- (b) Members may, by virtue of membership of the Association, and subject to this Constitution:
- (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
  - (ii) make proposals or submissions to the Executive Committee;
  - (iii) engage and participate in any activity approved, sponsored or recognised by the Association; and
  - (iv) conduct any activity approved by the Association.
- (c) A right, privilege or obligation of a person by reason of their membership of the Association:
- (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

### **8.9 Liability of Members**

The liability of the Members of the Association is limited.



## **9. AFFILIATED COMMUNITY ORGANISATIONS**

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- (a) In recognition of the Association's position in the community, the Association may, by resolution of the Executive Committee, establish an affiliation with community organisations for the further achievement of the objects of the Association.
- (b) Any affiliation will consider and establish an appropriate agreement between the associated organisation and the Association that defines as a minimum:
  - (i) The objective and mutual benefits to be derived from the affiliation
  - (ii) Any financial implications or obligations of the affiliation
  - (iii) The responsibility of members in respect of the activities associated with the affiliation
  - (iv) The right of access of the affiliated organisation to facilities and equipment of the Association, and any rights of access of Members of the Association to equipment and facilities of the affiliated organisation
  - (v) The activities and services to be undertaken
- (c) The members of the affiliated organisation are expected to act in accordance with the Association's Code of Conduct during any interactions with Members of the Association and when on the Association's premises
- (d) The members of the affiliated organisation have no automatic right to membership of the Association through this affiliation but may choose to become members of the Association under the rules of this Constitution. **See rule 8**

## **10. SUBSCRIPTIONS AND FEES**

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- (a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Executive Committee from time to time.
- (b) The Executive Committee is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings. There is no right to natural justice or any right of appeal where the Executive Committee exercises its power under this **rule 10(b)**.

## **11. REGISTERS**

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### **11.1 Association to Keep Register of Members**

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

- (a) the full name and address of the Member;
- (b) the category of membership of the Member;

- (c) the date on which the Member became a Member;
- (d) whether the Member has been granted voting rights;
- (e) any other information determined by the Executive Committee; and
- (f) for each former Member, the date of ceasing to be a Member.

#### **11.2 Changes to Member details**

Members shall provide notice of any change and required details to the Association within one month of such change.

#### **11.3 Inspection of Register**

Inspection of the Register will only be available as required by the Act and in accordance with **rule 40(b)**.

#### **11.4 Use of Register**

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

#### **11.5 Right of LSV to Register**

The Association shall provide a copy of the Register at a time, and in a form, acceptable to LSV, and shall provide regular updates of the Register to LSV. The Association agrees that LSV may utilise the information contained in the Register and the Register itself to further the objects of LSV, subject always to reasonable confidentiality considerations and privacy laws.

### **12. DISCONTINUANCE OF MEMBERSHIP**

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#### **12.1 Discontinuance by Notice of Resignation**

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

#### **12.2 Discontinuance by Breach**

- (a) Membership of the Association may be discontinued by the Executive Committee upon breach of any clause of this Constitution, including but not limited to failure to comply with the By Laws or any resolution or determination made or passed by the Executive Committee or any duly authorised Committee.
- (b) Membership shall not be discontinued by the Executive Committee under **rule 12.2(a)** without the Executive Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Executive Committee's view to adequately explain or remedy the breach, that Member's membership shall be discontinued under **rule 12.2(a)** by the Executive Committee giving written notice of the discontinuance.

### **12.3 Discontinuance by Failure to Pay Subscription**

- (a) A Member is taken to have resigned if:
- (i) the Member's annual subscription is outstanding more than three months after the date on which subscription fees fall due and payable; or
  - (ii) if no annual subscription is payable:
    - (A) the secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
    - (B) the Member has not, within one month after receiving that request, confirmed in writing that he or she wishes to remain a Member, or
- (b) Should a sufficient explanation be made to the Executive Committee for the failure to pay subscription or reason for not responding to a request, the Executive Committee shall have the power to restore the Membership upon payment of the amount due (if any).

### **12.4 Resignation by failure to re-apply**

If a Member has not re-applied for Membership with the Association within three months of re-application falling due, that Member's membership will be deemed to have lapsed from that time.

### **12.5 Amendment to the Register**

Where a Member resigns in accordance with this **rule 12.4** an entry, recording the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable in accordance with **rule 11.1(f)**.

### **12.6 Forfeiture of Rights**

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

### **12.7 Membership may be Reinstated**

Membership which has been discontinued under this **rule 12.3** may be reinstated at the discretion of the Executive Committee, upon such conditions as it deems appropriate. The Executive Committee is not obliged to reinstate any former Member's membership.

