



**SURF LIFE SAVING SYDNEY BRANCH
INCORPORATED
CONSTITUTION**

6 August 2025

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Constitution of Surf Life Saving Sydney Branch Incorporated

1. NAME

- (a) The name of the incorporated association is Surf Life Saving Sydney Branch Incorporated referred to as "The Branch".

2. INCORPORATION

- (a) The Branch shall incorporate under the Act and shall remain incorporated.

3. OBJECTS OF THE BRANCH

The Branch is a benevolent organisation established to preserve and protect life in the aquatic environment and to alleviate the distress, suffering and misfortune of those in this environment. The Objects are as follows:

- (a) participate as a member of Surf Life Saving New South Wales (**SLSNSW**) through and by which surf lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) conduct, encourage, promote and administer surf lifesaving and the Branch as a beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community in the Branch Area;
- (c) conduct, encourage, promote and advance the relief of human distress in the aquatic environment through and by the application and provision of lifesaving standards, equipment, techniques and awards;
- (d) conduct, encourage, promote and advance aquatic safety and management and the protection and preservation of life in the aquatic environment in the Branch Area;
- (e) have regard to the public safety and protection and the public interest in its operations;
- (f) ensure that promotion and protection of the aquatic environment in the Branch Area are considered in all activities conducted by the Branch;
- (g) promote the health, safety and protection of the public and all users of the aquatic environment in the Branch Area;
- (h) at all times promote mutual trust and confidence within the Association in pursuit of these Objects;
- (i) promote the economic, community and emergency service success, strength and stability of the Branch;
- (j) affiliate and otherwise liaise with SLSNSW in the pursuit of these Objects;
- (k) use and protect the Intellectual Property in pursuit of these Objects;
- (l) apply the property and capacity of the Branch solely towards the fulfilment of these Objects;

- (m) conduct, encourage, promote and advance education and research in, surf lifesaving standards, equipment, techniques and awards to improve and safeguard the use of the aquatic environment and the protection and safety of the community;
- (n) establish, grant and support awards in honourable public recognition of meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of promoting the health, safety and protection of the public; and
- (o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects;

4. POWERS OF BRANCH

- (a) Solely for furthering the Objects, the Branch has in addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act*.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

5.1.1 ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012 (Cth)*.

5.1.2 Act means the *Associations Incorporation Act 2009 (NSW)*.

5.1.3 Affiliate means any other surf lifesaving entity or service in the Branch Area recognised by SLSNSW.

5.1.4 Annual Election Meeting or AEM means of Members convened under **rule 13**.

5.1.5 Annual General Meeting or AGM means a meeting of Members convened under **rule 13**.

5.1.6 Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under **rule 9**.

5.1.7 Board means the body managing the Branch and consisting of the Directors under **rule 18.1(a)**.

5.1.8 Branch means Surf Life Saving Sydney Branch of SLSNSW.

5.1.9 Branch Area means the area determined by SLSNSW over which the Branch is recognised as having jurisdiction.

5.1.10 By-Laws mean any By-Laws approved by the Board under **rule 26**.

5.1.11 Committee means any committee of the Board created under **rule 23**.

5.1.12 Constitution means this Constitution of the Branch as amended from time to time.

5.1.13 Council means the Presidents (or their Authorised Representative) of each club and the Non-Portfolio Directors

5.1.14 Delegate means the person appointed and authorised from time to time to act for and on behalf of the Branch and to attend, debate and vote at general meetings of SLSNSW.

5.1.15 Director means a Member of the Board appointed under **rule 19**.

5.1.16 Financial Year means the year ending 31st May in each year.

5.1.17 Group means a group of Members (whether incorporated or not) formed to pursue and develop a special interest within Surf Life Saving. Groups who are affiliated with SLSS do not have voting rights at Council meetings.

5.1.18 General Meetings of the Branch, include Annual General Meeting, Annual Election Meeting, Special General Meetings and regular meetings of the Branch Council.

5.1.19 Individual Member means an individual who is a Member of SLSNSW under the SLSNSW constitution and otherwise defined in the SLSA regulations.

5.1.20 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 Branch or any championship, competition, series or event or surf lifesaving activity of or conducted, promoted or administered by the Branch.

5.1.21 Life Member means an individual appointed as a Life Member of the Branch under **rule 8.6**.

5.1.22 Member means any person or entity recognised as a Member of the Branch under **rule 8** from time to time.

5.1.23 Non-Portfolio Directors means Directors described in **rule 18.2.1**

5.1.24 Objects means the objects of the Branch under **rule 2**.

5.1.24 Operational Areas means physical boundaries of operation and are defined in the By-Laws

5.1.25 Portfolio Directors means Directors described in **rule 18.2.2**

5.1.26 President means the President for the time being of the Branch.

5.1.27 Public Officer means the person appointed to be the Public Officer of the Branch under **rule 24.2**.

5.1.28 Register means the register of Members kept under **rule 10.1**.

5.1.29 Registered Charity means a registered charity under the ACNC Act.

5.1.30 Relevant Documents means the records and other documents, however, recorded compiled or stored, that relate to the Branch and management of the Branch and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Branch.

5.1.31 Seal means the common seal of the Branch and includes any official seal of the Branch.

5.1.32 SLSA means Surf Life Saving Australia Limited.

5.1.33 SLSNSW means the body recognised by SLSA as the body administering surf lifesaving in New South Wales.

5.1.34 SLSS means Surf Life Saving Sydney Incorporated.

5.1.35 SLSS Council means the body consisting of Branch President, Branch Deputy President, Branch Director of Administration, Branch Director of Finance and the President (or Authorised Representative) of each affiliated Club.

