

Constitution

Date approved: 23/08/10

SURF LIFE SAVING AUSTRALIA LIMITED
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ABN 67 449 738 159

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1. NAME OF COMPANY

The name of the Company is Surf Life Saving Australia Limited (**SLSA**).

2. OBJECTS OF SLSA

SLSA is a charitable community service based institution. The Objects for which SLSA is established are to:

- (a) create a single uniform entity through and by which surf life saving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of surf life saving through and by various State Centres;
- (c) ensure the maintenance and enhancement of SLSA and surf life saving, its standards, quality and reputation for the benefit of the Members and surf life saving;
- (d) at all times promote mutual trust and confidence between SLSA and the Members in pursuit of these Objects;
- (e) at all times act in the interests of the Members and surf life saving;
- (f) promote the economic and community service success, strength and stability of SLSA, each State Centre and surf life saving;
- (g) affiliate and otherwise liaise or partner with the International Life Saving Federation and other international and national organisations, in the pursuit of these Objects and surf life saving;
- (h) conduct, encourage, promote, advance and control surf life saving, its many aspects devoted to aquatic safety, drowning prevention and management and the preservation of life in the aquatic environment;
- (i) conduct or commission research and development for improvements in methods of surf life saving and surf life saving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (j) use and protect the Intellectual Property;
- (k) apply the property and capacity of SLSA solely towards the fulfilment and achievement of these Objects;

- (l) promote the involvement and influence of SLSA standards, techniques, awards and education with bodies involved in aquatic safety and life saving;
- (m) strive for formal, Governmental, commercial and public recognition of SLSA as the authority on aquatic safety standards, qualifications, systems and management;
- (n) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf life saving and related activities and the preservation of life in the aquatic environment;
- (o) further extend the operations and teachings of SLSA to all States and elsewhere;
- (p) further develop surf life saving into an organised institution and with these objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (q) review and/or determine any matters relating to surf life saving which may arise, or which are referred to it, by any State Centre;
- (r) recognise any penalty imposed by any State Centre;
- (s) act as final arbiter on all matters pertaining to the conduct of surf life saving in Australia, including disciplinary matters;
- (t) pursue through itself or other such arrangements, including sponsorship, fundraising, investments, trusts, retailing, licensing and marketing opportunities as are appropriate to further the interests and financial sustainability of SLSA and of surf life saving;
- (u) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf life saving;
- (v) represent the interests of SLSA's Members and surf life saving generally in any appropriate forum;
- (w) have regard to the public interest in its operations;
- (x) 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;
- (y) ensure that environmental considerations are taken into account in all surf life saving and related activities conducted by SLSA;
- (z) promote the health, safety and welfare of Members and all other users of the aquatic environment;
- (aa) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of physical, social, community, education and other benefits from participation in surf life saving competition and to award trophies and rewards to competitors;

- (bb) encourage and promote performance-enhancing drug free competition;
- (cc) 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 in the course of life saving and other distinguished services and acts;
- (dd) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than surf life saving;
- (ee) seek and obtain improved facilities for the enjoyment of the aquatic environment;
- (ff) promote uniformity of laws for the control and regulation of the aquatic environment and to assist authorities in enforcing these laws;
- (gg) effect such purposes as may be necessary in the interests of surf life saving and the aquatic environment; and
- (hh) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. INTERPRETATION

- (a) In this Constitution unless the contrary intention appears:

Act means the *Corporations Act 2001 (Cth)*.

Affiliated Club means a surf life saving club affiliated with SLSA and the relevant State Centre.

Appointed Director means a Director appointed under **clause 21**.

Board means the body consisting of the Directors and the Chief Executive Officer under **clause 19**.

Chief Executive Officer means the Chief Executive Officer of SLSA for the time being appointed under this Constitution.

Constitution means this Constitution of SLSA.

Council means the body consisting of the Appointed Directors, the President and the Chief Executive Officer.

Director means a member of the Board, and includes the President, Appointed Directors, Elected Directors and Independent Directors but does not include the Chief Executive Officer.

Elected Director means a Director elected under **clause 20** and includes the President.

Executive Management Group means the group established under **clause 25(d)**.

Financial year means the year ending 30 June in each year.

General Meeting means the annual or a special general meeting of SLSA.

Independent Director means a Director appointed under **clause 22**.

