



Revised May 2014

**SURF LIFE SAVING LAKES ENTRANCE
INCORPORATED**

A0001872D

CONSTITUTION

Constitution based on Life Saving Victoria template provided to Victorian clubs

SURF LIFE SAVING



LAKES ENTRANCE
Inc

The Constitution of Surf Life Saving Lakes Entrance was ratified by a quorum of members who

Attended the Special General Meeting held on this Day of

In the year of

President: (print)..... (Date)

(Sign).....

Secretary: (print)..... (Date).....

(Sign).....

Treasurer: (print)..... (Date).....

(Sign).....

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ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)
CONSTITUTION
Of
SURF LIFE SAVING LAKES ENTRANCE INCORPORATED

This document complies with the Associations Incorporation Reform Act 2012 (VIC), the Associations Incorporated Reform Regulations 2012 (VIC), the constitutions, model rules and Policy statements of Life Saving Victoria (LSV) and Surf Life Saving Australia (SLSA).

1. 1. NAME AND LOCATION OF ASSOCIATION

The name of the Incorporated Association is **Surf Life Saving Lakes Entrance Incorporated (SLSLE Inc.)** and will be referred in this constitution as the “**Association**”. This Association shall incorporate under the Act and shall remain incorporated. The Associations official location is **426A Main Beach Walk, Lakes Entrance in the state of Victoria.**

2. OBJECTS OF ASSOCIATION

The association is a charitable community service based institution. The objects for which the association is established are to:

- (a) Participate as an affiliated surf lifesaving club member of Life Saving Victoria (“LSV”) and Surf Life Saving Australia (“SLSA”) through lifesaving, with a primary focus of the provision of patrolling activities for the preservation of human life in the aquatic environment.
- (b) Provide for the conduct, encouragement, promotion and administration of surf lifesaving in the Lakes Entrance beach area within the Shire of East Gippsland, Victoria.
- (c) Ensure the maintenance and enhancement of the association, LSV, SLSA, and lifesaving in general, including its standards, quality and reputation, for the benefit of the associations’ members and the lifesaving movement.
- (d) At all times promote mutual trust and confidence between the association members, LSV, SLSA, other lifesaving clubs and the members in pursuit of these objects.
- (e) At all times act on behalf of and in the interest of the SLSLE members and surf lifesaving in general, including the promotion of health and safety amongst the associations’ members.
- (f) Promote the economic and community service success, strength and stability of the association, LSV, SLSA and lifesaving in general.
- (g) Affiliate and otherwise liaise with LSV and SLSA in the pursuit of these objects and the objects of lifesaving.
- (h) Conduct, encourage, and promote advance and control lifesaving activities in Lakes Entrance and surround.
- (i) Actively participate in LSV and SLSLA sponsored research, education and development programs for improvements in methods of lifesaving and lifesaving

equipment, including ways to improve and safeguard the use of the aquatic environment.

- (j) Use and protect the Intellectual property of the association, Life Saving Victoria and Surf Life Saving Australia.
- (k) Promote the involvement and influence of lifesaving standards, techniques, awards and education with bodies involved in surf lifesaving.
- (l) Strive for local, state and federal governmental, commercial and public recognition of the association as the authority on aquatic safety and management within the Lakes Entrance area.
- (m) Promulgate, and secure uniformity in, such rules as may be necessary for the management and control of lifesaving and related activities.
- (n) further develop lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage assessments, competitions, displays and other activities including the issuing of badges, medallions and certificates and award trophies to successful association members.
- (o) Review and/or determine any matters relating to lifesaving which may arise, or be referred to it, by any member.
- (p) Pursue through it or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of lifesaving within the Lakes Entrance area.
- (q) adopt and implement appropriate LSV and SLSLA policies including, sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in lifesaving.
- (r) Represent the interests of its members and of lifesaving generally in any appropriate forum in Lakes Entrance.
- (s) Have regard to the public interest and safety in its operations.
- (t) Ensure that environmental considerations are taken into account in all lifesaving and related activities conducted by the association. This includes where appropriate, liaising with local and state government environmental departments / officers.
- (u) Encourage members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in lifesaving competition and to award trophies and rewards to successful competitors.
- (v) Encourage and promote the non-use / banning of performance enhancing drugs in all lifesaving activities including competitions.
- (w) Establish, grant and support awards to members and others, in honourable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time, performed in the course of lifesaving and other distinguished services and acts.