5.1.36 SLSS Officer means an Officer of SLSS Council and includes any further assistant or deputy officers as may be elected or appointed by SLSS Council.

5.1.37 Special General Meeting means any special general meeting (SGM) of the Branch, called in accordance with **rule 14**.

5.1.38 Special Resolution of SLSS means a special resolution passed in accordance with the Act by a Special General Meeting in accordance with **rule 15.9**.

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

5.1.40 SurfGuard means the national membership and administration database owned by SLSA.

5.1.41 Surf Life Saving Branch or Club means The Surf Life Saving Branch or Club which is affiliated with, SLSNSW.

5.2 Interpretation

In this Constitution:

- (a) A reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) Words importing the singular include the plural and vice versa;
- (c) Words importing any gender include the other genders;
- (d) Headings are for convenience only and shall not be used for interpretation;
- (e) Words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) References to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;

- (g) Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.
- (h) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.3 *Enforceability*

- (a) 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 BRANCH

6.1 *Recognition of Branch*

- (a) Subject to compliance with this Constitution, the SLSNSW constitution and SLSNSW regulations and any lifesaving or patrol services agreement between the Branch and SLSNSW the Branch may continue to be recognised by SLSNSW as a Member of SLSNSW and shall administer surf lifesaving activities in the Branch Area in accordance with the Objects.

6.2 *Compliance of Branch*

The Branch shall:

- (a) Be incorporated in New South Wales;
- (b) be or remain affiliated to SLSNSW;
- (c) be registered as a registered charity with the Australian Charities and Not-for-Profit Commission;
- (d) appoint a Delegate annually to represent the Branch at meetings of SLSNSW;
- (e) nominate such other persons as may be required to be appointed to SLSNSW committees from time to time under this Constitution or the SLSNSW constitution;
- (f) forward to SLSNSW a copy of its constituent documents and details of its Directors as and when they change or are amended;
- (g) adopt the objects of SLSNSW (in whole or in part as are applicable to the Branch) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, in conformity with the SLSNSW constitution;
- (h) apply its property and capacity solely in pursuit of the Objects and surf lifesaving;

- (i) do all that is reasonably necessary to enable the Objects to be achieved;
- (j) act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for benefit of the Members and surf lifesaving;
- (k) at all times act on behalf of and in the interests of surf lifesaving; and
- (l) by, adopting the objects of SLSNSW, abide by the SLSNSW constitution.

6.3 Operation of Constitution

The Branch and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout the Branch's Operational Areas;
- (b) to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of surf lifesaving;
- (c) not to do or permit to be done any act or omission which might adversely affect or detract from the standards, quality and reputation of Surf Lifesaving and its maintenance and enhancement;
- (d) to promote the economic and community service's success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of surf lifesaving;
- (f) where the Branch 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 Branch; or
 - (ii) acted in a manner prejudicial to the Objects and interests of the Branch and/or surf lifesaving; or
 - (iii) brought themselves, the Branch, any Surf Life Saving Branch or Club or surf lifesaving (including SLSNSW and/or SLSA) into disrepute; and

the Branch may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary, penalise the Member in accordance with the processes and penalties under SLSA regulations, SLSNSW regulations and/or policies.

7. BRANCH CONSTITUTION

7.1 Constitution of the Branch

The Constitution will clearly reflect the SLSNSW constitution, subject to any requirements in the Act, and at least to the extent of:

- (a) the objects of SLSNSW;

- (b) the structure and membership categories of SLSA (if any);
 - (c) recognising SLSA as the national peak body for surf lifesaving in Australia;
 - (d) recognising SLSNSW as the peak body for surf lifesaving in New South Wales; and
 - (e) such other matters as are required to give full effect to the SLSNSW Constitution;
- with such incidental variations as are necessary having regard to the Act.

7.2 Operation of the SLSNSW Constitution

- (a) The Branch will take all steps to ensure its Constitution is in conformity with the SLSNSW constitution at least to the extent set out in **rule 7.1** and in respect of those matters set out in **rule 7.1** shall ensure this Constitution is amended in conformity with future amendments made to the SLSNSW and SLSA constitutions, subject to any prohibition or inconsistency in the Act.
- (b) The Branch shall provide to SLSNSW a copy of its Constitution and all amendments to this document. The Branch acknowledges and agrees that SLSNSW has power to veto any provision in its Constitution which, in SLSNSW's reasonable opinion, is contrary to the SLSNSW constitution, the SLSNSW regulations or SLSA regulations.
- (c) If there is any conflict or inconsistency between this Constitution, and the By-Laws, and the SLSNSW constitution and regulations, then the SLSNSW constitution and regulations prevail to the extent of that conflict over the provisions in this Constitution unless the SLSNSW board directs otherwise. If there is any conflict or inconsistency between this Constitution and the By-Laws, this Constitution prevails to the extent of that conflict or inconsistency.
- (d) Neither the Branch nor any Member (in this rule each is referred to as a **Participant**) shall participate in any surf lifesaving related carnival, competition, special event or activity conducted by or on behalf of any outside person or organisation (each is referred to as an **Outside Event**) unless the Participant is satisfied, acting reasonably, that the Outside Event complies with the law and will apply good safety practices, and the Participant has also ensured that the Outside Event has been sanctioned by SLSNSW.
- (e) The books and records of the Branch shall be open at all reasonable times for inspection by an authorised representative of SLSNSW. No inspection shall be made unless approved by resolution of the SLSNSW Board and with reasonable notice to the Branch.
- (f) The Branch will otherwise comply with the SLSNSW constitution.

