



# QUEENSLAND

SUNSHINE BEACH SURF LIFESAVING  
CLUB  
INCORPORATED

# CONSTITUTION

*21<sup>st</sup> December, 2023*

## Table of Contents

1. NAME OF ASSOCIATION .....	1
2. DEFINITIONS AND INTERPRETATION .....	1
2.1 Definitions .....	1
2.2 Interpretation .....	3
2.3 Severance .....	4
2.4 Expressions in the Act .....	4
2.5 Sole Purpose.....	4
2.6 Model Rules.....	4
3. OBJECTS OF ASSOCIATION .....	4
3.1 Benevolent Institution Services.....	4
3.2 The Association as a Member of Surf Life Saving in Australia .....	6
3.3. Community and Other.....	7
4. POWERS OF THE ASSOCIATION.....	7
5. APPLICATION OF INCOME.....	8
6. LIABILITY OF MEMBERS .....	9
7. MEMBERS CONTRIBUTIONS .....	9
8. DISTRIBUTION OF DEDUCTIBLE GIFT RECIPIENT (DGR) PROPERTY ON REVOCATION OF DGR OR WINDING UP .....	9
9. DISTRIBUTION OF PROPERTY ON WINDING UP.....	10
10. STATUS AND COMPLIANCE OF ASSOCIATION .....	10
10.1 Recognition of Association .....	10
10.2 Compliance of Association .....	11
10.3 Operation of Constitution.....	11
11. ASSOCIATION’S CONSTITUTION .....	12
11.1 Constitution of the Association .....	12
11.2 Operation of the SLSQ Constitution .....	13

<b>12. MEMBERS</b>	<b>13</b>
12.1. General	13
12.2 Changes to Categories of Membership	14
12.3. Categories of Membership	14
<b>13. SUBSCRIPTIONS AND FEES</b>	<b>19</b>
<b>14. APPLICATION</b>	<b>19</b>
14.1 Application for Membership	19
14.2 Admission and Rejection of Members	19
14.3 Public Liability Insurance	20
14.4 Discretion to Accept or Reject Application	20
14.5 Re-Application	20
14.6 Deemed Membership	21
<b>15. REGISTER OF MEMBERS</b>	<b>21</b>
15.1 Register	21
15.2 Inspection of Register	21
15.3 Use of Register	22
15.4 Right of SLSQ to Register	22
<b>16. EFFECT OF MEMBERSHIP</b>	<b>22</b>
<b>17. DISCONTINUANCE OF MEMBERSHIP</b>	<b>23</b>
17.1 Notice of Resignation	23
17.2 Discontinuance by Breach	24
17.3 Failure to Re-Apply	24
17.4 Member to Re-Apply	25
17.5 Forfeiture of Rights	25
17.6 Refund of Membership Fees	25

18.	GRIEVANCES, JUDICIAL AND DISCIPLINE .....	25
19.	ANNUAL GENERAL MEETING .....	26
20.	NOTICE OF GENERAL MEETING .....	26
21.	BUSINESS .....	26
22.	NOTICES OF MOTION .....	27
23.	SPECIAL GENERAL MEETINGS .....	27
23.1	Special General Meetings May be Held.....	27
23.2	Requisition of Special General Meetings.....	27
24.	PROCEEDINGS AT GENERAL MEETINGS .....	28
24.1	Quorum.....	28
24.2	President to Preside.....	28
24.3	Adjournment of Meeting.....	29
24.4	Voting Procedure .....	29
24.5	Recording of Determinations.....	29
24.6	Where Poll Demanded.....	30
24.7	Use of Technology.....	30
25.	VOTING AT GENERAL MEETINGS .....	30
25.1	Members Entitled to Vote .....	30
25.2	Casting Vote .....	30
26.	PROXY AND POSTAL / ELECTRONIC VOTING AT GENERAL MEETINGS .....	30
27.	EXISTING DIRECTORS.....	31
28.	POWERS OF THE BOARD .....	31
29.	COMPOSITION OF THE BOARD .....	31
29.1	Composition of the Board .....	31
29.2	Eligibility criteria to hold office.....	32
29.3	Portfolios.....	32
29.4	Right to Co-Opt.....	32
29.5	Appointment of Delegate .....	33

<b>30.</b>	<b>ELECTION OF DIRECTORS .....</b>	<b>33</b>
30.1	Nominations of Candidates .....	33
30.2	Voting Procedures.....	34
30.3	Term of Office of Directors .....	34
<b>31.</b>	<b>VACANCIES OF DIRECTORS .....</b>	<b>35</b>
31.1	Grounds for Termination of Office of Director .....	35
31.2	Remaining Directors May Act .....	36
31.3	Casual Vacancy.....	36
31.4	No Right of Appeal.....	36
<b>32.</b>	<b>MEETINGS OF THE BOARD .....</b>	<b>36</b>
32.1	Board to Meet.....	36
32.2	Decisions of the Board.....	36
32.3	Resolutions Not in Meeting .....	37
32.4	Quorum.....	38
32.5	Notice of Board Meetings.....	38
32.6	Conflict of Interest .....	38
32.7	Meeting with the Supporters Club .....	39
<b>33.</b>	<b>DELEGATIONS.....</b>	<b>39</b>
33.1	Board May Delegate Functions.....	39
33.2	Delegation by Instrument .....	40
33.3	Delegated Function Exercised in Accordance with Terms .....	40
33.4	Procedure of Delegated Entity.....	40
33.5	Delegation May be Conditional .....	40
33.6	Revocation of Delegation.....	40
33.7	Finance Sub-Committee .....	41
33.8	Building Management Sub-Committee .....	41
<b>34.</b>	<b>BY-LAWS.....</b>	<b>42</b>
34.1	Board to Formulate By-Laws.....	42
34.2	By-Laws Binding .....	43
34.3	By-Laws Deemed Applicable.....	43
34.4	Notices Binding on Members .....	43

35.	FUNDS, RECORDS, AND ACCOUNTS.....	43
35.1	Source of Funds .....	43
35.2	Capital and Borrowings.....	43
35.3	Association to Keep Records.....	44
35.4	Records Kept in Accordance with Act.....	44
35.5	Association to Retain Records .....	44
35.6	Board to Submit Accounts .....	44
35.7	Accounts Conclusive .....	44
35.8	Accounts to be Provided to Members.....	44
35.9	Negotiable Instruments.....	45
35.10	Members' Access to Books, Minutes, and Other Documents.....	45
36.	AUDITOR.....	45
37.	NOTICE.....	46
37.1	Manner of Notice.....	46
37.2	Notice of General Meeting .....	46
38.	[NOT USED].....	46
39.	ALTERATION OF CONSTITUTION .....	46
40.	INDEMNITY .....	47
40.1	Directors to be Indemnified.....	47
40.2	Association to Indemnify Directors .....	47
41.	DISSOLUTION .....	47

ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

CONSTITUTION  
of  
SUNSHINE BEACH SURF LIFE SAVING CLUB  
INCORPORATED

---

1. NAME OF ASSOCIATION

The name of the association is Sunshine Beach Surf Lifesaving Club Incorporated (**Association**).

