



CONSTITUTION
of
METROPOLITAN-CALOUNDRA SURF LIFE SAVING CLUB
INCORPORATED

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ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

CONSTITUTION

of

METROPOLITAN-CALOUNDRA SURF LIFE SAVING CLUB INCORPORATED

1. NAME OF CLUB

The name of the Association is **Metropolitan-Caloundra Surf Life Saving Club Incorporated**.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981* (Qld).

Board means the body managing the Club and consisting of the Directors under **clause 28**.

Branch means SLSQ 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.

By Laws means any By-Laws made by the Board under **clause 33**.

Caloundra means the localities of Kings Beach, Shelly Beach, Caloundra Bar and adjacent waterways; and other localities approved by the Club as coming into the definition of "Caloundra" for the purpose of this Constitution.

Club means Metropolitan-Caloundra Surf Life Saving Club Incorporated.

Constitution means this Constitution of the Club.

Delegate means the person appointed from time to time to act for and on behalf of the Club.

Director means a member of the Board appointed in accordance with 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 members of the Club.

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

Life Member means an individual appointed as a Life Member of the Club under **clause 11.2**.

Member means a registered member of the Club and can only include junior activity ("*Nipper*") members; cadet members; active members; reserve active members; award members; community members; associate members; probationary members; life members; long service members; honorary members; past active members which categories are defined in this Constitution or the By-Laws.

Membership Year means the period between 1 October and 30 September the following year.

Objects means the objects of the Club under **clause 3**.

President means the President for the time being of the Club.

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

SLSA means Surf Life Saving Australia Limited.

SLSQ means the body recognised by SLSA as the body administering surf lifesaving in Queensland.

Special Resolution means, as required by the Act, a resolution passed at a General Meeting by the votes of 3/4 of the Members who are present and entitled to vote on the resolution.

State means 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.

2.2 Interpretation

In this Constitution:

- (a) reference to a function includes reference to a power, authority and duty;
- (b) 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 importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) reference to persons include any other entity recognised by law;
- (f) reference to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of it; and
- (h) reference to "writing" shall unless the contrary intention appears, shall include 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 part of this Constitution is or becomes illegal, invalid or unenforceable, the legality, validity or enforceability of the remainder of it shall not be affected and in such circumstances, this Constitution shall have effect as if such part has been deleted.

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 in the Act.

2.5 Sole Purpose

The Club is established solely for the Objects.

2.6 Model Rules

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

3. OBJECTS OF THE CLUB

3.1 Benevolent Institution Services

The Club is a public benevolent institution.

The Objects for which the Club is established are to provide rescue services to people in peril in Queensland public waters, including but not limited to:

- bathers who are at risk of serious injury or loss of life through drowning or other related injuries through the providing of surveillance in an organised and regulated manner;
- first aid, resuscitation and basic emergency care;

- facilitate the rescue of persons on or near water through a range of mechanisms that may include personnel, unmanned aerial vehicles, personal water craft, boats and helicopter services;
- provide public water users with education and awareness of the risks of drowning or serious injury through campaigns to reach those at high risk especially children, tourists and visitors to Australia;
- contracted water safety services to surf and other public water aquatic users;

3.2 The Club as a Member of Surf Life Saving in Australia

The Club will:

- participate as a member of the Sunshine Coast Branch, SLSQ and SLSA in order that surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- 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;
- Use and protect the intellectual property of the Club, Sunshine Coast Branch, SLSQ and SLSA;
- conduct, encourage, promote, advance and control surf lifesaving in Caloundra in its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- have regard to the public interest in its lifesaving operations;
- promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in surf lifesaving;
- give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour;
- adopt and implement appropriate policies, including child and young person's 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
- encourage Members to realise 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 The Club in the Community

The Club will:

- promote uniformity of laws for the control and regulation of the aquatic environment in Caloundra and to assist authorities in enforcing these laws;
- effect such Objects as may be necessary in the interests of the public, Members, surf lifesaving and the aquatic environment in Caloundra;
- 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;

- apply the property and capacity of the Club towards the fulfilment and achievement of these Objects; and
- 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 CLUB

Solely for furthering the Objects, the Club 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 2001*.

To that extent permissible by the Act and consistent with the Objects, the Club may have affiliated to it any other organisation (such as the Club's Supporters' Club) on those terms (including any term relating to the control of such organisation) as the Club in its discretion determines.