7.3 ACNC Act

While the Branch is a Registered Charity, the ACNC Act overrides any rules in this constitution which are inconsistent with that Act.

7.4 Alteration of Constitution

The Constitution of the Branch 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).

7.5 Branch Colours

Branch Colours shall be Royal Blue and Gold.

8. MEMBERSHIP OF BRANCH

8.1 Categories of Member

The membership of the Branch shall consist of:

- (a) Life Members, who shall have the right to notice of, and be present and debate at, Branch meetings, but shall have no voting rights;
- (b) the Surf Life Saving Clubs in the Branch Area, which subject to this Constitution, shall be represented by their President (or Authorised Representative) who shall have the right to (on behalf of their appointing Surf Life Saving Club) be present, debate and vote at Branch General meetings;
- (c) all Individual Members of Surf Life Saving Clubs in the Branch Area, who shall have the right to be present at Branch General meetings, but shall have no voting or debating rights;
- (d) Affiliates, who shall have no right to be present at, or any voting or debating rights at Branch meetings; and
- (e) such other category of Members as may be created or recognised as Members by the Board with such membership rights and obligations as may be determined by the Board. For the avoidance of doubt any new category of Member created or recognised by the Board under this rule can only be granted voting rights by Special Resolution. That is, the Board cannot grant voting rights to any new membership category.

8.2 Application for Affiliation

An application for affiliation as a Member by a Surf Life Saving Club must be:

- (a) in writing on the form prescribed from time to time by the Branch and/or SLSNSW, from the applicant and lodged with the Branch; and
- (b) accompanied by the appropriate fee, if any.

8.3 Discretion to Accept or Reject Application

- (a) The Branch may, acting reasonably and in good faith, accept or reject an application whether the applicant has complied with the requirements in or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Branch accepts an application, the applicant shall, subject to notification to SLSNSW and their subsequent acceptance of the notification and the application, become a Member.
- (c) Unless otherwise determined by SLSNSW, membership of the Branch shall be deemed to commence upon acceptance of the application by the Branch. The Register shall be updated accordingly as soon as practicable.

- (d) If the Branch rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Branch. No reasons for rejection need be given and there is no right of appeal.

8.4 Renewal of Membership

- (a) Members must re-apply annually for renewal of affiliation as a member of the Branch in accordance with the procedures set down by the Branch or SLSNSW from time to time. **Rule 8.2** applies to applications for renewal of membership.
- (b) Upon re-application a Member must provide details of any change in their individual details, and any other information reasonably required by the Branch.
- (c) Subject to this Constitution, where a Club ceases to be a Member, the Individual Members of that Club will cease to be Members of the Branch one (1) month after the Club's membership of the Branch ceases.
- (d) Subject to the Regulations, Individual Members must renew their Club membership annually.
- (e) Irrespective of an Individual Member satisfying its Club's membership requirements, the Branch may acting reasonably and in good faith (subject to consultation with the relevant Club and SLSNSW) at its discretion decline, or remove from, Membership an Individual Member including for reasons relating to the Individual Member's character, concerns that the Individual Member is not a fit and proper person, or that the Individual Member has or may bring the Branch or Surf Lifesaving into disrepute.
- (f) Should the Board of the Branch reasonably consider that a situation (for example, financial, administrative, governance, lifesaving) has developed within a Club or other recognised surf lifesaving group which gives that Board concern and/or is prejudicial or detrimental to the Club, Branch, SLSNSW or the image of surf lifesaving, the Branch has the authority to investigate the operations of such Club or recognised group and then if necessary the authority to appoint person/s to take over management and/or control of that Club and re-establish a sound and satisfactory administration within that Club or recognised group and for such time as considered necessary.

8.5 Membership Transitional Arrangements

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements in **rule 36** shall apply to the continuation of membership from the date of adoption of this Constitution.

8.6 Life Members

- (a) Individual Members of SLSS may be recommended for election to Life Membership. To be considered for Life Membership of SLSS, members must have rendered distinguished voluntary service to SLSS over a period of at least twelve years, with the following conditions being applied:
 - (i) for service to be considered it must be both sustained and a conspicuous contribution.

- (ii) candidates must be nominated in writing on the form available from the SLSS website by two (2) members of the Association and then forwarded to the Branch President under confidential cover.
- (iii) Any nomination for Life Membership of SLSS must be received by the Branch President at least sixty (60) days prior to presentation to a SLSS Council General Meeting.
- (iv) The Branch President will refer the nomination to the Life Membership and Honours Committee for verification and consideration.
- (vi) The LM&H Committee shall be responsible for recommending received nominations for Life Membership for consideration by a General Meeting of the Branch.
- (vii) Rather than defer a nomination for Life Membership, if Members of the Committee are aware of the nominee's service record, and in the opinion of the Committee, any information in that nomination requires further clarification, they shall be authorised to contact the nominator.
- (viii) Nominations for Life Membership, endorsed by this Committee, shall be advised to the Branch President and the Branch Director of Administration at least thirty (30) days prior to presentation to a SLSS Council General Meeting. The Branch Director of Administration on receipt of this advice shall forward Notice of a vote on Life Membership in accordance with this rule (8.6) to all affiliated Clubs in accordance with the Constitution at least 21 days prior to the a SLSS Council General Meeting.
- (ix) Should the nominee for Life Membership be the Branch President, the Branch Deputy President shall assume the responsibility designated in this circumstance.
- (x) In the event that a Life Membership nominee is a member of the Life Membership and Honours Committee, then that member shall abstain from deliberation and voting on the nomination.
- (xi) Voting at the SLSS Council General Meeting shall be by secret ballot and for the nominee to be elected they must secure a two-thirds (2/3rds) majority of those present and voting at that meeting.
- (xii) The Committee shall recommend for higher level, Life Membership consideration (Surf Life Saving New South Wales/Surf Life Saving Australia/International Life Saving), those members who have been nominated in accordance with the rules.