2. DEFINITIONS AND INTERPRETATION

2.1 *Definitions*

In this Constitution unless the contrary intention appears:

- **Act** means the *Associations Incorporation Act 1981 (Qld)*.
- **Association** means Sunshine Beach Surf Lifesaving Club Incorporated.
- **Board** means the body managing the Association and consisting of the Directors under **Clause 29**.
- **Branch** means Sunshine Coast Branch which includes the affiliated Surf Life Saving Clubs and their members within the boundaries of that Branch as defined by SLSQ and the Branch.
- **Bronze Medallion** means a bronze medallion qualification as recognized by SLSA.

- **By Laws** means any By-Laws made by the Board under **Clause 34**.
- **Constitution** means this Constitution of the Association as amended from time to time.
- **Delegate** means the person appointed by the Board from time to time to act for and on behalf of the Association in its dealings with Branch.
- **Director** means a member of the Board appointed under this Constitution.
- **Financial Year** means the year ending 30 April, in each year.
- **General Meeting** means the annual or any special general meeting of the Association.
- **Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos, or films), social media or service marks (whether registered or registrable) relating to the Association or any championship, competition, series of events or lifesaving activity conducted, promoted, or administered by the Association.
- **Member** means a registered member of the Association recognized under **Clause 12** from time to time in such categories as may be defined by this Constitution.
- **Membership Year** means between 1 October in a year and 30 September the following year.
- **Objects** means the objects of the Association in **Clause 3**.
- **Patrol Operations Manual** means the Association's Patrol Operations Manual as amended from time to time.
- **President** means the President for the time being of the Association.
- **Regulations** means the SLSA regulations as set from time to time.
- **SLSA** means Surf Life Saving Australia Limited.
- **SLSQ** means Surf Life Saving Queensland, the body recognized by the SLSA as the body administering surf lifesaving in Queensland.

- **Social Media** means any social media platforms utilised by the Association from time to time.
- **Special Resolution** has the same meaning as defined in the Act.
- **State** means and includes a State or Territory of Australia.
- **Surf Life Saving Club** means a surf lifesaving club which is a member of or otherwise affiliated with SLSQ or SLSA.
- **Supporters Club** means the Sunshine Beach Surf Life Saving Supporters Association Inc.

## 2.2 *Interpretation*

In this Constitution:

- a) A reference to a function includes a reference to a power, authority, and duty;
- b) 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;
- c) Words in the singular include the plural, and vice versa;
- d) Words indicating any gender include the other genders;
- e) References to persons include corporations, and bodies of politic and any legal personal representatives, successors, and permitted assigns of that person;
- f) A reference to a statute, ordinance, code, or other law includes regulations and other statutory instruments under it and consolidation, amendments, re-enactments, or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- g) A reference 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.

### 2.3 *Severance*

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down 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 this Constitution.

### 2.4 *Expressions in the Act*

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.

### 2.5 *Sole Purpose*

The Association is established solely for the Objects.

### 2.6 *Model Rules*

The model rules under the Act are expressly displaced by this Constitution.

## 3. OBJECTS OF ASSOCIATION

### 3.1 *Benevolent Institution Services*

The Association is a charitable organization established solely for these Objects. The Objects of the Association are to:

- a) Participate as a member of Surf Life Saving Queensland (**SLSQ**) and Surf Life Saving Australia Limited (**SLSA**) 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 Association as a beneficial, volunteer, member-based, community service, charity, and emergency service throughout, and for the safety and protection of the community in Sunshine Beach and surrounds;

- c) At all times promote mutual trust and confidence within the Association in pursuit of these Objects;
- d) Promote the economic, community, and emergency service success, strength, and stability of the Association;
- e) Affiliate and otherwise liaise with SLSQ and SLSA in the pursuit of these Objects;
- f) 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;
- g) Conduct, encourage, promote, and advance aquatic safety and management and the protection and preservation of life in the aquatic environment in Sunshine Beach and surrounds;
- h) Use and protect the Intellectual Property in pursuit of these Objects;
- i) Apply the property and capacity of the Association solely towards the fulfilment of these Objects;
- j) 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;
- k) Have regard to the public safety and protection and the public interest in its operations;
- l) Ensure that promotion and protection of the aquatic environment in Sunshine Beach and surrounds are considered in all activities conducted by the Association;
- m) Promote the health, safety, and protection of the public and all users of the aquatic environment in Sunshine Beach and surrounds;
- 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.

### 3.2 *The Association as a Member of Surf Life Saving in Australia*

The Association will:

- a) AFFILIATION – participate as a member of the Branch, SLSQ and SLSA so surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced, and administered;
- b) AFFILIATION – promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment;
- c) AFFILIATION – use and protect the intellectual property of the Association, Branch, SLSQ and SLSA;
- d) LIFESAVING – conduct, encourage, promote, advance, and control surf lifesaving in Sunshine Beach and surrounds, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- e) LIFESAVING – have regard to the public interest in its lifesaving operations;
- f) EDUCATION – promote the involvement and influence of surf lifesaving standards, techniques, awards, and education with bodies involved in surf lifesaving;
- g) EDUCATION – give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour;
- h) MEMBERSHIP PROTECTION – adopt and implement appropriate policies, including child and young persons management strategy, equal opportunity, equity, sexual harassment, drugs in sport, health, safety, junior and senior programs, and such other matters as arise from time to time as issues to be addressed in surf lifesaving; and
- i) SPORT – encourage Members to realize their surf lifesaving potential and athletic abilities by extending to them the opportunity of education and

participation in surf lifesaving competition and to award trophies and rewards to successful competitors in order to develop their skills and abilities to undertake surf lifesaving and preserve life in the aquatic environment.