5. APPLICATION OF INCOME

5.1 The income and property of the Club shall be applied solely towards the promotion of the Objects.

5.2 Except as prescribed in this Constitution:

- (a) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.

5.3 Nothing contained in **clauses 5.1** or **5.2** shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Club whether as an employee or otherwise;
- (b) goods supplied to the Club in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Club; or
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Club; 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 Club is limited.

7. MEMBERS' CONTRIBUTIONS

Every Member undertakes to contribute to the assets of the Club in the event of it being wound up, in an amount not exceeding one dollar (\$1.00). In this **clause 7**, "Member" includes a person who was a Member within one year of the date on which the Club was wound up.

8. DISTRIBUTION OF PROPERTY ON WINDING UP

This rule will apply if the Club –

- (a) is wound up under part 10 of the Act; and
- (b) has surplus assets after satisfying clause 8.

8.1 The surplus assets must not be distributed among the members of the Club.

8.2 The surplus assets must be given or transferred to Surf Life Saving Queensland or, if that Association has ceased to exist, to another surf lifesaving body –

- (a) having objects similar to the Club's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (c) Such recipient body will be determined by the Members at or before the time of dissolution.

8.3 In this Clause – surplus assets are defined in section 92(3) of the Act.

8.4 If the Club is wound up, or its endorsement as a deductible gift recipient (DGR) is revoked (whichever occurs first), any surplus of the following assets shall be transferred to Surf Life Saving Queensland or, if that association is no longer a deductible gift recipient or has ceased to exist, to another surf lifesaving body to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- (c) money received by the organisation because of such gifts and contributions.

Such deductible gift recipient charity will be determined by the Members at or before the time of dissolution.

9. STATUS AND COMPLIANCE OF CLUB

9.1 Recognition of Club

Subject to compliance with this Constitution and the constitutions of the Branch, SLSQ and SLISA, the Club shall continue to be recognised as a Member of SLSQ and shall administer surf lifesaving activities in **Caloundra** in accordance with the Objects.

9.2 Compliance of Club

The Members acknowledge and agree the Club shall:

- (a) be or remain incorporated in Queensland;
- (b) appoint a Delegate annually to represent the Club 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 Club) 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;
- (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.

9.3 Operation of the Constitution

The Club 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 **Caloundra**.

- (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;
- (f) where the Club 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 Club; or
 - (ii) acted in a manner prejudicial to the Objects and interests of the Club and/or surf lifesaving; or
 - (iii) brought themselves, the Club, any Surf Life Saving Club or surf lifesaving into disrepute;

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

10. CLUB'S CONSTITUTION

10.1 Constitution of the Club

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;
- (c) recognising SLISA as the peak body for surf lifesaving in Australia, in accordance with the SLISA Constitution;
- (d) recognising SLSQ as the peak body for surf lifesaving in Queensland;
- (e) recognising SLISA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings; and

- (f) such other matters as are required to give full effect to the SLSQ constitution.

10.2 Operation of the SLSQ Constitution

- (a) The Club will take all steps to ensure its Constitution is in conformity with the SLSQ constitution at least to the extent set out in **clause 10.1** and in respect of those matters set out in **clause 10.1** shall ensure this Constitution is amended in conformity with future amendments made to the SLSQ constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Club shall provide to SLSQ a copy of its Constitution and all amendments to this document. The Club acknowledges and agrees that SLSQ has power to veto any provision in this Constitution which, in SLSQ's opinion, is contrary to the objects of SLSQ.

11. MEMBERS

11.1 Membership

The membership of the Club shall consist of the following Primary Categories and Sub-categories of individual membership:

JUNIOR CATEGORY

- (a) **Junior Activities Members ("Nipper")**

A Junior Activity Member shall be a person who shall be a minimum age of five (5) years up to a maximum age of thirteen (13) years and such person shall be required to gain the relevant Surf Education Certificate for that person's age group. Junior Activities Members shall not have voting or debating rights at General Meetings.

- (b) **Cadet Members**

A Cadet Member shall be a Member of the age qualification as defined in SLISA's Manuals (i.e. under 15) and, who has obtained the Surf Rescue Certificate or has passed an annual proficiency test. Cadet Members shall not have voting or debating rights at General Meetings.