8.7 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Branch and that they are bound by this Constitution and the By-Laws;

- (ii) they shall comply with and observe this Constitution, the By-Laws and the SLSNSW and SLSA constitutions and regulations and policies;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Branch, SLSNSW and SLSA;
 - (iv) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Surf Life Saving as a community service;
 - (v) neither membership of the Branch nor this Constitution gives rise to any of the following.
 - (A) any proprietary right of Members in, to or over the Branch or its property or assets;
 - (B) any automatic right of a Member to renewal of their membership of the Branch;
 - (C) subject to the Act and the Branch acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and/or otherwise
 - (vi) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) A right, privilege or obligation of a person by reason of their membership of the Branch:
- (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, refusal, resignation or otherwise.

8.8 SLSNSW discretion

- (a) Irrespective of an Individual Member satisfying the Branch's membership requirements, SLSNSW may acting reasonably and in good faith (subject to consultation with the Branch) at its absolute discretion decline, or remove from, Membership an Individual Member including for reasons relating to the Individual Member's character, concerns that the Individual Member is not a fit and proper person, or that the Member has or may bring SLSNSW or surf lifesaving into disrepute.

8.9 Liability of Members

- (a) The liability of the Members of the Branch is limited.

9. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscription and any other fees or levies payable by Members or categories of Members to the Branch, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

- (b) The Board is empowered to prevent any Member who's Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Branch, including but not limited to the right to vote at General Meetings. There is no right of appeal where the Board exercises its rights under this **rule 9(b)**.

10. REGISTERS

10.1 Branch to keep Register of Members (Life Members and Officers)

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

- (a) the full name and contact details of the Member;
- (b) the category of membership of the Member;
- (c) the date on which the individual became a Member;
- (d) any other information determined by the Board; and
- (e) for each former Member, the date of ceasing to be a Member.

10.2 Use of SurfGuard

- (a) SurfGuard must be used as the Register of Members.

10.3 Changes to Member Details

- (a) Members shall provide notice of any change and required details to the Branch within one month of such change.

10.4 Inspection of Register

- (a) Inspection of the Register will only be available as required by the Act and under **rule 36(b)**.

10.5 Use of Register

- (a) Subject to confidentiality considerations and privacy laws, the Register may be used by the Branch to further the Objects, as the Board considers appropriate.

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Discontinuance by Notice of Resignation

- (a) A Member having paid all arrears of fees payable to the Branch may resign or withdraw from membership of the Branch by giving notice in writing to the Branch of resignation or withdrawal. Such notice must be accompanied by a copy of a special resolution of the entities membership resolving to resign or withdraw from the Branch.

11.2 Discontinuance by Breach

- (a) Membership of the Branch may be discontinued by the Board upon breach of any rule of this Constitution, including but not limited to the failure to pay any monies owed to the Branch, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee.

- (b) Subject to this Constitution, Membership shall not be discontinued by the Board under **rule 11.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach. The accused Member shall be managed in accordance with the SLSA Conflict Resolution Policy.
- (c) Where a Member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership may be discontinued under **rule 11.2(a)** by the Branch giving written notice of the discontinuance.
- (d) Any Member's membership that is discontinued under **rule 11.2(a)** shall have the right to appeal the discontinuation under the SLSA regulations and Policies as amended from time to time.

11.3 Discontinuance by Failure to Pay Subscription

- (a) A Member is taken to have resigned if:
 - (i) the Member's annual subscription is outstanding after 31 October annually;
 - (ii) in the case of an Individual Member, their annual subscription to their Club is outstanding after 31 October annually, their Branch Membership will simultaneously lapse; or
 - (iii) if no annual subscription is payable:
 - (A) the Branch has made a written request to the Member to confirm that it wishes to remain a Member; and
 - (B) the Member has not, within three months after receiving that request, confirmed in writing that they wish to remain a Member.
- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

11.4 Resignation by Failure to Re-Apply

- (a) If a Member has not re-applied for Membership with the Branch within one month of re-application falling due, that Member's membership will be deemed to have ceased from that time.

11.5 Amendment to the Register

- (a) Where a Member resigns under this **rule 11** an entry, the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable under **rule 10.1(e)**.

11.6 Forfeiture of Rights

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

11.7 Membership May be Reinstated

- (a) Membership which has been discontinued under this **rule 11** may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

11.8 Refund of Membership Fees

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

12. GRIEVANCES, JUDICIAL AND DISCIPLINE

- (a) The Branch adopts the grievances, judicial and discipline processes in relevant SLSA policies and regulations as amended from time to time.

13. ANNUAL GENERAL MEETING (AGM) AND ANNUAL ELECTION MEETING (AEM)**13.1 Annual General Meeting to be Held**

- (a) The Branch shall convene and hold an AGM of its Members in accordance with the Act and shall endeavour to hold the AGM in August annually.