Individual Member means a member of an Affiliated Club and can only include junior (**Nipper**) members; cadet members; active members; reserve active members; general members; long service members; award members; past active members; associate members; honorary members; and life members of that club, all of which are defined in the Regulations.

Intellectual Property means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to SLSA, the words “surf life saving” or any event or competition or surf life saving equipment, product, publication or activity developed, conducted, promoted or administered by SLSA.

Life Member means a Life Member of SLSA.

Member means a member for the time being of SLSA under **clause 13**.

Objects means the objects of SLSA set out in **clause 2**.

President means the President for the time being of SLSA.

Regulations means any Regulations made by the Board under **clause 39**.

Seal means the common seal of SLSA and includes any official seal of SLSA.

Special Resolution means a resolution:

- (a) the notice of which must set out an intention to propose the special resolution and must state the resolution; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

State means a State of Australia and includes the Northern Territory of Australia.

State Centre means a Member recognised under this Constitution to administer surf life saving in its particular State in accordance with the Objects.

- (b) Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (c) In this Constitution:
 - (i) a reference to a function includes a reference to a power, authority and duty;
 - (ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
 - (iii) words importing the singular include the plural and vice versa;

- (iv) words importing any gender include the other genders;
 - (v) references to persons include corporations and bodies politic;
 - (vi) references to a person include the legal personal representatives, successors and permitted assigns of that person; and
 - (vii) 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).
- (d) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.
- (e) The specification of the Objects in **clause 2** are not in any particular order and are not to be construed so as to lead to the construction that any object is more important than any other object nor than any object which is specified in detail is more important than any object which has not been specified in detail, and no particular object will be limited by reference to any other and the rule of construction known as the ejusdem generis rule shall not apply.
- (f) Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.
- (g) SLSA is established solely for the Objects.
- (h) The replaceable rules referred to in the Act are expressly displaced by this Constitution.

4. POWERS OF SLSA

Solely for furthering the Objects SLSA has the legal capacity and powers of a company as set out under section 124 of the Act.

5. APPLICATION OF INCOME

- (a) The income and property of SLSA shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution:
 - (i) no portion of the income or property of SLSA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by SLSA to any Member who holds any office within SLSA.

- (c) Nothing contained in **clauses 5(a)** or **5(b)** shall prevent payment in good faith of or to any Member:
- (i) for any services actually rendered to SLSA whether as an employee or otherwise;
 - (ii) for goods supplied to SLSA in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to SLSA; or
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of SLSA;

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.

6. ADDITION ALTERATION OR AMENDMENT

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by a Special Resolution. Any such addition, alteration or amendment shall be submitted to the New South Wales Minister of the Crown administering the *Charitable Fundraising Act 1991 (NSW)* in accordance with that Act.

7. LIABILITY OF MEMBERS

The liability of the Members of SLSA is limited.

8. MEMBERS' CONTRIBUTIONS

Every Member State undertakes to contribute to the assets of SLSA in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of SLSA contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding ten dollars (\$10.00).

9. DISTRIBUTION OF PROPERTY ON WINDING UP

- (a) This clause applies if SLSA is wound up under the Act and there are surplus assets.
- (b) The surplus assets of SLSA must not be distributed among Affiliated Clubs and/or Individual Members but may be distributed among the State Centres provided that a State Centre at the time of distribution:
 - (i) has objects similar to the Objects, including the support and encouragement of the humanitarian service aims and ideals of Surf Life Saving; and
 - (ii) has rules which:

- (A) require the application of the State Centre's assets and income solely to promote the State Centre's objects; and
 - (B) prohibit the distribution of income and assets to the members of the State Centre; and
 - (C) prohibit paying fees to the State Centre's directors; and
 - (D) require the State Centre's directors to approve all other payments the State Centre makes to its directors; and
- (iii) if SLSA is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth taxation legislation, holds or is entitled to a similar approval.
- (c) If the surplus assets cannot be distributed to the State Centres, they must be given to another entity which meets the requirements set out in **clause 9(b)**.
- (d) In this clause, "surplus assets" means the assets of SLSA after payment of:
- (i) the debts and liabilities remaining on its winding up; and
 - (ii) the costs, charges and expenses of the winding up.

10. ACCOUNTS

True accounts shall be kept of the sums of money received and expended by SLSA and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of SLSA and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution of SLSA for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of SLSA shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the provisions of the Act.