### **12.8 Refund of Membership Fees**

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

### **13. GRIEVANCES, JUDICIAL AND DISCIPLINE**

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- (a) The Association adopts the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time. These shall be replicated in the By Laws but cannot be amended from the SLSA Regulations without the prior written approval of LSV and SLSA. As required the relevant SLSA regulations are set out in **appendix A** to this Constitution.
- (b) A Member who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

### **14. ANNUAL GENERAL MEETINGS**

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#### **14.1 Annual General Meeting to be Held**

- (a) The Association shall convene and hold an AGM of its Members annually within three months after the end of the financial year and in accordance with the Act.
- (b) The AGM shall, subject to the Act and to **rule 14.1(a)**, be convened at a time, date and venue to be determined by the Executive Committee.

#### **14.2 Business**

In addition to any business required to be transacted at the AGM under the Act, the business of the AGM shall include the following:

- (a) confirmation of minutes from previous AGM and of any special general meeting held since then;
- (b) receive and consider:
  - (i) reports of the Executive Committee;
  - (ii) reports of auditors (if any);
  - (iii) financial statements of the Association; and
  - (iv) any other reports as determined by the Executive Committee,
- (c) election of office bearers (if applicable);
- (d) confirmation of the appointment and fixing of the remuneration of auditors (if an audit is required under the Act); and
- (e) any other business of which notice is given in accordance with this Constitution.

#### **14.3 Additional Meetings**

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

## **15. SPECIAL GENERAL MEETINGS**

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### **15.1 Special General Meetings May be Held**

The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

### **15.2 Request for Special General Meetings**

- (a) The Secretary shall on the requisition in writing of 50% of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Executive Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Executive Committee.

## **16. GENERAL MEETINGS**

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### **16.1 Notice to be Given for General Meetings**

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice under **rule 8.2**, at the address appearing in the Register kept by the Association. The auditor (if any) and Executive Committee Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the business to be transacted at the meeting. Notice may be given in any form permitted under **rule 34**.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - (i) the agenda for the meeting;
  - (ii) any nominations for candidates to be elected to the Executive Committee received in accordance with **rule 21.1**;
  - (iii) any notice of motion received from Members under **rule 16.2(b)**; and

- (iv) forms of authority in blank for proxy votes (if proxy votes are permitted under **rule 17.6**).

### **16.2 Business of Meeting**

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

### **16.3 Quorum**

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be 20 Members represented personally.

- (a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - (i) if convened upon the requisition of Members, shall be dissolved; and
  - (ii) in any other case, shall stand adjourned to:
    - (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
    - (B) any date, time and place determined by the chairperson;and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

### **16.4 President to Chair**

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

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

If the President is not present or is unwilling or unable to preside the Members shall appoint one of the Executive Committee Members to preside as chairperson for that meeting only.

### **16.5 Chairperson May Adjourn Meeting**

- (a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in **rule 16.5(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

#### **16.6 Use of technology**

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the other Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting as permitted under **rule 16.6(a)** is taken to be present at the meeting and, if the Member (being eligible and entitled to vote) votes at the meeting, is taken to have voted in person.

### **17. VOTING AT GENERAL MEETINGS**

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#### **17.1 Members entitled to Vote**

- (a) Each Member entitled to vote as set out in **rule 8** shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by him. Executive Committee Members shall have the right to attend and debate, but not vote, at General Meetings, unless they are also an Individual Member entitled to vote.

#### **17.2 Voting Procedure**

- (a) Subject to this **rule 17.1**, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to **rule 17.4**, all questions arising at a General Meeting shall be determined on a show of hands.

#### **17.3 Recording of Determinations**

Unless a poll is demanded under **rule 17.4**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

#### **17.4 Where Poll Demanded**

A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:

- (a) the chairperson; or
- (b) a simple majority of Members.

If a poll is duly demanded under this **rule 17.4**, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

### **17.5 Casting Vote**

Where voting at General Meetings is equal the motion shall be lost. The chairperson does not have a casting vote.

### **17.6 Proxy and Postal Voting**

Unless otherwise determined by the Executive Committee, there shall be no proxy or postal voting on any matter.

## **18. MINUTES OF GENERAL MEETINGS**

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- (a)** The Executive Committee must ensure that minutes are taken and kept of each General Meeting.
- (b)** The minutes must record:
  - (i)** the business considered at the meeting;
  - (ii)** any resolution on which a vote is taken and the result of the vote; and
  - (iii)** the names of persons present at all meetings.
- (c)** In addition, the minutes of each Annual General Meeting must include:
  - (i)** any reports or financial statements submitted to the members at the Annual General Meeting; and
  - (ii)** any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **19. EXECUTIVE COMMITTEE**

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### **19.1 Powers of Executive Committee**