ACTIVE CATEGORY

- (c) **Active Members**

An Active Member shall:

- (i) be a Bronze Medallion holder;

- (ii) Fulfil patrol and Surf Life Saving Club obligations, as provided by SLSA and this Constitution;
- (iii) qualify in an annual proficiency test unless the Member has obtained their Bronze Medallion in that season;
- (iv) have the right to be present, to debate and to vote at General Meetings.

(d) Reserve Active Members

Reserve Active Membership may be granted to Active Members who have satisfactorily completed (from the gaining of the Bronze Medallion) at least eight (8) years of patrol and Surf Life Saving Club obligations as provided by SLSA and this Constitution. Reserve Active Membership shall not be automatic but shall be granted by resolution of the Board.

- (i) Reserve Active Members shall perform a minimum number of patrol hours and further patrol duties at the discretion of the Board.¹
- (ii) Reserve Active Members shall complete the annual Skills Assessment for Proficiency with such assessment being as determined, from time to time, by the Board.
- (iii) Reserve Active Members shall have the right to be present, to debate and to vote at General Meetings.

(e) Award Members

Award Membership may be granted to persons who hold an SLSA award of one, or more, of the following qualifications :- Surf Rescue Certificate, Radio award/s, Observers Certificate, Resuscitation Certificate, Advanced Resuscitation Techniques Certificate or First Aid Certificate (or equivalent).

- (i) Such Members may be called upon to perform patrol and/or other Surf Life Saving Club obligations within the ability of their qualifications.
- (ii) Such Members shall have the right to be present, but not to debate or vote, at General Meetings.
- (iii) The Club Board, in its discretion, may grant Award Members, the right to debate and to vote at general meetings if they are undertaking lifesaving patrol duties ²; and may have voting rights where elected to office or a position which is provided with voting rights by this Constitution

COMMUNITY CATEGORY

(f) Community Members ^{3 4}

¹ Minimum to be 25 Patrol Hours. Board Resolution 16 December 2017.

² Award Members require 25 hours patrol service to be able to debate and vote at a General meeting. Board Resolution 16 December 2017.

³ Established by SLSA in July 2018. Individual clubs have the choice to offer Community Membership and the ability to decide the kind of activities that are captured under this category.

⁴ The operation of section 11.1 (f) Community Members of this Constitution is to be at the discretion of the Board and reserved for the selective admission of persons with particular skill required. Board Resolution 13 July 2019.

Community Membership may be granted to persons who wish to join the Club without the initial intention or need to participate directly in lifesaving activities.

Community Members

- (i) become part of the club and enjoy the social benefits and may be permitted to compete in club events.
- (ii) may not compete in championship or interclub events and are not qualified to patrol
- (iii) Shall not have voting rights at General Meetings.

ASSOCIATE CATEGORY

(g) Associate Members

Associate Membership may be granted to persons who may or may not hold an SLSA award

Associate Members shall not have voting rights unless elected to office or position, which is provided with voting rights by this Constitution.

(h) Probationary Members

Probationary Membership shall be the designation of any person for the time period between applying for membership and becoming a Member.

Probationary members shall not have the right to attend, debate or vote at General Meetings.

HONORARY / SERVICE CATEGORY

(i) Life Members

Life Membership of the Club may be granted to Members who have rendered distinguished or special service as provided for in this Constitution and is relevant to the Club.

Life Members shall have the right to be present, to debate, and to vote at General Meetings

(j) Long Service Members

Long Service Membership may be granted to Members who have completed ten (10) years active service or to Members who have completed eight (8) years active service plus four (4) years reserve active service, with the meaning of "reserve active service" being as determined by the Board from time to time.

Should a Member join from another Surf Life Saving Club where they are a Long Service Member then such a Member's Long Service may be recognised by the Club at the discretion of the Board ⁵.

⁵ Long Service at another Club will be recognised by the Club. Board Resolution 16 December 2017.

Such Members may be exempted from patrol obligations ⁶ and may be granted other special privileges of Membership as provided in this Constitution.

Long Service Members have the right to be present, to debate and to vote at General Meetings

(k) Honorary Members

Honorary Membership may be granted to persons who may or may not hold an SLSA award.

Honorary Members shall not have voting rights

(l) Past Active Members

Past Active Membership may be granted to persons who have held an SLSA Bronze Medallion and been an active patrol member for a total minimum period of three (3) years.