- (x) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds works or conveniences which may seem calculated directly or indirectly to advance the associations interests.
- (y) Promote uniformity of laws for the control and regulation of the aquatic environment in Lakes Entrance and surround and to assist authorities in enforcing these laws.
- (z) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements, or property real and personal. This includes any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the association.

3. 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 an incorporated company as set out under the ***Associations Incorporations Reform Act 2012 and the Taxation Act.***

4. 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 **rules 4.1 or 4.2** shall prevent payment in good faith of or to any member for:
 - i. Any lifesaving / administrative 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.
 - 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.

5. LIABILITY OF MEMBERS

The liability of the members of the association is limited.

6. MEMBER'S CONTRIBUTIONS

(a) Every member of the association undertakes to contribute to the assets of the association in the event of it being wound up while the 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 it ceases to be a member and the costs, charges and expenses of winding up the association, such an amount not exceeding one dollar (\$1.00).

(b) Every member is only entitled to participate in activities sanctioned by the association, LSV, SLSLA and use the equipment owned by the association whilst they maintain membership currency through the payment of an annual membership fee.

7. DISTRIBUTION OF PROPERTY ON WINDING UP

(a) If upon winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the members but shall be given or transferred to some registered or exempt charity, having objects similar to the objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association by this constitution.

(b) Assets belonging to the association that are used solely and specifically for the application of surf lifesaving, shall be given and transferred to Life Saving Victoria for distribution to other affiliated clubs as they see fit. Such registered or exempt charity will be determined by the members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

8. DEFINITIONS AND INTERPRETATION

8.1 Definitions

In this Constitution unless the contrary intention appears:

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

“**Annual General Meeting**” means an annual meeting of the directors, the board and the association’s members convened in accordance with **rule 22**. In this constitution it will be referred to as an **AGM**.

“**Association**” means **SURF LIFE SAVING LAKES ENTRANCE INCORPORATED**. The associations initials are **SLSLE Inc**.

“**Board**” means the elected committee members and board managing the association including its’ directors, **rule 26.1 (a) & (b)**, and collectively form a general “committee” of management.

In the Act the term “board” is commonly referred to in documents on governance.

“**By Laws**” means any **By-Laws** developed by the Board under **rule 31** and maintained as additional **By-Law** documents.

“Committee” in general means the governing body of the association, elected annually by association members at the Annual General Meeting.

The general committee shall include:

The Directors (executive), Male and Female Junior, Club Captain, Delegate, Registrar, Gear Steward, Board & Ski Captain, IRB Captain, 4WD, Captain, Radio Officer, First Aid Officer, Coaching & Training Officer, OH&S and Technology Officer, Competition Manager, Youth Coordinator/s, Nipper Coordinator/s, Members Delegate X2 (male and female), Publicity Officer, Bar Manager, Function Coordinator, Cultural Liaison Officer s.

“Constitution” means this the constitution of the this association as amended from time to time, in accordance with **rule 36**.

“Delegate” means the person appointed from time to time to act for and on behalf of the association and to attend, debate and where required vote as directed by the board at meetings of LSV.

“Director” (of the board) means the members who collectively, form an executive committee of the association.

The executive committee includes the President, Secretary, Treasurer, Club Captain, Chief Instructor, Boat Captain, Emergency Services Officer and their elected deputies where applicable.

In addition a director includes all life members of the association under **rule 11.3(d)**.

“Financial Year” The financial year of the association is each period of 12 months and not exceeding 18 months ending the 31st of March

“Foundation” means the foundation trust fund administered by the association under **rule 42**, formally known as the **SLSLE FOUNDATION PTY.LTD**.

“General Meeting” means a general all / any meeting/s of the associations’ board, directors and members, and includes a special general meeting or annual general meeting.

“He, him, his” means a reference to any member of the association regardless of age, race, gender or cultural group. The reference is used for ease of description only.