13.2 AGM Business

- (a) In addition to any business required to be transacted at the AGM under the Act, the business of the AGM shall include the consideration of accounts and the reports of the Board and auditors, the motion for affiliation with SLSNSW, the appointment and fixing of the remuneration of the auditors and any other business of which notice is given in accordance with this Constitution.

13.3 Annual Election Meeting

- (a) The Branch will hold a meeting each year for the election of Officers of SLSS, known as the "Annual Election Meeting" and which will be held at least one month before the AGM and shall endeavour to hold the AEM in the month of June each year.

14. SPECIAL GENERAL MEETINGS**14.1 Special General Meetings May be Held**

- (a) The Board may, whenever it thinks fit, convene a SGM of the Branch
 - (i) where, but for this rule more than Fifteen (15) months would elapse between AGMs, shall convene a SGM before the expiration of that period, or
 - (ii) On the resolution of SLSS Council, or
 - (iii) By notice to the Branch Director of Administration of a petition, signed by at least 9 Presidents of Affiliated Clubs, requesting that a Special General Meeting be held and detailing the reason for such a meeting
- (b) If the Board does not cause a SGM to be held within one month after the date on which the requisition is sent to the Branch, the Members making the requisition, or

any of them, may convene a SGM to be held not later than three months after that date.

- (c) A SGM convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.
- (d) That the Non-Portfolio Director vote must not exceed 25% of the total vote.

15. GENERAL MEETINGS

15.1 Council Meetings

- (a) Unless otherwise determined, a general meeting of the SLSS Council may be held in each month, except the month of January. Written notice of such general meeting and special meetings shall be forwarded by the Branch Director of Administration to the officers of SLSS (BOM), SLSS life members, club presidents and club secretaries of all clubs at least 21 days prior to such meeting.

15.2 Quorum

- (a) A quorum at a General Meeting or a Special General Meeting of SLSS Council shall be obtained when eleven (11) Presidents and Non-Portfolio Directors combined [including Presidents (or their Authorised Representative) from at least nine Clubs and at least two Non-Portfolio Directors] are in attendance and participating in the meeting.
- (b) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (c) 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;

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.

15.3 **Reports**

Reports by Directors of SLSS or Committees to SLSS Council Meetings shall be in writing

15.4 **Notice to be given for General Meetings**

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the via the contact information appearing in the Register kept by the Branch. The auditor (if any) and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified contact information. 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 31**.
- (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 considered for election to the Board received under **rule 19.1 (c)** ;
 - (iii) A Member desiring to bring any business before a meeting shall give at least 30 days' notice in writing of that business to the Branch which shall include that business in a notice calling the next General Meeting after the receipt of the notice.
 - (iv) An omission to give any notice of any General Meeting to any Member shall not invalidate the meeting or any resolution passed at any such meeting.

15.5 **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 thirty (30) days' notice in writing of that business to the Branch which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

15.6 **Branch President to Chair**

- (a) The Branch President shall, subject to this Constitution, preside as chairperson at every General Meeting except:
 - (i) in relation to any election for which the Branch President is a nominee; or
 - (ii) where a conflict of interest exists.

- (b) If the Branch President is not present or is unwilling or unable to preside the Branch Deputy President will preside as chairperson for that meeting only.
- (c) If the Branch President and the Branch Deputy President both are not present or are unwilling or unable to preside the Members shall appoint one of the other Non-Portfolio Directors to preside as chairperson for that meeting only.

15.7 Chairperson May Adjourn Meeting

- (a) The Chairperson will, with the consent of any meeting at which a quorum is present, and if so directed by the meeting, adjourn the meeting 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 thirty (30) days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in **rule 15.7(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

15.8 Use of Technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use any form of electronic communication that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting under **rule 15.8(a)** is taken to be present at the meeting and, if the Member being eligible to vote, votes at the meeting, is taken to have voted in person.
- (c) The Chairperson of the Council will treat all members, regardless of physical location as active attendees and manage participation ensuring all attendees retain the appropriate inclusion as warranted by their role. Reference through this Constitution to "present" and "from the floor" are indicative only.

15.9 Special Resolution

Special Resolutions are proposed at Special General Meetings in accordance with rule 14

- (a) Special Resolution is passed by a majority of SLSS Council which comprises not less than a three-quarters majority, of such Members as, being entitled under the Constitution of SLSS so to do, vote in person at a General Meeting.
- (b) Not less than 21 days' written notice must be given for a Special Resolution, specifying the intention to propose the resolution.

16. VOTING AT GENERAL MEETINGS

16.1 Members Entitled to Vote

- (a) Each Affiliated Club will be entitled to vote as represented by their President or Authorised Representative. All Members must be over 18 years of age. Each Club will notify the Branch of its Authorised Representative prior to the relevant General Meeting.

- (b) Subject to any other provision of this Constitution, each category of membership that has a right to vote under **rule 8.1** shall be entitled to one vote at General Meetings.

16.2 Voting Procedure

- (a) Subject to **rule 16**, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to **rule 16.4** all questions arising at a General Meeting shall be determined on a show of hands.
- (c) Note that **rule 15.8** applies to Voting Procedures when technology' is used

16.3 Recording of Determinations

- (a) Unless a poll is demanded under **rule 16.4** a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost. And an entry to that effect in the book containing the minutes of the proceedings of the Branch shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

16.4 Where Poll Demanded

- (a) A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:
 - (i) the Chairperson; or
 - (ii) a simple majority of Members.
- (b) If a poll is duly demanded under this **rule 16.4**, it shall be taken in such manner and either at once, after an interval or adjournment as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

16.5 Casting Vote

- (a) Should there be an equality of votes in any resolution, "by a simple majority" voting, the Chairperson shall have a casting vote.