### 3.3. *Community and Other*

The Association will:

- a) Promote uniformity of laws for the control and regulation of the aquatic environment in Sunshine Beach and surrounds and to assist authorities in enforcing these laws;
- b) Ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by the Association;
- c) Effect such Objects as may be necessary in the interests of the public, Members, surf lifesaving and the aquatic environment in Sunshine Beach and surrounds;
- d) Pursue through itself or other such commercial arrangements (which are not in conflict with SLSQ or any other surf lifesaving entity), including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving;
- e) Apply the property and capacity of the Association towards the fulfilment and achievement of these Objects; and
- f) Undertake and or do all such things or activities which are necessary, incidental, or conducive to the advancement of these Objects.

## 4. POWERS OF THE ASSOCIATION

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

## 5. APPLICATION OF INCOME

- a) The income and property of the Association 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 the Association 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 the Association to any Member who holds any office of the Association.
  
- c) Nothing contained in **Clauses 5(a)** or **5(b)** shall prevent payment in good faith of or to any Member for:
  - i. Any services actually rendered to the Association whether as an employee or otherwise;
  
  - ii. Goods supplied to the Association in the ordinary and usual course of operation;
  
  - iii. Interest on money borrowed from any Member;
  
  - iv. Rent for premises demised or let by any Member to the Association; or
  
  - v. Any out-of-pocket expenses incurred by the Member on behalf of the Association;

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

## 6. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

## 7. MEMBERS CONTRIBUTIONS

Every Member of the Association undertakes to contribute to the assets of the Association if it is wound up while the Member is a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a Member and the costs, charges, and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

## 8. DISTRIBUTION OF DEDUCTIBLE GIFT RECIPIENT (DGR) PROPERTY ON REVOCATION OF DGR OR WINDING UP

If the Association is wound up or its endorsement as a deductible gift recipient (DGR) is revoked (whichever occurs first), any surplus of the following assets:

- a) Gifts of money or property for the principal purpose of the Association;
- b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- c) Money received by the Association because of such gifts and contributions;

shall be transferred to another surf lifesaving entity (other than SLSQ or SLSA) located on or near the Sunshine Coast area with DGR status, having objects similar to the Association's objects and the rules of which prohibit the distribution of the entity's income and assets to its members, and if there is no surf lifesaving entity that meets the criteria set out above, to SLSQ or SLSA as long as SLSQ or SLSA has DGR status.

## 9. DISTRIBUTION OF PROPERTY ON WINDING UP

- a) This **Clause 9** will apply if the Association:
  - i. is wound up under Part 10 of the Act; and
  - ii. has surplus assets after satisfying **Clause 8**.
- b) The surplus assets must not be distributed among the Members of the Association.
- c) The surplus assets must be given or transferred to another surf lifesaving entity (other than SLSQ or SLSA) located on or near the Sunshine Coast area:
  - i. with deductible gift recipient status;
  - ii. having objects similar to the Association's objects; and
  - iii. the rules of which, prohibit the distribution of the entity's income and assets to its members.
- d) If there is no surf lifesaving entity that meets the criteria set out in **Clause 9(c)**, the surplus assets must be given or transferred to SLSQ or SLSA as long as SLSQ or SLSA has deductible gift recipient status.
- e) In this rule "surplus assets" has the same meaning as in **Section 92(3)** of the Act.

## 10. STATUS AND COMPLIANCE OF ASSOCIATION

### 10.1 *Recognition of Association*

The Association shall be affiliated with the Branch, SLSQ and SLSA. Through these affiliations the Association will abide by the articles, rules, constitutions, regulations, by-laws, and awards of SLSA, SLSQ, and the Branch. Subject to compliance with this Constitution the Association shall continue to be recognized as a Member of SLSQ and shall administer surf lifesaving activities in Sunshine Beach and surrounds in accordance with the Objects.

## 10.2 *Compliance of Association*

The Members acknowledge and agree the Association shall:

- a) Be or remain incorporated in Queensland;
- b) Appoint through its Board a Delegate annually to represent the Association at meetings of the Branch;
- c) Nominate such other persons as may be required to be appointed to Branch committees from time to time under this Constitution or the Branch constitution or otherwise;
- d) Forward to SLSQ a copy of its constituent documents and details of its Directors;
- e) Adopt the objects of SLSQ (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the SLSQ constitution;
- f) Apply its property and capacity solely in pursuit of the Objects and lifesaving;
- g) Do all that is reasonably necessary to enable the Objects to be achieved;
- h) Act in good faith and loyalty to ensure the maintenance and enhancement of lifesaving, its standards, quality, and reputation for benefit of the Members and surf lifesaving;
- i) At all times act on behalf of and in the interests of the Members and surf lifesaving; and
- j) By, adopting the objects of SLSQ, abide by the SLSQ Constitution.

## 10.3 *Operation of Constitution*

The Association and the Members acknowledge and agree:

- a) That they are bound by this Constitution and that this Constitution and the By-Laws, operate to create uniformity in the way in which the Objects and

surf lifesaving are to be conducted, promoted, encouraged, advanced, and administered;

- b) To ensure the maintenance and enhancement of surf lifesaving, its standards, quality, and reputation for the benefit of the Members and surf lifesaving;
- c) Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality, and reputation of surf lifesaving and its maintenance and enhancement;
- d) To promote the economic and community services success, strength, and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- e) To act in the interests of surf lifesaving and the Members; and
- f) Where the Association considers or is advised that a Member has allegedly:
  - i. Breached, failed, refused, or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Association; or
  - ii. Acted in a manner prejudicial to the Objects and interests of the Association and/or surf lifesaving; or
  - iii. Brought themselves, the Association, any Surf Life Saving Club, the Branch, SLSQ, or surf lifesaving into disrepute;

the Association may after allowing the Member a reasonable opportunity to explain, adjudicate, and if necessary, penalise the Member with such penalty as it thinks appropriate.

## 11. ASSOCIATION'S CONSTITUTION

### 11.1 *Constitution of the Association*

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

- a) The objects of SLSQ;
- b) The structure and membership categories of SLSQ (if any);
- c) Recognizing SLSA as the peak body for surf lifesaving in Australia;
- d) Recognizing SLSQ as the peak body for surf lifesaving in Queensland; and
- e) Such other matters as are required to give full effect to the SLSQ constitution.