“Individual Member” means a registered member of the association and can only include junior (*“Nipper”*) members, cadet members, active members, reserve active members, long service members, award members, associated members, honorary members, social members, life members, and life governors 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) or service marks (whether registered or registrable) relating to the association or any championship, competition, series or event or lifesaving activity of or conducted, promoted or administered by the association.

“Life Member” means an individual appointed as a Life Member of the association under **rule 11.3(b)**.

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

“**LSV**” means Life Saving Victoria, the body recognised by SLSLA as responsible for administering lifesaving services in Victoria.

“**Member**” means any person recognized as a member of the association by the board in accordance with **rule 11.2**

“**Objects**” means the objects of the association under **rule 2**.

“**Patron**” a person or persons who may or may not be a member of the association that has provided loyalty and commitment for the betterment of the association in an effort to achieve our objectives **rule 11.5**

“**President**” means the elected president for the time being of the association, appointed in accordance with **rule 27.(d)**.

“**Register**” means the register of the association’s members kept in accordance with **rule 14**, and the Act.

“**Relevant Documents**” means the records and other documents however recorded, compiled or stored that relate to the association and the management of the association and This includes and is not limited to membership records, financial statements, financial records, records relating to transactions, dealings of business or property of the association.

“**Remuneration**” means any fees or monies provided to a member or group of members by the association as assistance for participation in surf lifesaving activities as recognized by LSV and SLSA. Remuneration does not imply a taxable income.

“**Rules**” means number that appears in the left hand column of this document and are referred to as rules of the association.

“**Seal**” means the common seal of the association and includes any official seal of the association.

“**SLSLA**” means Surf Life Saving Australia Limited.

“**Special General Meeting**” means an additional meeting with a specific purpose and agenda, convened by the director/s and / or the board and /or the members in accordance with **rule 23**.

“**Special Resolution**” means a resolution passed in accordance with the Act and under the rules set out within this constitution.

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

“**Subscriptions**” means the annual fees or part thereof payable by each category of member as determined by the board in accordance with **rule 12**.

8.2 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 importing the singular include the plural and vice versa.
- (d) words importing any gender include all genders.
- (e) references to persons include corporations and bodies politic.
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person.
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail with the exception of texts, and social media communication sites such as 'Facebook' 'twitter' 'instagram' or the such like.
- (i) a reference to a rule, regulation, schedule or annexure is to a rule, regulation or annexure of, or made under this constitution.
- (j) 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 previous provision of the Act.

8.3 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.

8.4 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.

8.5 Sole Purpose

The Association is established solely for the objects.

8.6 Model Rules

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

8.7 Enforceability

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

9. STATUS AND COMPLIANCE OF ASSOCIATION

9.1 Recognition of Association

Subject to compliance with this constitution, the LSV constitution, and SLSA constitution, the association shall continue to be recognised as a member of LSV and shall administer lifesaving activities in **Lakes Entrance** and surrounds in accordance with the objects.

9.2 Compliance of Association

The Members acknowledge and agree the association shall:

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

9.3 Operation of Constitution

The association and the members acknowledge and agree:

- (a) that they are bound by this constitution and that this constitution, operates to create uniformity in the way in which the objects and lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout **Lakes Entrance** and surrounds.
- (b) to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for the benefit of the members and lifesaving.
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of lifesaving and its maintenance and enhancement.
- (d) to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects.
- (e) to act in the interests of lifesaving and the members.

- (f) where the association considers or is advised that a member has allegedly:
- (i) breached, failed, refused or neglected to comply with a provision of this constitution, the **By-Laws**, or any resolution or determination of the association;
or
 - (ii) acted in a manner prejudicial to the objects and interests of the association and/or lifesaving; or
 - (iii) brought the association, any Life Saving Club or 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 in line with the procedures set out in **rule 17** and the associated **By-Laws**.