The Board may, in its discretion, grant Past Active Members the right to debate and to vote at General Meetings ⁷.

11.2 Life Members

- (a) The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club and surf lifesaving, where such service is deemed to have assisted the advancement of the Club and surf lifesaving be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) Upon life membership being conferred the person's details shall be entered in the register, and from the time of entry on the register the person shall be a Life Member.

12. SUBSCRIPTIONS AND FEES

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

13. APPLICATION

13.1 Application for Membership

⁶ Long Service Members will be required to complete 12 hours patrol service per season to gain competition status. Board Resolution 16 December 2017.

⁷ Past Active Members will not have the right to debate or vote at General Meetings. Board Resolution 16 December 2017.

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 Club; and
- (b) accompanied by the appropriate fee, if any.

13.2 Public Liability Insurance

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

13.3 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application, whether the applicant has complied with the requirements in **clause 13.1** or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Club accepts an application the applicant shall, subject to notification to SLSQ, become a Member.
- (c) Membership of the Club shall be deemed to commence upon acceptance of the application by the Club.
- (d) The Register shall be updated accordingly as soon as practicable.
- (e) If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reasons for rejection need be given and there is no right of appeal.

13.4 Re-Application

- (a) Members must re-apply for membership of the Club in accordance with the procedures set down by the Club from time to time.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

13.5 Deemed Membership

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

- (c) Any members of the Club prior to approval of this Constitution under the Act, who are not deemed Members under **clause 13.5(a)**, shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

14. REGISTER OF MEMBERS

14.1 Register

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

- (a) the full name, address, class 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 Club within one month of such change.

14.2 Inspection of Register

Having regard to confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, Director or Delegate, shall be available for inspection (but not copying) by Members, upon reasonable request.

14.3 Use of Register

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

14.4 Right of SLSQ to Register

The Club 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 Club agrees that SLSQ may utilise 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.

15. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and By-Laws, the SLSQ constitution and regulations and the SLISA constitution and regulation;

- (b) 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;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club, SLSQ and SLSA;
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of surf lifesaving as a community service in **Caloundra** and
- (e) they are entitled to all benefits, advantages, privileges and services of Club membership.

16. DISCONTINUANCE OF MEMBERSHIP

16.1 Notice of Resignation

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

16.2 Discontinuance by Breach

- (a) Membership of the Club may be discontinued by the Board if the Member:
 - i) is convicted of an indictable offence;
 - ii) is in breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee; or
 - iii) conducts themselves in a way considered to be injurious or prejudicial to the Objects, character or interests of the Club.
- (b) Membership shall not be discontinued by the Board under **clause 16.2(a)** without the Board first giving the relevant Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member's membership is discontinued by the Board under **clause 16.2(a)**, the Club shall give written notice of the discontinuance to the Member.

16.3 Failure to Re-Apply

If a Member has not re-applied for Membership with the Club within one month of reapplication falling due, that Member's membership will be deemed to have lapsed from

that time. The Register shall be amended to reflect any lapse of membership under this **clause 16.3** as soon as practicable.

16.4 Member to Re-Apply

A Member whose membership has been discontinued or has lapsed:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution;
and
- (b) may be re-admitted at the discretion of the Board.

16.5 Forfeiture of Rights

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

16.6 Membership may be Reinstated

Membership which has been discontinued under this **clause 16** may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

16.7 Refund of Membership Fees

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

17. GRIEVANCES, JUDICIAL AND DISCIPLINE

The Club adopts the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time. These shall be replicated in the By-Laws but cannot be amended from the SLSA Regulations without the prior written approval of SLSQ and SLSA.

18. ANNUAL GENERAL MEETING

An Annual General Meeting of the Club shall be held in accordance with the provisions of the Act and 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 one (1) week prior to that of the Branch.

19. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given in accordance with **clause 36** to every Member entitled to vote at the Meeting, at the address appearing in the Register kept by the Club. The auditor and Directors and SLSQ 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 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 21 days' notice of a General Meeting shall be given to those Members entitled to vote at the Meeting, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members.

20. 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 SLSA;
 - (v) any motion to formalise the affiliation of any organisation (including the Club's Supporters' Club) with the Club; and
 - (vi) the appointment of the auditors for the present financial year
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in **clause 20(a)** shall be special business.
- (c) No business other than that provided on the notice shall be transacted at such a General Meeting.