## *11.2 Operation of the SLSQ Constitution*

- a) The Association will take all steps to ensure its Constitution is in conformity with the SLSQ constitution at least to the extent set out in **Clause 11.1** and in respect of those matters set out in **Clause 11.1** shall ensure this Constitution is amended in conformity with the future amendments made to the SLSQ constitution, subject to any prohibition or inconsistency in the Act.
- b) The Association will provide to SLSQ a copy of this Constitution and all amendments to it. The Association must ensure that any amendments made to its Constitution are not contrary to the objects of SLSQ.

## **12. MEMBERS**

### *12.1. General*

- a) Regulation 4 (Membership Directives) and Regulation 5 (State Centres and Branches) are adopted by the Association and are incorporated into this Constitution.
- b) Members acknowledge and agree that:
  - i. Members will only have the right to enjoy the benefits of their membership category while they are financial and have met any other membership requirements (such as minimum patrol hours);
  - ii. Voting eligibility time is reset for persons no longer financial members;

- iii. All Active and Cadet members may apply in writing to the Board for a leave of absence from their duties, stating the reasons and time for such leave. The granting or not, of such leave, will be at the discretion of the Board.
- c) Members shall apply annually for renewal of their membership as per **Clause 14.5**.
- d) Members who fail to reapply or renew their membership shall lose all rights and privileges in the Association and shall cease to be a member.
- e) A member who has been expelled or suspended must reapply for membership in accordance with the Constitution.

## **12.2** *Changes to Categories of Membership*

- a) The categories of Membership are as set out in **Clause 12.3**.
- b) Any variation to the voting rights of Members, or the creation of a new category of Membership, requires this Constitution to be amended and approval by Special Resolution.

## **12.3** *Categories of Membership*

Any person who successfully applies for and is granted a membership, in any of the following categories shall automatically be a member of the Sunshine Beach Surf Life Saving Supporters Club.

The membership, and membership rights, of the Association shall consist of the following classes of individual membership:

### **a) Junior Members**

There are 2 categories of Junior Members as follows:

- i. A *Junior Activity Member (Nipper)* is a person who is a minimum of five (5) years, unless the Board determines that the minimum age at any time is six (6) years, up to a maximum age of thirteen (13) years and such members will be required to gain the relevant surf education certificate for that member's age group. Junior Activity Members do not have voting rights.

- ii. A *Cadet Member* is a member who is in the U15 age group and, who has obtained the surf rescue certificate (SRC) or has passed an annual proficiency test. Cadet members do not have voting rights.

## **b) Active Members**

There are 2 categories of Active Members as follows:

- i. *Active (15-17 years of age)* is a person who is of a minimum age of fifteen (15) years up to a maximum of age of seventeen (17) years.
- ii. *Active (18 years and over)* is a person who is eighteen (18) years or older.

To be an Active Member of either category that person must:

- iii. Have achieved a full Bronze Medallion award;
- iv. Fulfil patrol and Association obligations, as provided by the Patrol Operations Manual and the Constitution, SLSQ and SLSA;
- v. Qualify in an annual proficiency test unless the member has obtained their Bronze Medallion in that season;

Both categories of Active Members have the right to be present, propose motions, to debate, and vote at any and all Member meetings.

## **c) Active Reserve Members**

Active Reserve Membership may be granted to Active Members who have satisfactorily completed at least eight (8) years of service as an Active Member. To qualify, the service must include at least four (4) years of patrol service being completed with the Association.

Any Active Member who meets the definition of Active Reserve Member may apply to the Board for such membership. Active Reserve Membership shall not be automatic, but shall be granted at the discretion of the Board. To maintain the rights of the Active Reserve Membership the following conditions must be met:

- i. Active Reserve Members shall perform a minimum of twenty patrol hours per season and further patrol duties at the discretion of the Board.
- ii. Active Reserve Members must complete the annual proficiency test.

Active Reserve Members shall have the right to be present, to debate, and to vote at any and all Member meetings.

**d) Award Members**

Award Membership may be granted to persons who hold an SLSA award of one, or more, of the following qualifications.

- i. Surf Rescue Certificate (SRC)
- ii. Radio Award(s)
- iii. Advanced Resuscitation or Resuscitation Certificate
- iv. First Aid Certificate (or equivalent)

Such Members may be called upon to perform patrol and/or other Association obligations within the ability of their qualifications.

Award Members shall have the right to be present at any and all Member meetings.

The Board, may at their discretion, grant the right to Award Members to debate, and to vote at any or all Member meetings of the Association if they hold a valid SLSQ Observers Award AND are currently (current season) undertaking lifesaving patrol duties, AND have met the minimum patrol hours as set by the Patrol Operations Manual AND have had four (4) years of continuous service, in a patrolling capacity within the Association.

Other Award Members, who do not meet the above requirements, shall only have debate and voting rights, at Member meetings where:

- v. that Award Member has been elected to a Board position or a position within the Association which is provided with debate and

voting rights as specified in the Constitution (e.g., a Non-Executive Director of the Board).

**e) Associate Membership**

There are two kinds of Associate Members:

*i. Probationary Associate Member*

Probationary Associate Membership shall be the designation of any person, for the time period between applying for membership and the gaining of an award, and/or the granting of a formal category of membership by the Board (following all membership fees being paid or pending transfer from another surf lifesaving club). Probationary members shall not have debate or voting rights but have the right to be present at all or any Member meetings.

*ii. Associate Member*

Associate Membership may be granted to persons who may or may not hold an SLSA award. Associate Members are typically the parents of Junior Members who do not hold an SLSA award.

Associate Members shall not have debate or voting rights but have the right to be present at all or any Member meetings unless the Associate Member has been elected to a position within the Association which is provided with debate and voting rights as specified in the Constitution (e.g., a Non-Executive Director of the Board).

**f) Honorary / Service Membership**

There are four (4) types of Honorary / Service Memberships as follows:

*i. Honorary / Patron Members*

Honorary Membership may be granted, at the discretion of the Board and in compliance with all requirements of the SLSQ and SLSA constitutions, regulations, policies and guidelines, to persons who may, or may not, hold an SLSA award. Honorary Members shall not have debate or voting rights but have the right to be present at all or any Member meetings.

A Patron(s) shall be appointed at the Annual General Meeting from a recommendation submitted by the Board. Person(s) to be considered may be proposed by any Member in writing to the Board prior to the Annual General Meeting. Patrons shall not have debate or voting rights but have the right to be present at all or any Member meetings.