10. ASSOCIATION'S CONSTITUTION

10.1 Constitution of the Association

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

- (a) the objects of LSV.
- (b) the structure and membership categories of LSV.
- (c) recognising SLSA as the national peak body for lifesaving in Australia, in accordance with the SLSA constitution.
- (d) recognising LSV as the peak body for lifesaving in Victoria.
- (e) recognising LSV and / or SLSA as the final arbiter on matters pertaining to lifesaving in Australia, including disciplinary proceedings.
- (f) such other matters as are required to give full effect to the LSV constitution.
- (g) and with such incidental variations as are necessary having regard to the Act.

10.2 Operation of the LSV Constitution

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

11. MEMBERSHIP OF THE ASSOCIATION

11.1 Minimum Number of Members

The association must have at least eight (8) members.

11.2 Categories of Members and Voting Rights

The Members of the association shall consist of:

- (a) **Life Members:** who are elected under this constitution **rule 11.3(b)**, shall have the right to be present, debate and to vote at all meetings conducted by the association.
- (b) **Life Governors:** who are elected under this constitution **rule 11.3(b)**, shall have the right to be present, debate and to vote at all meetings conducted by the association.
- (c) **Patrons:** who are appointed under this constitution have the right to be present at general meetings and the AGM however they have no right to vote unless they hold a board position.
- (d) **Active Members:** over 15 years of age from October 1st, who have qualified for the Bronze Medallion of SLSLA, shall have the right to be present, debate and to vote at all meetings conducted by the association.
- (e) **Cadet Members:** between the ages of 13 (from October 1st) and 15 years, who have qualified for the Surf Resuscitation Certificate of SLSLA, shall have the right to be present and debate at the general meetings or AGM, however they have no right to vote at general meetings or the AGM.
- (f) **Active Reserve Members:** over 15 years of age who are unable to continue to carry out rostered beach patrol duties and have;
 - (i) maintained a minimum of 8 continuous membership years as an active member or,
 - (ii) through long term illness, place of residence or other reason/s satisfactory to the committee.

Active Reserve Members shall have the right to be present, debate and to vote at all meetings conducted by the association...

(g) **Junior Members (Nipper):** between the ages of 7 (from October 1st) and 13 years shall have the right to be present but no right to debate or vote at the associations' general meetings or the AGM.

(h) **Associate Members:** over 15 years of age (from October 1st) shall have a right to be present and debate at general meetings and the AGM. Associate members shall have the right to vote at the AGM however, they have no right to vote at a general meeting.

Associate members are eligible for election as board members however, they cannot nominate and/or stand in the following positions:

Club Captain/s, Vice Club Captain/s, Chief Instructor, Boat Captain, Gear Steward, Board & Ski Captain, IRB Captain, and Coaching & Training Officer.

(i) Honorary Membership: is granted by the associations' directors and board to any person over 18 years of age who in the boards' view, will provide a specific and specialist service to the benefit of the association's members.

For example, medical officer, auditor, solicitor, building architect.

Honorary members shall have the right to be present and debate at general meetings and the AGM. Honorary members have no right to vote at the general meetings or AGM.

11.3 Life Members

(a) The board may recommend to the AGM that Life Membership or Honorary Life Membership be given to any association member who has

- (i)** Delivered a minimum of 10 years distinguished service to the association and lifesaving and/or,
- (ii)** Rendered special service to the association and/or,
- (iii)** Become incapacitated in the course of his life saving duties.

(b) A **Special Resolution** to confer life membership on the recommendation of the board must be passed by a majority of not less than 75% of the members voting at an Annual General Meeting of the association.

(c) All life members of the association shall be exempt from all subscriptions, his name shall be listed in every annual report of the association and the association shall pay his dues such as capitation, levied in respect of him.

(d) All life members shall have, at their request, automatic inclusion as a director of the board and will have the right to attend any / all meetings conducted by the association. Attendance shall be at the sole discretion of the life member.

11.4 Life Governorship

(a) A Life Member or Honorary Life Member who has held this title for five (5) years, has rendered exceptional service to the association and lifesaving in general, may be nominated for Life Governorship of the association provided that the same election procedure is adopted as for election to life membership. **rule 11.3(b)**

(b) The total number of Life Governors shall not exceed twenty-five per cent of the total number of life members.