11. STATE CENTRES

- (a) There shall be established in each State a State Centre. Each State Centre shall be a Member of SLSA and shall administer surf life saving in its particular State in accordance with the Objects and the objects of the State Centre. Each State Centre shall be named according to the State in which it is located.
- (b) Each State Centre shall:
 - (i) be incorporated in its particular State;
 - (ii) appoint an Appointed Director annually to represent it at General Meetings of SLSA;
 - (iii) adopt the Objects (in whole or in such part as are applicable to that State Centre) and adopt rules which reflect, and which are, to the extent permitted or required by the legislation under which the State Centre is incorporated, in conformity with this Constitution.
 - (iv) apply its property and capacity solely in pursuit of its objects and surf life saving;

- (v) do all that is reasonably necessary to enable its objects to be achieved;
 - (vi) act in good faith and loyalty to ensure the maintenance and enhancement of surf life saving, its standards, quality and reputation for the benefit of the Members and surf life saving;
 - (vii) at all times act in the interests of the Members and surf life saving;
 - (viii) by adopting the Objects, abide by this Constitution; and
 - (ix) not affiliate with, or join, any organisation which has been determined by Special Resolution to be, or potentially be, in conflict or competition with, SLSA.
- (c) SLSA and the State Centres agree:
- (i) that they are bound by this Constitution and this Constitution operates to create a single, uniform entity through and by which the Objects and surf life saving are to be conducted, encouraged, promoted, advanced and administered;
 - (ii) to ensure the maintenance and enhancement of surf life saving, its standards, its quality and reputation for the benefit of the Members and surf life saving;
 - (iii) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of SLSA, surf life saving, and its maintenance and enhancement;
 - (iv) promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
 - (v) to act in the interests of SLSA, surf life saving and the Members;
 - (vi) that should a State Centre be having administrative, operational or financial difficulties, including but not limited to where a State Centre:
 - (A) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the State Centre; or
 - (B) enters into a composition or arrangement with its creditors, other than a voluntary winding up by its members for the purpose of reconstruction or amalgamation; or
 - (C) a mortgagee or other creditor takes possession of any of its assets;

the State Centre agrees that SLSA may act to assist that State Centre in whatever manner SLSA considers appropriate, including, but not limited to the appointment of an administrator; and
 - (vii) where the Board considers or is advised that a State Centre has allegedly:

- (A) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, or any resolution or determination of the Board; or
- (B) acted in a manner prejudicial to the Objects and/or interests of SLSA and/or surf life saving; or
- (C) brought SLSA, itself or any other State Centre or surf life saving into disrepute;

the Board, may after allowing the State Centre a reasonable opportunity to explain, adjudicate and if necessary penalise that State Centre with such penalty as it thinks appropriate.

12. STATE CENTRE CONSTITUTIONS

- (a) The constituent documents of each State Centre will clearly reflect the Objects and will conform with this Constitution subject to any relevant legislative requirements in the relevant State.
- (b) Each State Centre will provide to SLSA (as required by SLSA) a copy of its constituent documents and all amendments to these documents. Each State Centre acknowledges and agrees that the Board has power to veto any provision in a State Centre Constitution which, in the Board's opinion, is contrary to the Objects, this Constitution or the Regulations.
- (c) Each State Centre will take all steps necessary to ensure:
 - (i) its constituent documents and rules are in conformity with this Constitution;
 - (ii) its members' constituent documents and rules are in conformity with this Constitution; and
 - (iii) its constituent documents are amended in conformity with future amendments made to this Constitution.
- (d) Each State Centre shall maintain, in a form acceptable to SLSA and with such details as are required by the Board, a register of all its members, all Affiliated Clubs and all Individual Members of those clubs in its State. Each State Centre shall provide a copy at a time and in a form acceptable to SLSA, of its register and regular updates of it to SLSA.

13. MEMBERS

- (a) The Members of SLSA shall consist of:
 - (i) the State Centres, which subject to this Constitution, shall be represented by their Appointed Directors who shall have the right to be present, debate and vote at General Meetings;
 - (ii) Affiliated Clubs, which shall be represented by an individual nominated from time to time in writing by the club to the relevant State Centre. The nominee shall have the right to be present and to debate on behalf of the Affiliated Club at General Meetings, but shall have no voting rights;

- (iii) Life Members, who shall have the right to be present and to debate at General Meetings, but shall have no voting rights;
 - (iv) all Individual Members, who shall have the right to be present at General Meetings, but shall have no voting or debating rights;
 - (v) such new categories of Members as may be created under **clause 13(b)**.
- (b) The Board has power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of membership.