*ii. Life Members*

The Board may recommend to the Annual General Meeting any Member for the privilege of Life Membership of SBSLSC.

Life Members shall have the right to be present, to debate and to vote at all or any Member meetings.

Life Members shall have full access to all Association facilities.

The surviving spouse of a Deceased Life Member shall be granted Honorary Membership, for Life, to the Association. They shall be invited to any Life Member and Honorary Membership functions and all Association's Annual Events and Presentations.

*iii. Long Service Members*

Long Service Memberships may be granted to a Member who has completed ten (10) consecutive years of Active Membership or to a member who has completed eight (8) consecutive years of Active Membership plus four (4) years of Active Reserve Membership, provided 50% of the total years of service in either qualifying category of membership is completed at the Association.

Long Service Membership shall not be automatic but shall be granted by resolution of the Board.

Long Service Members may be exempted from all patrol obligations and may be granted other privileges if provided for in the By-Laws.

Long Service Members shall have the right to be present, to debate and to vote at all or any Member meetings.

## 13. SUBSCRIPTIONS AND FEES

- a) The annual membership subscription (if any) and any other fees or levies payable by Members or categories of Members to the Association, the time for and manner of payment, shall be as determined by the Board from time to time.
- b) The Board is empowered to prevent any Member who has any fee owing to the Association in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings.

## 14. APPLICATION

### 14.1 *Application for Membership*

An application for membership by an individual (**applicant**) must be:

- a) In writing on the form prescribed from time to time by SLSQ and/or SLSA from the applicant and lodged with the Association; or
- b) Submitted online via an authorized online membership portal and/or in accordance with the process (if any) as prescribed by the Board from time to time; and
- c) Accompanied by the appropriate fee, if any.

### 14.2 *Admission and Rejection of Members*

The Board must consider an application for membership at or before its next meeting after it receives:

- a) the application, and
- b) the appropriate membership fee for the application.

### *14.3 Public Liability Insurance*

The Board must ensure that as soon as possible after the person applies to become a Member of the Association, and before the Board considers the application, advise the person of the amount of public liability insurance held by the Association.

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

- a) The Board must decide at its meeting under **Clause 14.2** whether to accept or reject the application.
- b) If a majority of the Directors present at the meeting vote to accept the applicant as a Member, the applicant will be accepted as a Member.
- c) The Board may, acting reasonably and in good faith, accept or reject an applicant whether the applicant has complied with the requirements in **Clause 14.1** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- d) Where the Association accepts an application, the applicant shall, subject to notification to SLSQ, become a Member.
- e) Unless otherwise determined by SLSQ, membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Register shall be updated accordingly as soon as practicable.
- f) If the Association rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association.
- g) An applicant who is aggrieved by a rejection of their application for membership may access the grievances processes set out in **Clause 18**.

### *14.5 Re-Application*

- a) Members must re-apply annually for renewal of membership of the Association in accordance with the procedures set down by the Association from time to time. **Clause 14.4** applies to applications for renewal of membership.

- b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Association.

#### **14.6 Deemed Membership**

- a) All individuals who are, prior to the approval of this Constitution, members of the Association shall be deemed Members of the Association from the time of approval of this Constitution under the Act.
- b) The Members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval of this Constitution under the Act.
- c) Any Members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under **Clause 14.6(a)**, shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

### **15. REGISTER OF MEMBERS**

#### **15.1 Register**

The Association shall keep and maintain a Register in which shall be entered (as a minimum):

- a) The full name, address, category of membership, and date of entry of the name of each Member and the current status of that Member, the awards they possess and whether or not they are proficient in each of those awards;
- b) The full name, address, and date of entry of the name of each Director and Delegate.

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

The Register may be maintained electronically.

#### **15.2 Inspection of Register**

- a) Having regard to confidentiality considerations and privacy laws, an extract of the Register, excluding all personal information (including but not only address, any license details, date of birth, medical conditions and clearances, etc.), of any Member, Director, or Delegate, shall be available for inspection (but not copying) by Members, upon reasonable request.
- b) Inspection of Association records will only be made available to Members where the purpose of the inspection is for a proper purpose and is requested in good faith. This will be determined by the Board in its sole discretion taking into consideration confidentiality and privacy considerations.

### *15.3 Use of Register*

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

### *15.4 Right of SLSQ to Register*

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

## **16. EFFECT OF MEMBERSHIP**

- a) Members acknowledge and agree that:
  - i. This Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and By-Laws, the SLSQ constitution and regulations and the SLSA constitution and regulation;
  - ii. They shall comply with and observe this Constitution and the By-Laws, and any determination, resolution, or policy which may be made or passed by the Board or any other entity with delegated authority;
  - iii. By submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association, SLSQ and SLSA;

- iv. The Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the provision of emergency services rescuing people in peril in Queensland public waters, and the advancement and protection of surf lifesaving as a community service;
  - v. Neither membership of the Association nor this Constitution gives rise to:
    - A. Any proprietary right of Members in, to or over the Association or its property or assets;
    - B. Any automatic right of a Member to renewal of their membership of the Association;
    - C. Subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
  - iv. They are entitled to all benefits, advantages, privileges, and services of Association membership.
- b) A right, privilege, or obligation of a person by reason of their membership of the Association:
- i. is not capable of being transferred or transmitted to another person; and
  - ii. terminates upon the cessation of membership whether by death, refusal, resignation, or otherwise.

## 17. DISCONTINUANCE OF MEMBERSHIP

### 17.1 *Notice of Resignation*

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

## 17.2 *Discontinuance by Breach*

- a) Membership of the Association may be discontinued by the Board if the member:
  - i. is convicted of a Serious Offence (as defined in relevant SLSA policies);
  - ii. is in breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorized committee;
  - iii. conducts him or herself in a way considered to be injurious or prejudicial to the Objects, character, or interests of the Association; or
  - iv. is charged with an offence or accused of conduct in a criminal or civil context that has the potential to bring adverse publicity to the Association or be injurious or prejudicial to the Objects, character, or interests of the Association.
- c) Subject to this Constitution, membership shall not be discontinued by the Board under **Clause 17.2(a)** without the Board first giving the accused Member a reasonable opportunity to explain the breach and/or remedy the breach.
- d) 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 17.2(a)** by the Association giving written notice of the discontinuance.