11.5 Patrons

The board may recommend to the AGM that a Patron or Patrons be nominated provided that the same election procedure is adopted as for the election to life membership or life governorship **rule 11.3(b)**

Patrons of the association are to be reviewed at each AGM.

12. MEMBERSHIP SUBSCRIPTION AND FEES

(a) The directors of the board reserve the right to set a minimum and / maximum number of financial members for the association or, within a particular program operated by the association

(b) The annual membership subscription fees (if any) and any other fees payable by members or category of members to the association, shall be determined by the membership at the AGM of the association.

(c) In consideration of **rule 11.2** membership imbursement can be classed as single or family. Family memberships are described as one family comprising parent/s or legal guardian/s and all dependant siblings under the age of 18 years, from October 1st of each application year.

(d) The board will determine from time to time, the calendar date the annual membership subscription fees are due.

(e) The secretary and treasurer of the association will ensure that any registration / insurance fee/s owed to LSV and / or SLSLA, as a per centum of the associations' member subscription, will be paid by the calendar date as set by LSV.

(f) The board is empowered to prevent any member who's annual subscription or any other fees are in arrears, from exercising the whole or any of the rights or privileges of membership of the association including but not limited to:

(i) the right to vote at general meetings and the AGM.

(ii) the right to nominate and be elected to the associations' board at the AGM

13. MEMBERSHIP APPLICATION

13.1 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 LSV and/or SLSA and lodged with the association on an annual basis.

(b) accompanied by the appropriate application monetary fee, if applicable.

(c) include a current 'Working with Children Check (WCC)' in accordance with the **Working With Children Act, 2005 (Victoria)**, if the applicant is over the age of 18 years.

13.2 Discretion to Accept or Reject Application

(a) The Board of the association may accept, defer or reject a membership application whether the applicant has complied with the requirements in **rule 13.1** or not and shall not be required or compelled to provide any reason for such acceptance or rejection. LSV shall be notified of any application rejection including reason/s given.

(b) It is a requirement of LSV and SLSA that all association members over the age of 18 years, who will actively participate in activities of the association, shall have a current 'Working with Children Check (WCC)' in accordance with the Working With Children Act, 2005 (Victoria). The WCC card details provided to the associations secretary by members shall be forwarded to LSV by the secretary.

(c) If upon initial application or re-application for membership of the association there is no evidence of the applicant having a current 'Working with Children Check' as per **rule 13.2(b)** the application shall be rejected by the secretary of the association, until such time as the appropriate evidence is provided. Acceptable evidence shall be the submission to the associations' secretary of either;

- (i) copy of the applicants Working with Children Check card clearly showing the card number, expiry date and the name of the person the card is issued to.
 - (ii) a copy of an interim letter on Department of Justice (Vic) letter-head clearly detailing the applicants name, acceptance of the application and that a formal WCC card is yet to be issued.
- (d) Where the association accepts an application the applicant shall, subject to notification to LSV, become a member of the association.
- (e) Membership of the association shall be deemed to commence upon acceptance of the application by the association which, includes any fees received if applicable. The association and LSV membership 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. No reasons for rejection need be given.
- (g) Any member of the association wishing to transfer from one membership category to another shall submit to the board, a written application outlining the reason/s for the application. The board reserves the right to accept or reject the application and if accepted, charge any additional fee if applicable.
- (h) Any member who is in arrears for any reason, cannot renew his membership until such arrears have been paid. A member being in arrears shall not be entitled to attend, speak or vote at any general meeting, AGM, to use the association's premises, participate in a team or competition whatsoever.

13.3 Re-Application of Membership

- (a) Members must re-apply for membership of the association in accordance with the procedures set down by the association from time to time. Re-application must be in accordance with **rule 13.1 and rule 13.2(b) & (c)**.
- (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.
- (c) The association shall store the members personal details in a secure manner in accordance with the **Victorian- Information Privacy Act 2000**.

13.4 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) Any members of the association prior to approval of this constitution under the Act, who are not deemed members under **rule 13.4(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 association shall keep and maintain a register in which shall be entered (as a minimum):

- (a) the full name, address, class of membership, awards and date of entry of the name of each member; and
- (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.