14. FEES

The annual membership subscription (if any) and fees payable by Members to SLSA, the time for and manner of payment shall be as determined by the Board from time to time.

15. AFFILIATION

- (a) To be eligible for affiliation a club must be incorporated or in the process of incorporation.
- (b) An application for affiliation by a club must be:
 - (i) in writing on the form prescribed by the Board from time to time, from the club or its nominated representative and lodged with the relevant State Centre;
 - (ii) accompanied by a copy of the club's constitution which must be acceptable to SLSA and be substantially in conformity with this Constitution and the constituent documents of the relevant State Centre; and
 - (iii) accompanied by the appropriate fee, if any.
- (c) A State Centre may accept or reject an application whether the applicant club has complied with the requirements in **clauses 15(a)** and **15(b)** or not. Where a State Centre accepts an application and the Board ratifies such acceptance, the applicant club will become an Affiliated Club. Membership of SLSA by the applicant club will commence however, upon acceptance of the application by the State Centre. Where a State Centre rejects an application the State Centre will refund any fees forwarded with the application. Subject to its constitution a State Centre is not obliged to accept any application for affiliation.
- (d) Where an Affiliated Club is in the process of incorporating, the nominated representative of the Affiliated Club shall represent the club for all membership purposes under this Constitution until the club is incorporated.
- (e) Affiliated Clubs must apply to their relevant State Centre to re-affiliate annually. A State Centre may accept or reject an application for re-affiliation in its absolute discretion, however the State Centre must act reasonably and in good faith. Where a State Centre accepts an application for re-affiliation

the club must lodge with the relevant State Centre any amendments to its constitution or changes in its nominated representative. Each Affiliated Club will ensure that its constitution is amended in conformity with amendments made to this Constitution and the constituent documents and rules of the relevant State Centre. Where a State Centre rejects an application for re-affiliation the State Centre will refund any re-affiliation fees forwarded with the application. Subject to its constitution a State Centre is not obliged to accept any application for re-affiliation. Subject to a State Centre's constitution, where a State Centre has rejected an application for re-affiliation, the Club may appeal to the SLS Appeals Panel in respect to the decision to reject.

- (f) All clubs and Individual Members which are currently members of SLSA shall be deemed to be or shall continue as Affiliated Clubs, and Individual Members, and thus Members of SLSA at the time of adoption of this Constitution.
- (g) Subject to this Constitution, where a club is an Affiliated Club, the Individual Members of that club shall be Members of SLSA. Where a club ceases to be an Affiliated Club the Individual Members of that club will cease to be Members of SLSA one (1) month after the club's affiliation ceases.
- (h) Individual Members must renew their membership of their clubs annually.
- (i) The requirements of this **clause 15** also apply to other organisations and entities which seek to affiliate with SLSA through a State Centre.

16. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and SLSA and that they are bound by the Constitution and the Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination or resolution which may be made or passed by the Board or any duly authorised committee of the Board, however named;
- (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of SLSA;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of surf life saving as a community service; and
- (e) they are entitled to all benefits, advantages, privileges and services of SLSA membership.

17. DISCONTINUANCE OF MEMBERSHIP

- (a) Subject to this Constitution a Member (other than a State Centre) having paid all arrears of fees payable by it or him to SLSA, may withdraw from membership by giving notice in writing of such withdrawal to the relevant State Centre and SLSA, and where an Individual Member of a club also to his club.