- (a)** The business and affairs of the Association shall be managed by the Executive Committee constituted under **rule 19.2**.
- (b)** Subject to this Constitution and the Act, the Executive Committee:
  - (i)** shall control and manage the business and affairs of the Association, specifically
    - (A)** approve the strategic (long term) plan for the Association
    - (B)** approve the annual business plan for the Association
    - (C)** set and approve the annual budget for the Association
    - (D)** approve non-routine expenditure and generally manage the financial affairs of the association
    - (E)** receive advice and direction from the General Committee on the day to day operations of the association



- (F) provide advice and direction to the General Committee on the Strategic direction and the implementation of operational plans to achieve the objects of the association
  - (G) Set By Laws for the effective management of the Association, including managing matters of discipline and breaches of the Code of Conduct
- (ii) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the General Committee, or the Members in a General Meeting; and
  - (iii) has power to perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Association.

## **19.2 Composition of Executive Committee**

The Executive Committee shall comprise:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer;
- (d) the General Manager Life Saving Services
- (e) the General Manager Community Engagement
- (f) the General Manager Aquatic Sport
- (g) the General Manager Club Operations, and
- (h) the General Manager Membership Development

who must all be Members (over the age of 18 years of age) and who shall be elected under **rule 21**.

## **19.3 Portfolios**

If the Executive Committee considers it appropriate, in order to further the Objects, it may allocate Executive Committee to specific portfolios, with specific responsibilities, as determined at the discretion of the Executive Committee.

## **19.4 Right to Co-Opt**

- (a) It is expressly acknowledged that the Executive Committee may co-opt any person with appropriate experience or expertise to assist the Executive Committee in respect of such matters and on such terms as the Executive Committee thinks fit. Any person so co-opted shall not be a member of the Executive Committee and shall not exercise the rights of a member of the Executive Committee but shall act in an advisory role only.
- (b) The Executive Committee may, in support of succession planning and mentoring of a newly elected President or Executive Committee members, define a role for the

Immediate Past President in support of the effective governance and operations of the Executive Committee.

#### **19.5 Appointment of Delegate**

- (a) The Executive Committee shall, from amongst its members, appoint a Delegate to attend general and other meetings of LSV for such term as the Executive Committee determines, and otherwise in accordance with LSV's Constitution and other requirements.
- (b) The Association must advise the LSV Chief Executive Officer in writing of its Delegate.

#### **19.6 Transitional Arrangements**

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out at **rule 29(b)** shall apply from the date of adoption of this Constitution.
- (b) To support these transitional arrangements, the Executive Committee will co-opt members of the Association to form a Governance Standing Committee. This committee will:
  - (i) Operate for a maximum of 12 months
  - (ii) Provide advice and guidance to ensure the smooth transition to this constitution and the new governance arrangements
  - (iii) Undertake other duties as requested by the Executive Committee

#### **19.7 Term of Office of Executive Committee Members**

- (a) Executive Committee Members shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting.
- (b) Executive Committee Members may be re-elected.
- (c) In support of succession planning and good governance, Executive Committee Members may only hold office for the same position for three consecutive terms. In the case of a casual vacancy **rule 22.3** applies.

#### **19.8 Delegations of Authority of Executive Committee and General Committee Members during periods of absence**

At the first meeting of the Executive Committee following the Annual General Meeting, the Executive Committee shall prescribe the member or position responsible to exercise any delegations or duties in the absence an Executive Committee Member or General Committee Member. Such absence is such that it is not possible for the Executive Committee Member or General Committee Member to exercise such delegation or duty within a reasonable time. Any such Delegations of Authority will apply until the next Annual General Meeting, unless revoked at a meeting of the Executive Committee.

## **20. GENERAL COMMITTEE**

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### **20.1 Composition of the General Committee**

The General Committee shall comprise:

- (a)** All members of the Executive Committee
- (b)** Members elected or appointed to the following positions of responsibility
  - (i)** Assistant Secretary
  - (ii)** Assistant Treasurer
  - (iii)** Membership Protection Officer
  - (iv)** Patrol Captain
  - (v)** Chief Instructor
  - (vi)** Bar and Venue Manager
  - (vii)** Building Manager
  - (viii)** Senior Sport Manager
  - (ix)** Junior Program Manager
  - (x)** Junior Sports Manager
  - (xi)** Memberships Manager
  - (xii)** Marketing Manager
  - (xiii)** Community Education and Partnerships Manager
  - (xiv)** Sponsorship Manager

### **20.2 Functions of the General Committee**

- (a)** Under direction and guidance of the Executive Committee, and in accordance with the duties as detailed for each position, lead and manage the delivery of those responsibilities consistent with the Objects of the Association, and the strategic and annual business plan approved by the Executive Committee.
- (b)** Provide a broad forum and develop a consensus view to guide, advise and support the Executive Committee in the formulation of the direction of the Association
- (c)** Consider and resolve operational and day to day management issues of the Association to ensure the effective functioning of the Association in accordance with its objects, and its approved strategic plan

- (d) Provide progressive reports and propose actions to further the functions of the Association in line with the responsibilities of committee members

### **20.3 Term of Office of General Committee Members**

- (a) General Committee Members shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting.
- (b) General Committee Members may be re-elected.
- (c) In support of succession planning and good governance, General Committee members may only hold office for the same position for three consecutive terms. In the event of a casual vacancy **rule 22.3** applies.