14.2 Inspection of register

- (a) Having regard to confidentiality considerations and the **Victorian-Information Privacy Act 2000**, 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.
- (b) The board of the association has the right to reject a request by a member, to inspect the association's membership register. No reasons for the rejection need to be given.
- (c) A request to restrict access to personal details can be made by the member to the association's secretary. The secretary must remove the members' details from the register available for general inspection however, the secretary and members of the board of the association will retain the right to access personal details of all members.

14.3 Use of Register

Subject to confidentiality considerations and member privacy in accordance with the Act and the **Victorian-Information Privacy Act 2000**, the register may be used by the association to further the objects, as the board considers appropriate.

14.4 Right of LSV to Register

The association shall provide a copy of the register at a time and in a form acceptable to LSV, and shall provide regular updates of the register to LSV. The association agrees that LSV may utilise the information contained in the register and the register itself, to further the objects of LSV subject always to reasonable confidentiality considerations and the **Victorian-Information Privacy Act 2000**.

15. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this constitution constitutes a contract between each member and the association and that they are bound by this constitution and **By-Laws**, the LSV constitution and regulations and the SLSA 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 association, LSV and SLISA.

(d) the constitution and **By-Laws** are necessary and reasonable for promoting the objects and particularly the advancement and protection of lifesaving as a community service in Lakes Entrance and surround and,

(e) they are entitled to all benefits, advantages, privileges and services of association membership such that is allowable legally by age and LSV qualification.

(f) any damage to the property of the association arising from the negligence or misconduct of the member may, at the discretion of the board, be requested to financially effect the repair or replacement of the property.

(g) The board of the association reserves the right to cease operation in the delivery of any lifesaving program, with the exception of patrolling activities, if in the boards view a particular program cannot be adequately funded, staffed or participated in by members.

(h) The board reserves the right to determine any remuneration in whole, part or none paid to members or member groups to assist with fees charged by LSV or SLISA for approved competitions, courses, workshops, camps or such like.

(i) Members may by virtue of membership of the association and subject to this constitution can;

(i) Express in writing or by personal attendance, their views, opinions, concerns or complaints in respect of which they are entitled to participate in accordance with this constitution.

(ii) In absence of attendance the member must submit their writings to the secretary of the association at least two (2) days prior to the scheduled meeting in order for those writings to be tabled as general business.

(iii) Make proposals or submissions to the board for consideration.

(iv) Engage and participate in any activity approved, sponsored or recognised by the association; and

(v) Conduct any activity approved by the association.

(j) A right, privilege or obligation of a person by reason of their membership of the association is not capable of being transferred or transmitted to another person; and Terminates upon the cessation of membership whether by death, resignation or otherwise.

15.1 Liability of Members.

The liability of members of the association is limited.

16. DISCONTINUANCE OF MEMBERSHIP

16.1 Notice of Resignation

(a) 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.

(b) A member may resign or withdraw from membership of the association in order to undertake a membership with another club registered with LSV and SLSA. The member will agree to forfeit any pro-rata membership fees that have been paid to the association.

16.2 Discontinuance by Breach

(a) Membership of the association may be discontinued by the board upon breach of any clause of this constitution, including but not limited to the failure to pay any monies owed to the association, failure to comply with the **By-Laws** or any resolution or determination made or passed by the board.

(b) Membership shall not be discontinued by the board under **rule 16.2(a)** without the board first giving the accused member, the opportunity to explain the breach and / or remedy the breach. The process followed will be that described under **rule 17** and the associated by-law.

(c) Where a member fails, in the board's view, to adequately explain to remedy the breach, that member's membership shall be discontinued under **rule 16.2(a)** by the association with written notice of the discontinuance provided.

(d) Where a member's membership of the association has been discontinued by the board, the association's secretary shall notify, in writing, LSV within **7** days and the member shall forfeit any pro-rata membership fees that have been paid to the association.

16.3 Failure to Re-Apply

(a) The secretary of the association shall notify all members of the association, the calendar date the annual membership fees are due and enclose to the members, a current LSV membership application form.