- (d) General Business and General Business without notice may be included in the agenda and discussed at the discretion of the chairman of the Meeting.

21. NOTICES OF MOTION

Members shall be entitled to 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

22. GENERAL MEETINGS

22.1 General Meetings May be Held

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

22.2 Requisition of General Meetings

- (a) The Secretary shall on the requisition in writing of 50% of voting Members convene a General Meeting.
- (b) The requisition for a General Meeting shall state the object(s) of the meeting shall be signed by the Members making the requisition and be sent to the Club. 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 General Meeting to be held within one month after the date on which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a General Meeting to be held not later than three months after that date.
- (d) A 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.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 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 Members who are present and entitled to vote that equate to twice the number of current Directors plus one (1).

23.2 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 Members shall appoint one of the Directors to preside as chairman for that meeting only.

23.3 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 in 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.
- (d) Except as provided in **clause 23.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 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.

23.5 Recording of Determinations

Unless a poll is demanded under **clause 23.4**, 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 Club shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

23.6 Where Poll Demanded

If a poll is duly demanded under **clause 23.4** it shall be taken in such 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.

23.7 Use of technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that, in the opinion of the chairman, 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 as permitted under clause 23.7(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

24. VOTING AT GENERAL MEETINGS

24.1 Members entitled to Vote

Each Member who is at least 15 years of age and entitled to vote as set out in **clause 11.1** shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by that Member.

24.2 Casting Vote

Where voting at General Meetings is equal, the chairman may exercise a casting vote.

25. PROXY AND POSTAL VOTING

- (a) Proxy voting shall not be permitted at any General Meeting.
- (b) Unless otherwise determined by the Board there shall be no postal voting. If the Board determines that a matter be decided by postal vote it shall also determine the process by which such postal vote is undertaken.

26. EXISTING DIRECTORS

The members of the governing or managing body (by whatever name called) of the Club 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.

27. POWERS OF THE BOARD

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

28. COMPOSITION OF THE BOARD

28.1 Composition of the Board

All of the members of the Board must be Members and the Board shall comprise seven Directors, namely :-

- (a) the President;
- (b) the Deputy President
- (c) the Treasurer;
- (d) the Secretary; and
- (e) 3 other Directors;

28.2 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.

28.3 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.

28.4 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 Constitution.
- (b) The Club must advise the Branch in writing of its Delegate.

29. ELECTION OF DIRECTORS

29.1 Nominations of Candidates

- (a) Nominations for candidates to be elected to the Board shall be called for by the Club forty-two days prior to the Annual General Meeting.
- (b) When calling for nominations the Club 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 as determined by the Board from time to time.
- (c) Directors must be voting members of the Club; save that at the discretion of the Board a maximum of 2 ordinary directors may be drawn from the non-voting member sub-categories. A director elected from a non-voting sub-category shall be endowed with the right to attend, debate and vote at General Meetings of the Club for their term of office.
- (d) Nominations of candidates for election as Directors (including the President) shall be:
 - (i) made in writing, signed by two voting Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Club not less than 30 days before the date fixed for the holding of the Annual General Meeting, and
 - (iii) the Club shall send the nominations to the Members entitled to receive notice under this Constitution together with the agenda for that General Meeting.
- (e) If insufficient nominations are received to fill all available vacancies on the Board the candidates nominated shall, subject to a secret ballot by the Members confirming their election, be declared elected by the chairman, and be deemed to be elected.
- (f) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to a secret ballot by the Members confirming their election, be declared elected by the chairman and be deemed to be elected.

- (g) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.

29.2 Voting procedures

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

29.3 Term of Office of Directors

A Director shall be elected in accordance with this Constitution for a term of two years; and shall hold office from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the second following Annual General Meeting. Directors may be re-elected if they remain eligible.

The Term of Office of the President, Secretary and two Directors will commence at the conclusion of Annual General Meetings held in even-numbered years; and the Term of Office of the Deputy-President, Treasurer and one Director will commence at the conclusion of Annual General Meetings held in odd-numbered years.

30. VACANCIES OF DIRECTORS

30.1 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 his creditors generally;
- (c) 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;
- (d) resigns his office in writing to the Club;
- (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 Club;
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his 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); or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

30.2 Remaining Directors May Act

In the event of a vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a 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.