- (b) An Affiliated Club may only withdraw from its State Centre and SLSA where such resignation has been approved by a Special Resolution of the Individual Members of that Affiliated Club and otherwise in accordance with that Affiliated Club's constitution.
- (c) Membership of SLSA may be discontinued by the Board upon breach of any clause of this Constitution, including, but not limited to the failure to pay any monies owed to SLSA, the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee of the Board (however named).
- (d) Membership shall not be discontinued under **clause 17(c)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (e) Where a Member fails, in the Board's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under **clause 17(c)** by SLSA giving written notice of the discontinuance to the Member.
- (f) Membership which has been discontinued under **clause 17(c)** may be reinstated at the discretion of the Board.
- (g) A Member which ceases to be a Member shall forfeit all right in and claim upon SLSA and its property, and shall not use any surf life saving equipment or any other property of SLSA, including Intellectual Property. Where a State Centre ceases to be a Member it shall forfeit all rights.
- (h) Membership fees or subscriptions paid by the discontinued Member for the relevant year may be refunded on a pro-rata basis to the Member upon discontinuance. The name of such Member shall be removed from the Register of Members.
- (i) Notwithstanding **clause 18** the Board may require a State Centre to expel or suspend an Affiliated Club which has not re-affiliated with SLSA, or an Individual Member of an Affiliated Club who has not renewed his Affiliated Club membership, within one (1) month of re-affiliation or membership renewal falling due.
- (j) Where an Individual Member fails to renew his club membership within three (3) months of being required to do so his membership of SLSA lapses.
- (k) A Member which has been expelled or suspended under **clause 17(i)** or whose membership has lapsed under **clause 17(h)**:
 - (i) must reapply for membership in accordance with this Constitution and the relevant State Centre Constitution; but
 - (ii) may be readmitted at the discretion of the Board.

18. DISCIPLINE OF MEMBERS

- (a) Where the Board is advised or considers that a Member (including State Centres) has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee; or

- (ii) acted in a manner unbecoming of a Member, or prejudicial to the Objects and/or interests of SLSA and/or surf life saving; or
- (iii) brought SLSA, themselves, any State Centre or surf life saving into disrepute;

the Board may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms of SLSA as set out in the Regulations.

- (b) The Board may appoint a Judiciary Committee, which need not be comprised of Members, to deal with any disciplinary matter referred to it. The Judiciary Committee shall operate under the principles expressed in and in accordance with, the Regulations.

19. BOARD COMPOSITION

- (a) The Board shall comprise:
 - (i) seven (7) Appointed Directors, one from and representing each State Centre;
 - (ii) three (3) Elected Directors who will be elected under **clause 20**;
 - (iii) up to two (2) Independent Directors who may be appointed under **clause 22**;
 - (iv) the President who will be elected under clause 20; and
 - (v) the Chief Executive Officer.
- (b) Gender equity will be given due consideration in the election and/or appointment of all Directors.

20. PRESIDENT AND OTHER ELECTED DIRECTORS

- (a) The President shall be the nominal head of SLSA and will act as chairman of any Board meeting or General Meeting at which he is present. In the event of the President not acting as chairman, the Board shall appoint a chairman.
- (b) The President and the other Elected Directors shall be elected from amongst nominations submitted to SLSA in accordance with this Constitution for a term of 2 years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (c) The President and 1 Elected Director shall be elected in each year of even number and 2 Elected Directors shall be elected in each year of odd number.
- (d) Should any adjustment to the term of President and Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Subsequent Board elections shall then proceed in accordance with the procedures in this Constitution with approximately half the Elected Directors retiring each year.

- (e) Nominations shall be called for by the Chief Executive Officer fifty-six (56) days prior to the Annual General Meeting. When calling for nominations the Chief Executive Officer shall also provide details of the necessary qualifications and job descriptions for the positions. Qualifications and job descriptions for Board positions shall be as determined by the Board from time to time.
- (f) Nominations must be:
 - (i) in writing;
 - (ii) on the prescribed form provided for that purpose;
 - (iii) signed by a nominator and a seconder, who must be Individual Members;
 - (iv) endorsed by the nominee's State Centre; and
 - (v) certified by the nominee expressing his willingness to accept the position for which he is nominated.
- (g) Nominations must be received by the Chief Executive Officer at least twenty eight (28) days prior to the Annual General Meeting and shall be sent to those Members entitled to receive notice under this Constitution (being the State Centres) of the Annual General Meeting with the agenda for that General Meeting.
- (h) Subject to nominees having the appropriate qualifications nominations for Elected Director positions shall be open to any Individual Member who does not hold an office of profit in SLSA or in a State Centre or in a subsidiary of SLSA or a State Centre.
- (i) The elections shall be by exhaustive preferential ballot and shall be by secret ballot on papers prepared by the Chief Executive Officer.

21. APPOINTED DIRECTORS

Each State Centre shall appoint an Appointed Director.

22. INDEPENDENT DIRECTORS

- (a) The Elected Directors and the Appointed Directors may appoint up to two Independent Directors.
- (b) The Independent Directors shall have specific skills in commerce, finance, marketing, law or business generally or such other skills which compliment the Board composition, but need not have experience in or exposure to surf life saving. An Independent Director does not need to be an Individual Member.
- (c) An Independent Director may be appointed in accordance with this Constitution for up to a term of two years, the commencement and conclusion of which will be determined by the Board.
- (d) The Board shall give due consideration to gender equity when considering and determining appointments of Independent Directors.