## **21. ELECTION OF EXECUTIVE COMMITTEE MEMBERS AND GENERAL COMMITTEE MEMBERS**

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### **21.1 Election at the Annual General Meeting**

- (a) The following positions will be elected by the Association membership at the Annual General Meeting of the Association:
  - (i) Executive Committee
    - (A) President
    - (B) Secretary
    - (C) Treasurer
    - (D) the General Manager Life Saving Services
    - (E) the General Manager Community Engagement
    - (F) the General Manager Aquatic Sport
    - (G) the General Manager Club Operations, and
    - (H) the General Manager Membership Development
  - (ii) General Committee
    - (A) Assistant Secretary
    - (B) Assistant Treasurer
    - (C) Membership Protection Officer

- (D) Patrol Captain
- (E) Chief Instructor
- (F) Bar and Venue Manager
- (G) Building Manager
- (H) Senior Sport Manager
- (I) Junior Program Manager
- (J) Junior Sports Manager
- (K) Membership Manager
- (L) Marketing Manager
- (M) Community Education and Partnerships Manager
- (N) Sponsorship Manager

## **21.2 Nominations of Candidates**

- (a)** The Association shall call for nominations for candidates to be elected to the Executive Committee and General Committee not less than 30 days prior to the Annual General Meeting. When calling for nominations the Association shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Executive Committee from time to time.
- (b)** Candidates must:
  - (i)** be Individual Members;
  - (ii)** be aged 18 years or over; and
  - (iii)** reside in Australia.
- (c)** Nominations of candidates for election shall be:
  - (i)** made in writing, identifying the office for which the nominee is nominating, signed by two Individual Members (over 18 years of age) and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
  - (ii)** delivered to the Association not less than 14 days before the date fixed for the holding of the Annual General Meeting.
  - (d)** The Association shall send the nominations to the Members entitled to receive notice under **rule 16.1**.
- (e)** If insufficient nominations are received to fill all available vacancies on the Executive Committee and General Committee:

- (i) the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected to the office for which they have nominated; and
  - (ii) the remaining positions will be deemed casual vacancies under **rule 22.3**.
- (f) If the number of nominations received for particular offices is equal to the relevant vacancies to be filled, the persons nominated shall, subject to **rule 21.3(g)** and declaration by the chairperson, be deemed to be elected to the relevant office. By way of example only, if one nominee has been received for the office of Treasurer then subject to declaration by the chairperson, that person shall be deemed to be elected as Treasurer.
- (g) If the number of nominations for particular offices exceeds the number of relevant vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Executive Committee and General Committee.
- (h) If the number of nominations received for particular offices is equal to the relevant vacancies to be filled, the Members may still demand an election to elect that single nominee to an office and an election is so demanded that person must be elected under **rule 21.2** by a majority of voting Members present and voting.
- (i) A member cannot be elected to more than one position on the Executive Committee. However, a member may be elected to a position on the Executive Committee and to one other position on the General Committee. A member who is not elected to a position on the Executive Committee may be elected to up to two positions on the General Committee.

### **21.3 Voting procedures**

Elections shall be by secret ballot and otherwise by such means as is prescribed by the Executive Committee.

## **22. VACANCY ON THE EXECUTIVE COMMITTEE OR GENERAL COMMITTEE**

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### **22.1 Grounds for Termination of Executive Committee Member or General Committee Member**

The office or position becomes vacant if the Executive Committee Member or General Committee Member:

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns their office in writing to the Association;

- (f) is absent from meetings of the Executive Committee and or General Committee held during a period of three months without having previously obtained leave of absence under **rule 23.9** or provided reasonable excuse for such absence;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (i) is removed from office in accordance with this Constitution;
- (j) has been expelled or suspended from membership (without further recourse under this Constitution or the LSV constitution); or
- (k) would otherwise be prohibited from being an Executive Committee Member of a corporation under the *Corporations Act*.

## **22.2 Removal of an Executive Committee Member or General Committee Member**

- (a) The Association in a General Meeting may by Special Resolution remove any Executive Committee Member or General Committee Member, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Executive Committee Member or General Committee Member.
- (b) Where the Executive Committee Member or General Committee Member to whom a proposed resolution referred to in **rule 22.2(a)** makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Executive Committee Member or General Committee Member may require that they be read out at the meeting, and the representations shall be so read.