16.6 Proxy Voting

- (a) Proxy voting is not permitted at any General Meeting.

16.7 Electronic voting

- (a) No motion shall be determined by an electronic ballot unless determined by the Board. If the Board so determines, the electronic ballot shall be conducted under the procedures determined by the Board from time to time.

17. MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:

- (i) all business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote;
 - (iii) the names of all persons present at all meetings.
 - (iv) any interest declared under **rules 21.6 or 21.7**
- (c) In addition, the minutes of each AGM must include:
- (i) any reports or financial statements submitted to the Members at the AGM;
and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

18. OFFICERS OF SLSS

18.1 Powers of Board

- (a) The affairs of the Branch shall be managed by the Board constituted under **rule 18.2**
- (b) Subject to this Constitution, the ACNC Act and The Act, the Board:
 - (i) shall control and manage the business and affairs of the Branch;
 - (ii) may exercise all such powers and functions as may be exercised by the Branch other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Branch.
- (c) The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and including the duties described in governance standard 5 of the regulations made under the ACNC Act, which are to:
 - (i) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Branch;
 - (ii) act in good faith in the best interests of the Branch and to further the Objects;
 - (iii) not misuse their position as a Director
 - (iv) not misuse information they gain in their role as a Director;
 - (v) disclose any perceived or actual material conflicts of interest in the manner set out in **rules 21.6, 21.7 & 21.8**
 - (vi) ensure that the financial affairs of the Branch are managed responsibly; and
 - (vii) not allow the Branch to operate while it is insolvent.

18.2 Composition of the Board

The Board shall consist of four Non-Portfolio Directors and five Portfolio Directors who must all be Members and who shall be elected under **rule 19**

18.2.1 The Non-Portfolio Directors are

- (a) The Branch President.
- (b) The Branch Deputy President.
- (c) The Branch Director of Administration.
- (d) The Branch Director of Finance.

Non-Portfolio Directors are full members of the Branch Council

18.2.2 The Portfolio Directors are

- (a) The Director of Lifesaving and Rescue Services.
- (b) The Director of Education.
- (c) The Director of Surf Sports.
- (e) The Director of Member Services.
- (f) The Director of Youth and Junior Development.

18.2.3 Term of Office of Directors

- (a) Directors shall be elected in accordance with this Constitution for a two (2) Year term, half being elected in alternate years. The Branch President, Branch Director of Finance, Director of Surf Sports, Director of Education and Director of Youth and Junior Development shall be elected in odd numbered years and Branch Deputy President, Branch Director of Administration, Director of Lifesaving and Rescue Services, and Director of Member Services shall be elected in even numbered years, and subject to this Constitution, shall hold office from the conclusion of the AGM at which they were elected until the conclusion of the second following AGM.
- (b) Directors may be re-elected.

18.3 Election of Honorary SLSS Officers

18.3.1 Honorary Officers of SLSS are elected / appointed in accordance with 18.3 are not members of The Council and have no voting or debating powers.

18.3.2 The SLSS Council shall appoint a Patron and Vice-Patron/s (unlimited number) who need not be Members of a Club. The Patron shall be invited to accept this position for an initial period of three (3) years.

18.3.3 In addition, the SLSS Council shall elect at the Annual Election Meeting, or at a General Meeting of SLSS Council, a Complaints Manager, a SLSS Team Manager and a SLSS Team Coach, who shall be Individual Members;

The SLSS Council may elect at the Annual Election Meeting, or at a General Meeting of SLSS Council, Legal Advisers, Medical Advisers and Auditors, who need not be Members of a Club.

18.3.4 Further assistant or deputy officers may be appointed by SLSS Council at a General Meeting, as the necessity arises.

18.4 Right to Co-Opt

- (a) It is expressly acknowledged that the Board may co-opt any person with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as the Board thinks fit. Any person so co-opted shall not be a Director, they shall not exercise the rights of a Director and shall act in an advisory role only.

18.5 Appointment of Delegate

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

18.6 Transitional Arrangements

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

19. ELECTION OF DIRECTOR

19.1 Candidates

- (a) The Branch shall call for nominations for candidates for consideration for election to the Board not less than 42 days prior to the AEM. When calling for nominations the Branch shall also provide details of the necessary qualifications and job description for the positions. Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Candidates must:

- (i) be aged eighteen (18) years or over;
 - (ii) reside in Australia;
 - (iii) be currently in good standing and financial with the Branch both at the time of nomination and at the time of election;
 - (iv) not be ineligible to be a Director under the Corporations Act or the ACNC Act;
 - (v) meet other such qualifications as may be prescribed from time to time
 - (vi) must not also hold a position as a Club President.
- (c) Nominations of candidates for election as Directors shall be:
- (i) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination).
 - (ii) delivered to the Branch not less than twenty-one (7) days before the date fixed for the holding of the AEM.

The Branch shall send the nominations to the Members entitled to receive notice under **rule 15.4**.