23. POWERS OF THE BOARD

Subject to the Act and the provisions of this Constitution the business of SLSA shall be managed, and the powers of SLSA shall be exercised, by the Board. Without limiting the generality of the previous sentence the Board as the national authority for surf life saving in Australia, shall be responsible for acting on all national issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout Australia and shall:

- (a) govern surf life saving in Australia in accordance with the Objects;
- (b) determine major strategic directions;
- (c) determine policies;
- (d) review SLSA's performance in achieving its pre-determined aims, objectives and policies; and
- (e) manage international responsibilities.

24. VACANCIES OF DIRECTORS

- (a) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
 - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (iii) resigns his office in writing to SLSA;
 - (iv) is absent without the consent of the Directors from Board meetings held during a period of six months;
 - (v) is or becomes:
 - (A) an employee of SLSA or a State Centre; or
 - (B) in respect to Elected or Independent Directors, are elected or appointed as a Director of a State Centre;
 - (vi) is directly or indirectly interested in any contract or proposed contract with SLSA and fails to declare the nature of his interest;
 - (vii) in the opinion of the Board:
 - (A) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of SLSA and/or surf life saving; or
 - (B) has brought himself, SLSA, any State Centre or surf life saving into disrepute;

- (viii) is otherwise prohibited from being a Director of a company under the Act;
 - (ix) in the case of an Appointed Director the relevant State Centre withdraws the appointment; or
 - (x) is removed from office in accordance with the Act.
- (b) Any vacancy occurring in Elected Director membership of the Board, other than the position of President may be filled by the remaining Directors from among appropriately qualified Individual Members. Any vacancy occurring in the position of President may be filled by the remaining Elected and Appointed Directors from among their number only. Where a vacancy in the position of President is filled by a current Appointed Director that Appointed Director's position is deemed a casual vacancy and will be filled by the relevant State Centre. Any vacancy occurring in Appointed Director membership of the Board will be filled by the relevant State Centre. Any vacancy occurring in Independent Director membership of the Board may be filled by the Board.
- (c) In the event of a vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.
- (d) Subject to this Constitution all Directors shall continue in force until the conclusion of the elections at the Annual General Meeting at which their successors are appointed or elected as the case may be. Appointed Directors may be re-appointed. Elected Directors may be re-elected. Independent Directors may also be re-appointed.

25. MANAGEMENT

- (a) Subject to the policy directives of the Board, SLSA shall be managed by the Chief Executive Officer who may exercise all powers of SLSA which are not, under the Act or this Constitution required to be exercised by SLSA in General Meeting, and subject further to any restriction contained in this Constitution or the provisions of the Act. No resolution passed by SLSA in General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.
- (b) The Chief Executive Officer shall ensure that the resolutions of the Board and SLSA are properly and efficiently carried out and shall transact all business of SLSA between Board meetings and General Meetings. The Chief Executive Officer shall report to the Board at each Board meeting.
- (c) All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to SLSA, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board determines from time to time.
- (d) There shall exist an Executive Management Group which will be constituted by such persons as the Board deems fit from time to time. The Executive

Management Group will operate at all times in accordance with the Regulations and/or any terms of reference set by the Board from time to time.

26. MEETINGS OF THE BOARD

- (a) The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. Any Director may on reasonable notice convene a meeting of the Board.
- (b) Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The chairman shall have a casting vote where voting is equal. The Chief Executive Officer shall not be entitled to vote.
- (c) Subject to all Directors receiving notice of the proposed resolution, a resolution in writing, signed or assented to by facsimile, electronic mail or other form of visible or other electronic communication by the majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (d) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be called or held using any technology consented to by all the Directors provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this clause to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairman of the meeting is located.
- (e) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is seven (7), which number must include at least four (4) Appointed Directors.
- (f) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than

fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than seven (7) days prior to such meeting.

27. DIRECTORS' INTERESTS

27.1 Directors' Interests

Unless otherwise approved in writing by the Board a Director is ineligible to hold office and is also disqualified from office by:

- (a) holding or assuming any place of profit or position of employment in SLSA, any State Centre or in any company or incorporated association in which SLSA is a shareholder or otherwise interested; or
- (b) contracting with SLSA either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of SLSA in which any Director is in any way interested will be voided for such reason.