## 17.3 *Failure to Re-Apply*

If a Member has not:

- a) Re-applied for membership of the Association; and/or
- b) Paid their annual subscription owing the Association;

within one month of reapplication falling due, that Member's membership will be deemed to have ceased from that time. The Register shall be amended to reflect any lapse of membership under this **Clause 17.3** as soon as is practicable.

#### *17.4 Member to Re-Apply*

A Member whose membership has been discontinued under **Clause 17.2** or has ceased under **Clause 17.3** may only be readmitted as a Member:

- a) By seeking renewal or re-applying for membership in accordance with this Constitution; and
- b) At the discretion of the Board, upon such conditions as it deems appropriate.

#### *17.5 Forfeiture of Rights*

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

#### *17.6 Refund of Membership Fees*

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

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

- a) The Association adopts the grievances, judicial and discipline processes and principles in the SLSQ and SLSA constitutions, by-laws, regulations and policies as amended from time to time.
- b) Should the Club decide any alleged offence is beyond the responsibility of the Club, the matter may be referred to the Branch for determination.

## 19. ANNUAL GENERAL MEETING

An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act, on a date and at a venue to be determined by the Board.

The date of the Annual General Meeting shall be a minimum of two (2) weeks or fourteen (14) days prior to that of the Branch.

## 20. NOTICE OF GENERAL MEETING

- a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Association. The auditor and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- b) Preliminary notice of a General Meeting should be issued 42 days prior to the date of the meeting calling for notices of motion, nominations for any Director and/or other officer positions to be elected at the meeting, and any other business to be conducted at that meeting.
- c) 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.
- d) At least 14 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - i. the agenda for the meeting; and
  - ii. any notice of motion received from Members.

## 21. BUSINESS

- a) The business to be transacted at the Annual General Meeting must include:
  - i. Presentation of the reports of the Board;
  - ii. Consideration of the financial statements and audit report for the last financial year;

- iii. The election of Directors under this Constitution;
  - iv. The motion for affiliation with the Branch, SLSQ and SLISA;
  - v. The motion recognizing the affiliation of the Association's supporters club; and
  - vi. The appointment of the auditors for the present financial year.
- b) All business that is transacted at a General Meeting, with the exception of those matters set down in **Clause 21(a)**, shall be special business.
- c) No business other than that provided on the notice given under **Clause 20(d)** shall be transacted at that meeting.

## 22. NOTICES OF MOTION

Members may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than 30 days (excluding receiving date and meeting date) prior to the General Meeting. Notices of motion must include a mover and seconder, who must both be Members entitled to vote at the meeting.

## 23. SPECIAL GENERAL MEETINGS

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

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

### 23.2 *Requisition of Special General Meetings*

- a) The Secretary shall on the requisition in writing of 20% of current voting Members convene a Special General Meeting.

- b) The requisition for Special General Meeting shall:
- i. State the object(s) of the meeting;
  - ii. State any motions proposed to be put to vote at the meeting;
  - iii. Be signed by the Members making the requisition; and
  - iv. Be sent to the Association.

The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

- c) If the Secretary does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

## 24. PROCEEDINGS AT GENERAL MEETINGS

### 24.1 *Quorum*

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be such number of Voting Members over the age of 15 years of age that equate to twice the number of current Directors plus one (1) Member.

### 24.2 *President to Preside*

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

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

If the President is not present, or is unwilling or unable to preside, the person then holding the office (if any) of Vice-President will preside as chairman and if that person is not present, or is unwilling or unable to preside the Members shall appoint one of the Directors to preside as chairman for that meeting only.

### *24.3 Adjournment of Meeting*

- a) 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 the next week at the same time and place, or to such other day and at such other time and place as the chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those Members present and entitled to vote will constitute a quorum for that meeting only.
- b) The chairman 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.
- c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

### *24.4 Voting Procedure*

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 by:

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

### *24.5 Recording of Determinations*

Unless a poll is demanded under **Clause 24.4**, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the

fact without proof of the number of the votes recorded in favour of or against the resolution.

#### *24.6 Where Poll Demanded*

If a poll is duly demanded under **Clause 24.4**, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

#### *24.7 Use of Technology*

Unless otherwise set out in the **By-Laws**, attendees at a General Meeting must be physically present rather than present using technology.

### 25. VOTING AT GENERAL MEETINGS

#### *25.1 Members Entitled to Vote*

Each Member over the age of 15 years and entitled to vote as set out in **Clause 12** of this Constitution shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by that Member.

#### *25.2 Casting Vote*

The Chairperson shall not have a casting vote at General Meetings. Where voting at the General Meetings is equal, the motion will be lost.

### 26. PROXY AND POSTAL / ELECTRONIC VOTING AT GENERAL MEETINGS

- a) Proxy voting shall not be permitted at any General Meeting unless otherwise set out in the **By-Laws**.
- b) Unless otherwise set out in the **By-Laws** there shall be no postal or electronic voting.

## 27. EXISTING DIRECTORS

The members of the governing or managing body (by whatever name called) of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other Directors shall be filled, vacated, and otherwise dealt with in accordance with this Constitution.

## 28. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board.

## 29. COMPOSITION OF THE BOARD

### 29.1 *Composition of the Board*

The Board shall comprise:

- a) The President;
- b) Vice-President;
- c) Director of Finance (**Treasurer**);
- d) Director of Lifesaving;
- e) Director of Administration (**Secretary**);
- f) Director of Junior Activities;
- g) Director of Surf Sports;
- h) Director of Youth and Cadets; and
- i) Senior Director;

## 29.2 Eligibility criteria to hold office

- a) Subject to Clause **29.2(d)**, the Members holding the offices of President, Vice-President, and Secretary must be Members with voting rights as defined in **Clause 12.3** of this Constitution (**Voting Members**). Two (2) of the Members holding these offices must be Voting Members at the time of nomination. The third Member holding such office must be admitted as a Voting Member by the next occurring Annual General Meeting.
- b) The Director of Lifesaving must be a current Active Member over the age of 18 years or an Active Reserve Member.
- c) Subject to Clause **29.2(d)**, at least two (2) of the Members holding the offices of Treasurer, Director of Junior Activities, Director of Surf Sports, Director of Youth and Cadet and Senior Director, must be Members with voting rights as defined in **Clause 12.3 (Voting Members)** of this Constitution at the time of nomination.
- d) If the required number of Voting Members in **Clause 29.2(a)** do not hold office by the time nominations are called under **Clause 30.1(a)**, a number of Board members must resign at the next occurring Annual General Meeting in order to comply with **Clause 29.2(a)**. The Board members required to resign at the next Annual General Meeting pursuant to **Clauses 29.2(d)** will be determined by lot.
- e) Subject to **Clauses 29.2 (a) and (d)**, the nominee to the office of Vice-President must be the person in the role of Club Director of the Supporters Club or such other person as determined from time to time pursuant to this Constitution.
- f) All Board members must be Individual Members and must be elected under **Clause 30** of this Constitution.