- (d) If insufficient nominations are received to fill the available vacancy on the Board, the position will be deemed a casual vacancy under **rule 20.3**.
- (e) If only one (1) nomination is received for any individual position the candidate nominated shall, subject to declaration by the chairperson, be deemed to be elected;

19.2 Voting Procedures

- (a) Elections shall be conducted in accordance with the By-Laws

20. VACANCY ON THE BOARD

20.1 Grounds for Termination of Director

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- (a) ceases to be a Member;
- (b) dies;
- (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 Branch;
- (f) is absent from meetings of the Board held during a period of three months without having previously obtained leave of absence in accordance with **rule 21.5** or provided reasonable excuse for such absence;

- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Branch;
- (h) is directly or indirectly interested in any contract or proposed contract with the Branch and fails to declare the nature of their interest;
- (i) is removed from office in accordance with this Constitution;
- (j) has been expelled or suspended from membership (without further recourse under this Constitution or any of the Constitutions of SLSNSW or SLISA);
- (k) in the reasonable opinion of the Board by Special Resolution within **rule 20.2** (but subject always to this Constitution) has:
 - (i) acted in a manner unbecoming or prejudicial to the Objects and interests of the Branch; and / or
 - (ii) brought themselves or the Branch or SLISA into disrepute;
- (l) would otherwise be prohibited from being a Director of a corporation under the *Corporations Act or the ACNC Act*.

20.2 Removal of Director

- (a) The Branch in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in **rule 20.2(a)** makes representations in writing to the Branch President or the Branch President and requests that such representations be notified to the Members, the Branch President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

20.3 Casual Vacancy

- (a) A casual vacancy on the board occurs when a Director vacates their role prior to the expiry of their term.
- (b) In the event of a casual vacancy of any Director, the Board may appoint a Member to the vacant position and the person so appointed may continue in office up to the conclusion of the AGM at which the term of the previous appointee would have expired.

21. QUORUM AND PROCEDURE AT BOARD MEETINGS

21.1 Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it determines appropriate.

- (b) Unless all Directors agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with **rule 21.2**, not less than seven (7) days written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally; or
 - (ii) sending it in writing or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Directors last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

21.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given under **rule 21.1** provided that as much notice as practicable is given to each Director by the most effective means.

21.3 Quorum of Board

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is five.
- (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 Chairperson.

21.4 Procedures at Board Meetings

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

of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) if a failure in communications prevents **rule 21.4 (f)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 21.4(f)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.
 - (v) Directors cannot be represented by any other member at meetings, including 'Deputy' or 'Assistant' Directors who are in-name-only i.e. they cannot debate or vote at meetings.

21.5 Leave of Absence

- (a) The Board may grant a Director leave of absence from Board meetings for a period not exceeding three (3) months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

21.6 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.

- (c) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (d) Any declaration made or any general notice as aforesaid given by a Director under this **rule 21.6** must be recorded in the minutes of the relevant meeting.

21.7 Financial Interest

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Branch, or in any company or incorporated association in which the Branch is a shareholder or otherwise interested; or
 - (ii) contracting with the Branch either as vendor, purchaser or otherwise;
 except with express resolution of approval of the Board.
- (b) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Branch without the approval of the Board, will be voided for such reason.
- (c) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.
- (d) A general notice that a Director is a Member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **rule 21.7(c)** for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) Any declaration made or any general notice as aforesaid given by a director in accordance with **rule 21.7** must be recorded in the minutes of the relevant meeting.

21.8 Conflicts

- (a) A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested.
- (b) If the Director votes, the vote shall not be counted.

22. DELEGATED POWERS

22.1 Board May Delegate Functions

- (a) In addition to Standing Committees **rule 23**, the Board may, by instrument in writing, create, establish or appoint from amongst its own Members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.

- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Branch in General Meeting.
- (c) At any time, the Board may by instrument in writing, revoke wholly or in part any delegation made under this rule and may amend or repeal any decision made by such body or person under this rule.

22.2 Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this rule, 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 rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

22.3 Procedure of Delegated Entity

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **rule 21**
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Board.

23. STANDING COMMITTEES

The Committees of SLSS shall be:

- (a) The Lifesaving and Rescue Services Committee
- (b) The Surf Sports Committee
- (c) The Member Services Committee
- (d) The Youth and Junior Development Committee
- (e) The Education Committee
- (f) The Judiciary Committee
- (g) The Constitution Committee
- (h) The Finance and Compliance Committee
- (i) The Life Membership and Honours Committee

- (j) The Selection Committee

which shall be elected at the AEM each year as stated in SLSS By-Laws

24. DUTIES

24.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution, the Act and any other relevant legislation.
- (b) The Board is collectively responsible for ensuring that the Branch complies with the Act and that individual Directors comply with this Constitution.
- (c) The Board must ensure that the Branch complies with all requirements in the Act regarding financial statements.

24.2 Public Officer

- (a) Under section 34 of the Act, the Branch must have a Public Officer position appointed.
- (b) The Board will determine from time to time who will act as the Branch's Public Officer under the Act. Such person shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (c) The Public Officer must give Fair Trading notice of their appointment *in accordance with the Act*.
- (d) If the position of Public Officer becomes vacant, the Board must appoint a person to the position in accordance with the Act.

25. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board 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
 - (iii) the names of all personal present at the meeting; and
 - (iv) any interest declared under **rules 21.6 or 21.7**

26. BY-LAWS

26.1 Board to Formulate By-laws

- (a) The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Branch.

The advancement of the Objects and surf lifesaving in the Branch Area as it thinks necessary or desirable.