27.2 Disclosure of Interests

A Director who has a material personal interest in a matter that relates to the affairs of SLSA must declare that interest to the Board.

27.3 General Disclosure

A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of SLSA at the time the notice is given.

27.4 Recording Disclosures

The Chief Executive Officer shall record in the minutes any declaration made or any general notice given by a Director under **clauses 27.2 and 27.3**.

27.5 Effect on quorum and voting

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any matter in which the Director is interested. If the Director votes in such matter, the vote shall not be counted.

28. ALTERNATE DIRECTORS

- (a) An Appointed Director may, with the approval of his State Centre, appoint a person to be an Alternate Director in his place during such period as he thinks fit. An Elected Director may, with the approval of the Board, appoint a person to be an Alternate Director in his place during such period as he thinks fit.
- (b) An Alternate Director is entitled to notice of meetings of the Board and SLSA and, if the appointor can not be present at such a meeting, is entitled to attend and vote in his stead.
- (c) An Alternate Director may exercise any powers that the appointor may exercise and the exercise of any such power by the Alternate Director shall be deemed to be the exercise of the power by the appointor.

- (d) The appointment of an Alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor vacates office as a Director.
- (e) An appointment, or the termination of an appointment, of an Alternate Director shall be effected by a notice in writing signed by the Director who makes or made the appointment, and served on the Chief Executive Officer.

29. CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit.
- (b) The Chief Executive Officer shall act as company secretary of SLSA and shall administer and manage SLSA in accordance with this Constitution.
- (c) The Chief Executive Officer shall:
 - (i) as far as is practicable attend all Board and Executive Management Group meetings and General Meetings; and
 - (ii) prepare the agendas for all Board and Executive Management Group meetings and General Meetings; and
 - (iii) record and prepare minutes of the proceedings of all meetings of the Board, the Executive Management Group and SLSA, and shall use his best endeavours to distribute those minutes to State Centres promptly from the date of the meeting.
- (d) Subject to this Constitution the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of SLSA.
- (e) The Chief Executive Officer may employ such personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the Chief Executive Officer determines.

30. ANNUAL GENERAL MEETING

An Annual General Meeting of SLSA shall be held in accordance with the Act and on a date and at a venue to be determined by the Appointed Directors. All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

31. NOTICE OF GENERAL MEETING

- (a) At least twenty-one (21) days notice of a General Meeting shall be given to the Directors, the State Centres and SLSA's auditor, together with:
 - (i) any notice of motion received from any State Centre or any Director;
 - (ii) the agenda for the meeting;
 - (iii) to the State Centres only, forms of authority in blank for proxy votes.

- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Elected Directors in the place of those retiring and the appointment, and (if appropriate) fixing of the remuneration, of the auditors.
- (d) When it is proposed to pass a special resolution, twenty-one (21) clear days notice and in any other case fourteen (14) clear days notice, specifying the place and day and hour of meeting, and in the case of special business the general nature of that business shall be given to those Members set out under **clause 31(a)**.
- (e) Notice of every General Meeting shall be given to every State Centre and each Director at the address appearing in the Register kept by SLSA. Notice of every General Meeting may also be posted on SLSA's website.
- (f) No other person shall be automatically entitled as of right to receive notices of General Meetings.

32. BUSINESS

- (a) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, the reports of the Board and auditors, and the election of Elected Directors and of the auditors (if any) in the place of those retiring under this Constitution or otherwise, shall be special business.
- (b) No business other than that stated on the notice shall be transacted at that meeting.

33. NOTICES OF MOTION

- (a) All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Chief Executive Officer not less than forty-two (42) days (excluding receiving date and meeting date) prior to the General Meeting.
- (b) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve (12) months.

34. SPECIAL GENERAL MEETINGS

Special General Meetings may be convened by a resolution passed by a majority of seventy five per cent (75%) of Appointed Directors or on the requisition of fifty per cent (50%) of Affiliated Clubs.

35. PROCEEDINGS AT GENERAL MEETINGS

- (a) SLSA may hold a General Meeting at two (2) or more venues using any technology that gives the State Centres, represented by their Appointed Directors, a reasonable opportunity to participate.