## 29.3 Portfolios

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

## 29.4 Right to Co-Opt

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, and shall not exercise the rights of a Director, but shall act in an advisory role only.

### *29.5 Appointment of Delegate*

- a) The Board shall, from amongst its members, appoint a Delegate to attend general meetings of the Branch for such term as the Board determines, and otherwise in accordance with the Branch and SLSQ constitutions.
- b) The Association must advise the Branch in writing of its Delegate.

## **30. ELECTION OF DIRECTORS**

### *30.1 Nominations of Candidates*

- a) Nominations for candidates to be elected to the Board shall be called for by the Association forty-two days prior to the Annual General Meeting.
- b) When calling for nominations the Association shall also provide details of the necessary qualifications including the requirements under the Act and job description for the positions (if any). Qualifications and job descriptions shall be determined by the Board from time to time.
- c) Nominations of candidates for election as Directors (including the President) shall be:
  - i. made in writing, signed by two Members entitled to vote at the relevant meeting and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
  - ii. delivered to the Association not less than 30 days before the date fixed for the holding of the Annual General Meeting, and the Association shall send the nominations to the Members entitled to receive notice under this Constitution together with the agenda for that General Meeting.
- d) The voting Members have the right to reject any nomination regardless of its validity by a simple majority vote.

### 30.2 *Voting Procedures*

Elections shall be conducted by secret ballot and otherwise by such means as is prescribed by the Board.

### 30.3 *Term of Office of Directors*

- a) A member of the Board shall be elected by the Members from amongst nominations submitted as set out in **Clause 30.1** for terms of two (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 (**Term**).
- b) The President, Director of Lifesaving, Director of Junior Activities, and Director of Youth & Cadets shall be elected in each year of even number and the other Directors shall be elected in each year of odd number.
- c) Should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with the Constitution, this shall be determined by the Board by lot. Elections to subsequent Boards shall then proceed in accordance with the procedures in these Rules with half the elected Board members retiring each year.
- d) A Member is eligible to hold any office of Director for a maximum of three (3) consecutive terms (**Maximum Term**).
- e) The Member who has served a Maximum Term under **Clause 30.1(d)** will be eligible for:
  - i. re-election to the office of Director that they held for the Maximum Term at the end of 4 years after the completion of the Maximum Term; and
  - ii. subject to **Clause 30.3(e)(i)**, election to any other office of Director that they have not previously held for the Maximum Term.

## 31. VACANCIES OF DIRECTORS

### 31.1 *Grounds for Termination of Office of Director*

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:

- a) Dies;
- b) Becomes bankrupt or makes any arrangement or composition with their creditors generally;
- c) 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;
- d) Resigns their office in writing to the Association;
- e) Is absent without the consent of the Board from meetings of the Board held during a period of 6 months;
- f) Without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- g) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest;
- h) Is removed by Special Resolution;
- i) Has been expelled or suspended from membership (without further recourse under this Constitution or the SLSQ Constitution);
- j) Ceases to hold (and be eligible to hold) a working with children card or a working with children exemption in accordance with the *Working with Children (Risk Management and Screening) Act 2000 (Qld)*;
- k) Would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*; or

- l) Would otherwise be prohibited from being a Responsible Person of a charity under the *Australian Charities and Not-for-Profit Commission Regulation Act 2013 (Cth)*.

### **31.2** *Remaining Directors May Act*

In the event of a casual 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 meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

### **31.3** *Casual Vacancy*

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

### **31.4** *No Right of Appeal*

A Director has no right of appeal against their removal from office under this **Clause 31**.

## **32. MEETINGS OF THE BOARD**

### **32.1** *Board to Meet*

The Board shall meet as often as is deemed necessary and is required by the Act in every calendar year for the dispatch of business and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

### **32.2** *Decisions of the Board*

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 be deemed a determination of the Board. All Directors including the chair shall have one

vote on any question. The chairman will not have a casting vote (in addition to a deliberative vote) where voting is equal.

### **32.3 Resolutions Not in Meeting**

- a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by more than 50% of the Directors within 7 days (excluding Saturdays, Sundays, and public holidays) of it having been circulated to all 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.
  
- b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board 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 or this Constitution and such notice specifies that Directors are not required to be present in person;
  - iii. if a failure in communications prevents **Clause 32.3(b)(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 **Clause 32.3(b)(i)** is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; 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 chairman of the meeting is located.

### 32.4 *Quorum*

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of the Directors.

### 32.5 *Notice of Board Meetings*

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days oral or written notice of the meeting of the Board must be given to each Director.

### 32.6 *Conflict of Interest*

- 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;
  - ii. speak on the matter; or
  - iii. vote on the matter.
- c) 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 notice given by a Director under this **Clause 32.6** must be recorded in the minutes of the relevant meeting.
- e) A Director is disqualified from:
  - i. Holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
  - ii. Contracting with the Association either as vendor, purchaser, or otherwise;

except with express resolution of approval of the Board.

- f) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Association without the approval of the Board, will be voided for such reason.
- g) 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.
- h) 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 **Clause 32.6(g)** 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.
- i) 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. If the Director votes, the vote shall not be counted.

### *32.7 Meeting with the Supporters Club*

The Board must meet at least twice yearly with the board of the Supporters Club. The meetings will be scheduled as agreed between the parties.

## **33. DELEGATIONS**

### *33.1 Board May Delegate Functions*

The Board may by instrument in writing create or 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.

No decision of a special committee, subcommittee, individual officer, or consultant is binding on the Association unless it is ratified by the Board.

### *33.2 Delegation by Instrument*

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- a) this power of delegation; and
- b) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

### *33.3 Delegated Function Exercised in Accordance with Terms*

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

### *33.4 Procedure of Delegated Entity*

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 **Clause 32**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes, and information as the Board may require from time to time.

### *33.5 Delegation May be Conditional*

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.