## **22.3 Casual Vacancy**

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

## **23. QUORUM AND PROCEDURE AT EXECUTIVE COMMITTEE MEETINGS AND GENERAL COMMITTEE MEETINGS**

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### **23.1 Convening an Executive Committee Meeting**

- (a) The Executive Committee shall meet as often as is deemed necessary for the dispatch of business. It is expected that the Executive Committee shall meet a minimum of 4 times per annum. Subject to this Constitution the Executive Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Executive Committee Members agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in

accordance with **rule 23.2**, not less than seven days' written notice of Executive Committee meeting shall be given to each Executive Committee Member.

- (c) Written notice of each Executive Committee meeting, specifying the general nature of the time, date and place of the Executive Committee meeting and the business to be transacted, shall be served on each Executive Committee Member by:
  - (i) delivering it to that Executive Committee Member personally;
  - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Executive Committee Member's last notified contact details.

- (d) Notice may be given of more than one Executive Committee meeting at the same time.

### **23.2 Urgent Executive Committee Meetings**

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with **rule 23.1** provided that as much notice as practicable is given to each Executive Committee Member by the quickest means practicable.
- (b) Any resolution made at an urgent Executive Committee meeting must be passed by an absolute majority of the Executive Committee.

### **23.3 Quorum for Executive Committee Meetings**

- (a) At meetings of the Executive Committee the number of Executive Committee Members whose presence is required to constitute a quorum is a majority of the Executive Committee Members (so half the Executive Committee plus one). Either the President or the Secretary must form part of the quorum present.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (c) The Executive Committee may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of an Executive Committee Member such that the number of remaining Executive Committee Members is not sufficient to constitute a quorum at a meeting of the Executive Committee, those Executive Committee Members may act only for the purpose of increasing the number of Executive Committee Members to a number sufficient to constitute such a quorum.

### **23.4 Procedures at Executive Committee Meetings**

- (a) At meetings of the Executive Committee, the President shall chair the meeting. If the President is absent or unwilling to act, the Secretary shall chair the meeting. In circumstances where the President and or the Secretary are unwilling to act, the Treasurer will chair the meeting.



- (b) Questions arising at any meeting of the Executive Committee shall be determined on a show of hands, or if demanded by an Executive Committee Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and a determination of a majority of Executive Committee Members shall be deemed a determination of the Executive Committee. All Executive Committee Members shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.
- (d) Voting by proxy at Executive Committee meetings is not permitted.
- (e) A resolution in writing signed or assented to by facsimile, email or other form of electronic communication by all the voting Executive Committee Members, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Executive Committee Members.
- (f) Without limiting the power of the Executive Committee to regulate its meetings as it thinks fit, a meeting of the Executive Committee Members may be held where one or more of the Executive Committee Members is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Executive Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Committee;
  - (iii) if a failure in communications prevents **rule 23.4(f)(i)** from being satisfied by that number of Executive Committee Members which constitutes a quorum, and none of such Executive Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 23.4(f)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
  - (iv) any meeting held where one or more of the Executive Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided an Executive Committee Member is there present and if no Executive Committee Member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

### **23.5 Convening a General Committee Meeting**

- (a) The General Committee shall meet as often as is deemed necessary by the Executive Committee for the dispatch of business. It is expected that the General Committee shall meet a minimum of 3 times per annum. Subject to this Constitution the Executive Committee can regulate the General Committee meetings as it thinks fit.

- (b) Unless all General Committee Members agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with **rule 23.6**, not less than seven days' written notice of General Committee meeting shall be given to each General Committee Member.
- (c) Written notice of each General Committee meeting, specifying the general nature of the time, date and place of the General Committee meeting and the business to be transacted, shall be served on each General Committee Member by:
  - (i) delivering it to that General Committee Member personally;
  - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);in accordance with the General Committee Member's last notified contact details.
- (d) Notice may be given of more than one General Committee meeting at the same time.

### **23.6 Urgent General Committee Meetings**

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with **rule 23.5** provided that as much notice as practicable is given to each General Committee Member by the quickest means practicable.
- (b) Any resolution made at an urgent General Committee meeting must be passed by an absolute majority of the General Committee.

### **23.7 Quorum for General Committee Meetings**

- (a) In accordance with **rule 20.1** at meetings of the General Committee a quorum will require:
  - (i) At least 50% of the Executive Committee members, which must include either the President or the Secretary,
  - (ii) At least 50% of the of General Committee Members filled positions
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (c) The General Committee may act notwithstanding any casual vacancy in the General Committee. However, if there are casual vacancies in the office of an Executive Committee Member such that the number of remaining Executive Committee Members is not sufficient to constitute a quorum of the General Committee, then the meeting must be postponed until such time as the Executive Committee Member position has been filled.