- (b) 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 any General Meeting shall be four (4) State Centres represented by their Appointed Directors.
- (c) If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the President may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (d) The President shall, subject to this Constitution, preside as chairman at every General Meeting.
- (e) The President 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.
- (f) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (g) Except as provided in **clause 35(e)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
- (h) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the President; or
 - (ii) by four (4) Appointed Directors on behalf of their State Centres.
- (i) Unless a poll is so demanded a declaration by the President 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 SLSA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- (j) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the President directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

36. VOTING AT GENERAL MEETINGS

- (a) Each State Centre shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by its Appointed Director.
- (b) No other Member is entitled to vote.
- (c) Where voting at General Meetings is equal the chairman may exercise a casting vote.

37. PROXY VOTING

- (a) Proxy voting shall be permitted at all General Meetings provided an approved and executed proxy form (as may be prescribed by the Board from time to time) is lodged with the Chief Executive Officer at or before the commencement of the meeting. No Member entitled to vote shall exercise more than one (1) proxy vote at any one time.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. An Appointed Director on behalf of his State Centre shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

38. DELEGATIONS

- (a) The Board may by instrument in writing create or establish or appoint from among its own members or of from the Members of SLSA or from other selected personnel as occasion may require, special committees or individual officers and consultants to carry out such duties and functions and with such powers as the Board determines.
- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board or the Chief Executive Officer by the Act, or any other law, or this Constitution or by resolution of SLSA in General Meeting.
- (c) A function, the exercise of which has been delegated under this clause, may whilst the delegation remain unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (d) 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.
- (e) The Board may by instrument in writing, revoke wholly or in party any delegation made under this clause.

39. REGULATIONS

- (a) The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, encouragement, management and administration of SLSA, the advancement of the Objects and surf life saving as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and any policy directives of the Board.
- (b) All Regulations made under this clause shall be binding on SLSA, State Centres, all members of State Centres (as defined in the relevant State Centre constitution) and Members of SLSA.
- (c) All clauses, rules, by-laws and regulations of SLSA in force at the date of the adoption of this Constitution insofar as such clauses, rules, by-laws and

regulations are not inconsistent with, or have been replaced by, the Constitution, shall be deemed to be Regulations under this clause.

- (d) Amendments, alterations, interpretations or other changes to Regulations shall be advised to State Centres and other Members of SLSA by means of Bulletins approved by Board and prepared and issued by the Chief Executive Officer. Bulletins are binding upon all Members and all members of State Centres (as defined in the relevant State Centre constitution).

40. RECORDS AND ACCOUNTS

- (a) The Chief Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of SLSA and the Board and shall produce these as appropriate at each Board or General Meeting.
- (b) Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Chief Executive Officer.
- (c) SLSA shall retain such records for seven years after the completion of the transactions or operations to which they relate.
- (d) The Board will submit to the Members at the Annual General Meeting the statements of account of SLSA in accordance with this Constitution.
- (e) The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.
- (f) The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of SLSA in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required by law to be attached to the statements of account.

41. AUDITOR

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

42. NOTICE

- (a) Notices may be given by the Chief Executive Officer to any Member by:
 - (i) sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address;
 - (ii) posting the notice on SLSA's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) business days after posting.

- (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 received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.
- (e) Notice of every General Meeting shall be given in the manner authorised in this Constitution.
- (f) Notice on and to Life Members of SLSA or Individual Members of Affiliated Clubs shall be deemed given by notice being given in accordance with this Constitution to the Life Member or the Individual Member's Affiliated Club or by the notice being posted on SLSA's website.

43. SEAL

- (a) If SLSA has a seal the Chief Executive Officer shall provide for safe custody of the Seal.
- (b) If SLSA has a seal the Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Directors or one (1) Director and the Chief Executive Officer.
- (c) A Director may not sign a document to which the seal of SLSA is fixed where the Director is interested in the contract or arrangement to which the document relates.

44. PATRONS, VICE PATRONS AND GOVERNORS

SLSA at its Annual General Meeting may appoint annually on the recommendation of the Board a Chief Patron and such number of Patrons, Vice-Patrons and Governors as it consider necessary.

45. INDEMNITY

- (a) Every Director, officer, auditor, manager, employee or agent of SLSA shall be indemnified out of the property and assets of SLSA against any liability incurred by him in his capacity as Director, officer, auditor 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) SLSA shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director or officer performed or made whilst acting on behalf of and with the authority, express or implied of SLSA; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by SLSA.

46. DISSOLUTION

SLSA can only be dissolved by Special Resolution