### *33.6 Revocation of Delegation*

The Board may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

### *33.7 Finance Sub-Committee*

- a) The Board is to have a finance sub-committee with members consisting of:
  - i. the President of the Association;
  - ii. the Treasurer of the Association;
  - iii. a Member of the Association with finance skills and experience, nominated by the Board who will act as chair of the sub-committee; and
  - iv. the President and the treasurer of the Association's supporters club.
- b) The finance sub-committee must meet at least twice annually (preferably in March and August).
- c) The finance sub-committee must take minutes of meetings and submit them to the Secretary of the Association, for distribution to the Board.
- d) The role of the finance sub-committee is to:
  - i. review the financial positions of both the Association and the Association's supporters club;
  - ii. assess ongoing capital needs for both the Association and the Association's supporters club;
  - iii. ensure a budgetary framework is in place for both the Association and the Association's supporters club; and
  - iv. manage external financial arrangements with suppliers (such as banks) for both the Association and the Association's supporters club.
- e) The finance sub-committee will make recommendations to the Board but is not empowered to make decisions itself.

### *33.8 Building Management Sub-Committee*

- a) The Board is to have a building management sub-committee with members consisting of:

- i. the President of the Association;
  - ii. one other Director of the Association;
  - iii. a member of the Association with building management skills and experience, nominated by the Board who will act as chair of the sub-committee; and
  - iv. the President and one other Director of the Association's supporters club.
- b) The building management sub-committee must meet at least twice annually.
- c) The building management sub-committee must take minutes of meetings and submit them to the Secretary of the Association, for distribution of the Board.
- d) The role of the building management sub-committee is to:
- i. ensure appropriate annual maintenance programmes are in place;
  - ii. review and propose improvements to the building facilities; and
  - iii. ensure appropriate project management of any maintenance and improvement works, including managing external suppliers and contractors.
- e) The building management sub-committee will make recommendations to the Board but is not empowered to make decisions itself.

## 34. BY-LAWS

### 34.1 *Board to Formulate By-Laws*

The Board may formulate, issue, adopt, interpret, and amend such By-Laws for the proper advancement, management, and administration of the Association, the advancement of the Objects and surf lifesaving in Sunshine Beach and surrounds as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the Branch constitution, the SLSQ constitution, the SLSA constitution and any regulations or by-laws made by the Branch, SLSQ or SLSA. If any By-Laws are

inconsistent with the SLSQ or SLSA constitution and regulations the By-Laws shall be null and void and will be inapplicable.

### *34.2 By-Laws Binding*

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

### *34.3 By-Laws Deemed Applicable*

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this clause.

### *34.4 Notices Binding on Members*

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

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

### *35.1 Source of Funds*

The Board will determine the sources from which the funds of the Association are to be or may be derived and the manner in which such funds are to be managed.

### *35.2 Capital and Borrowings*

Where the Board proposes to:

- a) expend Association funds on capital expenditure related to lifesaving equipment over the sum of \$75,000;
- b) expend Association funds on capital expenditure related to the building over the sum of \$100,000 (other than in the event of emergency building repairs to ensure building integrity and safety and uninterrupted operation); or

c) seek borrowings by the Association over the sum of \$50,000;

the Board must seek the approval of the Members in General Meeting to such expenditure and/or borrowings.

### *35.3 Association to Keep Records*

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings, and dealings of the Association and the Board and shall produce these for verification at each Board or General Meeting.

### *35.4 Records Kept in Accordance with Act*

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 Board.

### *35.5 Association to Retain Records*

The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

### *35.6 Board to Submit Accounts*

The Board shall submit to the Members at the Annual General Meeting the audited Statements of Account of the Association in accordance with this Constitution and the Act.

### *35.7 Accounts Conclusive*

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 3 months after such approval or adoption.

### *35.8 Accounts to be Provided to Members*

The Board shall cause to be provided to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the Statements of Account, the Board's report, the auditor's report (if any) and every other document required under the Act (if any).

### 35.9 *Negotiable Instruments*

- a) All monies shall be banked as soon as practicable after receipt thereof.
- b) All amounts of one hundred dollars or over shall be paid by electronic transfer or by cheque signed or authorized by any two of the President, Secretary, Treasurer, or other member authorized from time to time by the Board.
- c) Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances, or petty cash recoupment which may be open.
- d) The Board shall determine the amount of petty cash, which shall be kept on hand.
- e) All the expenditure shall be approved or ratified at a Board meeting.

### 35.10 *Members' Access to Books, Minutes, and Other Documents*

- a) Members may apply in good faith and for a proper purpose to the Board to access the financial records, books, securities, and other relevant documents of the Association. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request. If the Board permits the request, it may impose conditions upon the member's access.
- b) Members have no entitlement to access the minutes of Board meetings but may request access to such minutes of Board Meetings. Upon receiving such a request, (which may be made in good faith and for a proper purpose) the Board may, at its absolute discretion, permit or refuse the request.

## 36. AUDITOR

- a) A registered company auditor or auditors shall be appointed by the Association at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act, and in accordance with the *Australian Charities and Non-for-Profit Commission Act 2012* and the *Australian Charities and Non-for-Profit Commission Regulation 2013 (Cth)* for charities endorsed as Deductible Gift Recipients, and/or any applicable charity regulation. Whichever has the higher standard shall apply. The auditor may be removed by the Association at a Special General Meeting.

- b) The accounts of the Association shall be examined and the correctness of the three key financial statements, being the statement of profit or loss and other income, the statement of financial position, and the statement of cash flows, ascertained by an auditor or auditors at the conclusion of each Financial Year.

## 37. NOTICE

### 37.1 *Manner of Notice*

- a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or by electronic mail, to the Member's registered address or electronic mail address.
- 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 seven days after posting.
- c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected when it is sent unless a bounce-back or error message is received indicating that the email did not send correctly.

### 37.2 *Notice of General Meeting*

Notice of every General Meeting shall be given in the manner authorized in this Constitution.

## 38. [NOT USED]

## 39. ALTERATION OF CONSTITUTION

The Constitution of the Association 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).

## 40. INDEMNITY

### 40.1 *Directors to be Indemnified*

Every Director, officer, auditor, manager, employee, or agent of the Association shall be indemnified out of the property or assets of the Association against any liability properly 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.

### 40.2 *Association to Indemnify Directors*

The Association 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:

- a) In the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- b) In the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

## 41. DISSOLUTION

Subject to **Clauses 6** and **7**, the Association may be wound up in accordance with the provisions of the Act.