### **23.8 Procedures at General Committee Meetings**

- (a) At meetings of the General Committee, the President shall chair the meeting. If the President is absent or unwilling to act, the Secretary shall chair the meeting. In circumstances where the President and or the Secretary are unwilling to act, the Treasurer will chair the meeting.
- (b) Questions arising at any meeting of the General Committee shall be determined on a show of hands, or if demanded by a General Committee Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the General Committee shall be decided by a majority of votes and a determination of a majority of General Committee Members shall be deemed a determination of the General Committee. All General Committee Members shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.
- (d) Voting by proxy at General Committee meetings is not permitted.
- (e) A resolution in writing signed or assented to by facsimile, email or other form of electronic communication by all the voting General Committee Members, shall be as valid and effectual as if it had been passed at a meeting of the General Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the General Committee Members.
- (f) Without limiting the power of the Executive Committee to regulate all association meetings as it thinks fit, a meeting of the General Committee may be held where one or more of the General Committee Members is not physically present at the meeting, provided that:

  - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the General Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Committee;
  - (iii) if a failure in communications prevents **rule 23.8(f)(i)** from being satisfied by that number of General Committee Members which constitutes a quorum, and none of such General Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 23.8(f)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
  - (iv) any meeting held where one or more of the General Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a General Committee Member is there present and if no General Committee Member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

### **23.9 Leave of absence**

- (a) The Executive Committee may grant an Executive Committee Member or General Committee Member leave of absence from the Executive Committee or General Committee for a period not exceeding three months. The Executive Committee may co-opt a Member to fulfil the position and duties of the absent Member during a period where leave of absence is granted.
- (b) The Executive Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Executive Committee Member or General Committee Member to seek the leave in advance.

### **23.10 Material Personal Interests**

- (a) An Executive Committee Member or General Committee Member who has a material personal interest in a matter being considered at an Executive Committee or General Committee meeting must disclose the nature and extent of that interest to the Executive Committee or General Committee.
- (b) An Executive Committee Member or General Committee Member with such a material personal interest must not:
  - (i) be present while the matter is being considered at the meeting; and
  - (ii) must not vote on the matter.
- (c) This **rule 23.10** does not apply to a material personal interest that:
  - (i) exists only because the Executive Committee Member or General Committee Member belongs to a class of persons for whose benefit the Association is established; or
  - (ii) the Executive Committee Member or General Committee Member has in common with all, or a substantial proportion of the Members.
- (d) A general notice that an Executive Committee Member or General Committee Member is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Executive Committee Member or General Committee Member and the said matter. After such general notice, it is not necessary for such Executive Committee Member or General Committee Member to give a special notice relating to the said matter.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by an Executive Committee Member or General Committee Member in accordance with this **rule 23.10**.
- (f) If an Executive Committee Member or General Committee Member is unsure whether they have a material personal interest, they must raise the issue with the Executive Committee or General Committee who will consider and determine whether the Executive Committee Member or General Committee Member has a material personal

interest or not. If the Executive Committee or General Committee so determines this **rule 23.10** will apply.

### **23.11 Financial Interest**

- (a) An Executive Committee Member or General Committee Member is disqualified from:
- (i) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
  - (ii) contracting with the Association either as vendor, purchaser or otherwise;
- except with express resolution of approval of the Executive Committee.
- (b) Any contract or arrangement in which any Executive Committee Member or General Committee Member is in any way interested which is entered into by or on behalf of the Association without the express resolution of approval of the Executive Committee, will be voided for such reason.
- (c) The nature of the financial interest of such Executive Committee Member or General Committee Member must be declared by the Executive Committee Member or General Committee Member at the meeting of the Executive Committee or General Committee at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Executive Committee or General Committee after the acquisition of the interest.
- (d) A general notice that an Executive Committee Member or General Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **rule 23.11(c)** for such Executive Committee Member or General Committee Member and the said transactions. After such general notice, it is not necessary for such Executive Committee Member or General Committee Member to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by an Executive Committee Member or General Committee Member in accordance with **rule 23.11**.

### **23.12 Conflicts**

An Executive Committee Member or General Committee Member, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Executive Committee Member or General Committee Member is interested. If the Executive Committee Member or General Committee Member votes, the vote shall not be counted.

## **24. DELEGATED POWERS**

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### **24.1 Executive Committee May Delegate Functions**

- (a)** The Executive Committee may, by instrument in writing, create, establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Executive Committee determines, including to the General Committee
- (b)** The Executive Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:
  - (i)** this power of delegation; and
  - (ii)** a function imposed on the Executive Committee by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.
- (c)** At any time, the Executive Committee may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

### **24.2 Exercise of Delegated Functions**

- (a)** A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b)** A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

### **24.3 Procedure of Delegated Entity**

- (a)** The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Executive Committee under **rule 23**. This includes those rules governing conflicts of interest.
- (b)** The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Executive Committee with details of all material decisions.
- (c)** The entity shall also provide any other reports, minutes and information required by the Executive Committee.