30.3 Casual Vacancy

In the event of a vacancy in the office of any Director, the Board may appoint a Member whom the Board in its discretion deems to be suitably qualified 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.

30.4 No right of appeal

A Director has no right of appeal against removal from office under this **clause 30**.

31. MEETINGS OF THE BOARD

31.1 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.

31.2 Decisions of 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 shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.

31.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Directors for the time being present in Australia 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) in the opinion of the chairman, 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) in the event that a failure in communications prevents **clause 31.3(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 clause to be held then the meeting shall be suspended until **clause 31.3(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.

31.4 Quorum

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

31.5 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.

31.6 Conflict of Interest

A Director shall declare his interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise and shall unless otherwise determined by the Board absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of uncertainty as to whether it is necessary for a Director to absent himself from discussion or refrain from voting, the issue should be immediately

determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred. All disclosed interests must be submitted to the Annual General Meeting in accordance with the Act.

32. DELEGATIONS

32.1 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.

32.2 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 Club in General Meeting.

32.3 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.

32.4 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 31**. The entity exercising delegated powers shall make decisions in accordance with the Objects and shall promptly provide the Club with details of all material decisions and shall provide any other reports, minutes and information as the Club may require from time to time.

32.5 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.

32.6 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 any person under this clause.

33. BY-LAWS

33.1 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 Club, the advancement of the Objects and surf lifesaving in **Caloundra** 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 and in the event of any inconsistency the inconsistent provisions shall be ineffective and the By-Laws shall continue to have effect but only to the extent as if the inconsistent provisions had been deleted.

33.2 By-Laws Binding

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

33.3 By-Laws Deemed Applicable

All clauses, rules, by-laws and regulations of the Club 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.

33.4 Notices Binding on Members

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

34. FUNDS, RECORDS AND ACCOUNTS

34.1 Source of Funds

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

34.2 Club to Keep Records

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

34.3 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.

34.4 Club to Retain Records

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

34.5 Board to Submit Accounts

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

34.6 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.

34.7 Accounts to be sent to Members

The Board shall cause to be sent 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 or shall give notice to such persons of the availability of such material on the Club's website and/or noticeboard.

34.8 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, Deputy-President, Secretary, Treasurer or other Board member authorised for this purpose 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.

34.9 Members' Access to books, minutes and other documents

- (a) Members of the Club may apply to the Board to access the financial records, books, securities and other relevant documents of the Club. 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 of the Club may request to access the Minutes of Board Meetings. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request.

35. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Club in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001 (Cth)* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Club in General Meeting.
- (b) The accounts of the Club shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

36. NOTICE

36.1 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 facsimile transmission or where available, by electronic mail, to the recipient's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days (not including any Saturday, Sunday or Public Holiday in Caloundra) after posting.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

36.2 Notice of General Meeting

Notice of every General Meeting shall be given in any manner authorised in this Constitution.

37. SEAL

37.1 Safe Custody of Seal

The Board shall provide for safe custody of the Seal.

37.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two Directors.

38. ALTERATION OF CONSTITUTION

The Constitution of the Club shall not be altered except by Special Resolution in accordance with the Act.

39. INDEMNITY

39.1 Directors to be indemnified

Every Director of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him in his capacity as Director, 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, granted to him by a Court.

39.2 Club to Indemnify Directors

The Club shall indemnify its Directors, against all damages and costs (including legal costs) for which any such Director may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made whilst acting on behalf of and with the authority, express or implied of the Club.

40. DISSOLUTION

Subject to **clauses 6 and 7**, the Club may be wound up in accordance with the Act.

CERTIFICATION

Verified as a true and correct copy

President



[signed]

James Chisholm
[name]

24 July 2019

Secretary



[signed]

Stephen Maitland
[name]

24 July 2019

VERSION CONTROL REGISTER

Version number	Date approved	Minutes Reference
	16 October 1984	Registration as an Incorporated Association
3.1	April 2015	Management Committee
3.1	June 2015	Special General Meeting
3.1	2016	Approval by Office of Fair Trading
3.1	16 Dec 2017	Footnotes added for Board delegations
3.2	30 June 2018	Annual General Meeting
3.2	19 Jul 2018	Approval by Office of Fair Trading
3.3	30 June 2019	Annual General Meeting
3.3	17 July 2019	Approval by Office of Fair Trading