- (b) Such By-Laws must be consistent with the Constitution, the SLSNSW Constitution, the SLSA Constitution and any regulations or policies or the Standard Operating Procedures made by SLSNSW or SLSA.
- (c) If any By-Laws are inconsistent with the SLSNSW or SLSA constitutions and regulations, the By-Laws shall be null and void.

26.2 By-Laws Binding

- (a) All By-Laws made under this rule shall be binding on the Branch and Members of the Branch.

26.3 By-Law Transitional Arrangements

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

26.4 Notices Binding on Members

- (a) Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Branch Members by means of Notices approved and issued by the Board.

27. FUNDS, RECORDS AND ACCOUNTS

27.1 Sources of Funds

- (a) The Board will determine the sources from which the funds of the Branch are to be or may be derived and the manner in which such funds are to be managed.

27.2 Branch to Keep Records

- (a) The Branch 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 Branch and the Board.
- (b) The Branch shall retain such records for seven years after the completion of the transactions or operations to which they relate with the exception of meeting minutes which shall be retained indefinitely.

27.3 Board to Submit Accounts

- (a) The Branch's statements of account are required to be prepared as per the *Charitable Fundraising Act 1991* and the ACNC Act. At the AGM these statements of account must be presented to the Members. SLSNSW may require a level of reporting which exceeds the requirements of the Act for its own purposes and to advance the Objects.

27.4 Accounts Conclusive

- (a) 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 of such approval or adoption.

27.5 Accounts to be Sent to Members

- (a) The Board shall cause to be sent to all members entitled to receive notice of AGMs in accordance with this Constitution, a copy of the statements of account, the Board's report, the full Auditor's report and every other document required under the Act (if any).

28. APPLICATION OF INCOME

- (a) The income and property of the Branch shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Branch shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Director.
- (c) Nothing in this **rule 28** 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 Branch whether as an employee or otherwise;
 - (ii) goods supplied to the Branch 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 Branch; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Branch;
- (d) provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

29. NEGOTIABLE INSTRUMENTS

- (a) 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 (2) duly authorised Directors or in such other manner as the Board determines.

30. AUDITOR.

- (a) Where the Act requires financial statements to be either reviewed or audited, a properly qualified individual shall be appointed to ensure compliance with the Act, and the remuneration of such individual or company be fixed by the Board. The reviewer or auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* and the ACNC Act and generally accepted principles, and/or any applicable code of conduct. The reviewer or auditor may be removed by the Branch at any General Meeting.
- (b) The accounts of the Branch shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by a reviewer, auditor or auditors at the conclusion of each Financial Year.

31. SERVICE OF NOTICES

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or by electronic mail, to the Member's registered electronic mail address. Notices may also be posted on the Branch's website.
- (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 electronic mail, service shall be deemed to be effected by upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

32. COMMON SEAL

- (a) The Branch 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 Board. Every use of the Seal shall be recorded in the Branch minute book. Two Directors must witness every use of the Seal, unless the Board determines otherwise.

33. REGISTERED ADDRESS

The registered address of the Branch is:

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

34. INDEMNITY

- (a) Every Director, officer, auditor, manager, employee or agent of the Branch shall be indemnified out of the property or assets of the Branch against any liability incurred by them in their capacity as Director, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.
- (b) The Branch shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of:
 - (i) a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Branch.
 - (ii) an employee, performed or made in the course of, and within the scope of their employment by the Branch.

35. DISSOLUTION, DISTRIBUTION OF PROPERTY ON WINDING UP

- (a) SLSS shall be dissolved in the event of the number of Clubs affiliated being less than three (3) or upon the vote of a three quarters (3/4) majority of Members present entitled to vote at a Special General Meeting convened to consider such question.
- (b) The action of winding up and distribution of surplus property shall be subject to decision by Special Resolution.
- (c) If on a winding up or dissolution of SLSS there remains, after the satisfaction of all its debts and liabilities, any surplus whatsoever, the same shall be distributed equally to those Members of SLSS that are Affiliated Clubs and that are registered or exempt charities and which prohibit the distribution of their income and property amongst their members.
- (d) If there are no Affiliated Clubs of SLSS existing, then the surplus shall be distributed to some other body or bodies that are a registered or exempt charity and which prohibit the distribution of their income and property amongst their members.

36. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall keep in its custody or control all books, minutes, documents and securities of the Branch.
- (b) Subject to the Act and the ACNC Act the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Branch will be open for inspection by the Members.
- (c) Inspection of Branch records will only be made available to Members where the purpose of the inspection is for a proper purpose and is in good faith. This will be determined by the Board in its sole discretion and taking into consideration confidentiality and privacy considerations.

37. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this **rule 37** shall apply from the date of adoption of this Constitution.
- (b) The Members of the governing or managing body (by whatever name it is called) of the Branch 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 Branch President and other Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c) All clauses, rules, By-Laws and any other policies of the Branch in force at the date of the approval of this Constitution insofar as such clauses, rules, By-Laws and such policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under **rule 26**.

- (d) All individuals who are, prior to the approval of this Constitution, Members of the Branch shall be deemed Members of the Branch from the time of approval of this Constitution under the Act. All such Members shall provide the Branch with such details as may be required by the Branch under this Constitution within one month of the approval of this Constitution under the Act.

DOCUMENT HISTORY

06/08/2025 Total review of Constitution based upon SLSNSW template was conducted. The review adopted required rules for consistency with the SLSNSW Constitution and amendments to the previous SLSS Constitution. Amendments unrelated to the SLSNSW template include removal of reference to CEO throughout, amendment to the quorum at General Meetings and expanded definitions.