### **24.4 Special or Functional Committees**

- (a)** As set out in **rule 24.1**, the Executive Committee may establish and delegate any of its functions, powers or duties (except this power to delegate) to such special or functional committees as it thinks fit. The Executive Committee may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

- (b) The Executive Committee may establish an unrestricted number of special or functional Committees.
- (c) The Executive Committee shall determine in writing the duties and powers afforded to any special or functional committee and the committee shall, in the exercise of such delegated powers, conform to any directions or By Laws that may be prescribed by the Executive Committee.
- (d) An Executive Committee Member shall be an ex-officio member of any special or functional committee so appointed.

## **25. DUTIES**

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### **25.1 General Duties**

- (a) As soon as practicable after being elected or appointed to the Executive Committee or General Committee, each Executive Committee Member and General Committee members must become familiar with this Constitution and the Act.
- (b) The Executive Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Executive Committee Members comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, an Executive Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Executive Committee must ensure that the Association complies with all requirements in the Act regarding financial statements.

### **25.2 Secretary**

- (a) The person elected as Secretary under **rule 19** will act as the Association's secretary under the Act
- (b) The Secretary must give the registrar under the Act notice of their election within 14 days after the election.
- (c) If the position of Secretary becomes vacant, the Executive Committee must appoint a person to the position within 14 days after the vacancy arises.

### **25.3 Financial Duties**

- (a) The Executive Committee must:
  - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (ii) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
  - (iii) make any payments authorised by the Association or by a General Meeting of the Association from the Association's funds;

- (iv) ensure that the financial records of the Association are kept in accordance with the Act;
  - (v) coordinate the preparation of the financial statements of the Association and their submission to the AGM;
  - (vi) ensure that at least two Executive Committee Members have access to the accounts and financial records of the Association; and
  - (vii) keep in their custody or under their control:
    - (A) the financial records for the current financial year; and
    - (B) any other financial records as authorised by the Executive Committee.
- (b) In addition to the Treasurer elected under **rule 19** the Executive Committee may allocate responsibility for the financial duties described at **rule 25.3(a)** to another Executive Committee Member in accordance with **rule 24**.

## **26. MINUTES OF EXECUTIVE COMMITTEE MEETINGS**

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- (a) The Executive Committee must ensure that minutes are taken and kept of each Executive Committee meeting.
- (b) As a minimum, the minutes must record:
  - (i) the business considered at the meeting;
  - (ii) any resolution on which a vote is taken and the result of the vote; and
  - (iii) any interest declared under **rule 23.10** or **23.11**.

## **27. MINUTES OF GENERAL COMMITTEE MEETINGS**

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- (a) The Executive Committee must ensure that minutes are taken and kept of each General Committee meeting.
- (b) As a minimum, the minutes must record:
  - (i) the business considered at the meeting;
  - (ii) any resolution on which a vote is taken and the result of the vote; and
  - (iii) any interest declared under **rule 23.10** or **23.11**.

## **28. BY LAWS**

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### **28.1 Executive Committee to Formulate By-Laws**

The Executive Committee may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and lifesaving in Mentone and immediate surrounds as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the LSV constitution, the



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

### **28.2 By Laws Binding**

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

### **28.3 Transitional Arrangements**

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at **rule 29(c)** shall apply from the date of adoption of this Constitution.

### **28.4 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to By Laws shall be advised to Members of the Association by means of Notices approved and issued by the Executive Committee.

## **29. TRANSITIONAL ARRANGEMENTS**

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- (a)** Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this **rule 29** 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 Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next AGM following such approval, and thereafter the positions of the President and other Executive Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c)** All clauses, rules, By Laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, By Laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By Laws under **rule 28**.
- (d)** All individuals who are, prior to the approval of this Constitution, Members of the Association shall be deemed Members of the Association (in the relevant category) from the time of approval of this Constitution under the Act. All such Members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval of this Constitution under the Act.

## **30. FUNDS, RECORDS AND ACCOUNTS**

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### **30.1 Sources of Funds**

- (a)** Subject always to this Constitution the Executive Committee will determine:
- (b)** the sources from which the funds of the Association are to be, or may be, derived; and
- (c)** the manner in which such funds are to be managed.

### **30.2 Management of funds**

- (a)** The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
  - (i)** Transactions in this account must be authorised by a minimum of two Executive Committee Members, one of which must be the Treasurer or President.
- (b)** The Executive Committee may authorise the Treasurer or other Executive Committee Member to expend funds on behalf of the Association up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended. This may be as a part of a designated portfolio in accordance with **rule 19.3**.
- (c)** All funds of the Association must be deposited into the financial account of the Association no later than five working days after the receipt.
- (d)** With the approval of the Executive Committee, an Executive Committee Member may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction. This may be as a part of a designated portfolio in accordance with **rule 19.3**.

### **30.3 Association to Keep Records**

- (a)** The Association 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 Association and the Executive Committee. These records and minutes shall be produced as appropriate at each Executive Committee or General Meeting.
- (b)** All records and minutes kept in accordance with **rule 30.3(a)** shall be kept in the care and control of the Executive Committee.

### **30.4 Executive Committee to Submit Accounts**

The Executive Committee shall submit to the Members at the AGM the statements of account of the Association in accordance with this Constitution and the Act.

### **30.5 Accounts Conclusive**

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

### **30.6 Accounts to be Sent to Members**

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

### **31. APPLICATION OF INCOME**

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- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) Nothing in this **rule 31** shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
  - (i) any services actually rendered to the Association whether as an employee or otherwise;
  - (ii) goods supplied to the Association in the ordinary and usual course of operation;
  - (iii) interest on money borrowed from any Member;
  - (iv) rent for premises demised or let by any Member to the Association; or
  - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

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

### **32. NEGOTIABLE INSTRUMENTS**

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Subject to this Constitution, all cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Executive Committee Members or in such other manner as the Executive Committee determines.

### **33. AUDITOR**

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

### **34. SERVICE OF NOTICES**

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- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.

- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon sending, unless a report advising the electronic mail message was not sent is received by the sender.

### **35. COMMON SEAL**

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- (a) The Association may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Executive Committee. Every use of the Seal shall be recorded in the Association's minute book. Two Executive Committee Members must witness every use of the Seal, unless the Executive Committee determines otherwise.

### **36. REGISTERED ADDRESS**

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The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Executive Committee; or
- (b) if the Executive Committee has not determined an address to be the registered address, the postal address of the secretary.

### **37. ALTERATION OF CONSTITUTION**

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

### **38. INDEMNITY**

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- (a) Every Executive Committee Member, General Committee Member, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him/her in his/her capacity as Executive Committee Member, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.
- (b) The Association shall indemnify its Executive Committee Members, General Committee Member, officers, managers and employees against all damages and costs (including legal costs) for which any such Executive Committee Member, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

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

### **39. DISSOLUTION**

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- (a) The Association may be wound up voluntarily by Special Resolution.
- (b) If the Association is wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (c) If upon winding up or dissolution of the Association or upon revocation of its endorsement as a deductible gift recipient (whichever occurs first), there remains after satisfaction of all its debts and liabilities any surplus assets or property as follows:
  - (i) gifts of money or property for the objects of the organisation;
  - (ii) contributions made in relation to an eligible fundraising event held for the objects of the organisation; or
  - (iii) money received by the organisation because of such gifts and contributions; then

such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to some organisation(s):

- (iv) having objects similar to the Objects; and
- (v) which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution; and
- (vi) which is charitable at law and to which income tax deductible gifts can be made.

Such organisations(s) will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

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

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- (a) Except as otherwise provided in this Constitution, the Secretary will keep in his or her custody or control all books, minutes, documents and securities of the Association.
- (b) If requested by a Member, the Executive Committee must permit such Member to inspect:
  - (i) the rules of the Association;

- (ii) the minutes of each General Meeting.

Such request and inspection by a Member must be made in good faith and for a proper purpose.

- (c) Upon written request and payment of a fee determined by the Executive Committee from time to time, a Member may obtain a copy of the documents listed at **rule 39(b)**.
- (d) If requested by a Member and subject to the Act and the Executive Committee determining the Member's request is in good faith and for a proper purpose, the Executive Committee must permit such Member to inspect the register of members.
- (e) Subject to the Act and **rules 40(b)** and **40(d)**, no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Executive Committee meetings or other Relevant Documents of the Association, unless authorised in writing by the Executive Committee. Before granting such authority under this **rule 40(e)** the Executive Committee must be satisfied that such inspection is in good faith and for a proper purpose.

#### **41. LIQUOR LICENCE OBLIGATIONS**

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##### **41.1 No payments**

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

##### **41.2 Guests**

A visitor to the Association's premises must not be supplied with liquor in those premises unless the visitor is:

- (a) a guest in the company of an adult Member;

##### **41.3 Records**

The Association must maintain records of guests to the Association's premises.

**(a) APPENDIX A**

**SLSA Regulations - SECTION 5 (As published by SLSA)**

[https://members.sls.com.au/SLSA\\_MembersOnline/public/document\\_library/1/media/1003](https://members.sls.com.au/SLSA_MembersOnline/public/document_library/1/media/1003)