(b) If a member has not re-applied for membership with the association within **30** days of re-application falling due, that member will be notified a second and final time. If the secretary of the association has not received a membership re-application within **14** days then that member's membership will be deemed to have lapsed from that time. The register shall be amended to reflect any lapse of membership as soon as practicable.

16.4 Member to Re-Apply

A Member whose membership has been discontinued or has lapsed under **rule 16.3**:

(a) must seek renewal or re-apply for membership in accordance with this constitution;

(b) may be re-admitted at the discretion of the associations' 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 association and its property and shall not use any lifesaving equipment or other property of the association including intellectual property. Any association documents, records or other property in the possession, custody or control of that member shall be returned to the association immediately.

16.6 Membership may be Reinstated

Membership which has been discontinued under **rule 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 will not be refunded on a pro-rata basis to the member upon discontinuance.

17. GRIEVANCES AND DISCIPLINE

(a) The association adopts the **Grievances and Discipline Regulations of SLSA and LSV** as amended from time to time. These shall be replicated in the grievance and discipline by-Laws of the association however, any amendments made to the SLSA and LSV regulations by the association cannot be made without the prior written approval of LSV and SLSA.

(b) If LSV or SLSA make amendments to their grievance or discipline regulations resulting in a difference of process to that of the association's grievance and discipline by-laws, then the amended regulations of LSV and SLSA will take precedence.

(c) The grievance and discipline committee will consist of the associations' board of directors and will be chaired by one vice president.

A quorum for this committee must be a minimum of **three (3)**.

The deputy president and second vice president will remain absent from the initial hearing, to replace the president and first vice president should the hearing result in an appeal by the aggrieved. The entire grievance and discipline procedure adopted by the association will be that as described in the by-laws.

(d) At the conclusion of the associations' disciplinary process as detailed in **By-Law 20** the disciplinary committee reserves the right to agree to any of the following four conclusions which will take effect immediately after the vote is passed.

- (i) Find that no disciplinary action is necessary or justified.
- (ii) The member will receive a verbal and/or written warning indicating the behaviour must cease and any action that must be undertaken.
- (iii) Suspend a members membership to the association for a given period of time.
- (iv) Terminate a members membership to the association.
- (v) Apply a suspension period that is modified and / or specific to a particular area of a surf lifesaving activity.

18. GENERAL MEETINGS

All meetings other than an **Annual General Meeting** or **Special General Meeting** shall be known as **General Meetings** and shall be conducted in accordance with this constitution.

From time to time the board may convene a **Special General Meeting** which, will be conducted in accordance with **rule 23**.

(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 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) 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. Notice may be given in any form permitted under **rule 34**.

(c) At least **7 days'** notice of a General Meeting shall be given to those members entitled to receive notice, together with:

- (i)** the agenda for the meeting.
- (ii)** any notice of motion received from members.
- (iii)** Any general business submitted by members

18.1 Use of Technology

(a) A member not physically present at a general meeting of the association may participate in the entire meeting by the use of technology, however the technology must allow that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(b) If clarity of technology is not present as per **rule 18.1(a)** then the member not physically present at the meeting will be recorded as an apology' for attendance in the minutes of the meeting

(c) A member participating in a general meeting as permitted under **rule 18.1(a)** is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

19. NOTICES OF MOTION / QUORUM

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 **7 days** (excluding receiving date and meeting date) prior to the general meeting.

19.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present.

A quorum for General Meetings shall be eight (**8**), **5** board members and **3** directors.

19.2 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 meeting shall be presided by the Deputy President and in his absence, a Vice President.

19.3 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.

If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

(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 **21 days** or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(d) Except as provided in **rule 23.2(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

20. VOTING AT GENERAL MEETINGS

20.1 Members entitled to Vote

Each member entitled to vote as set out in **rule 11.2** shall have one vote at general meetings which, subject to this constitution, shall be exercised by him/her or appointed proxy as per **rule 21**.

20.2 Casting votes

Where voting at general meetings is equal that is 50-50 the chairman may exercise a second casting vote. The chairman does not have a deliberative vote.

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.

If **75%** of the members vote in person or by proxy in favour of the confirmation of the special resolution, the resolution is then confirmed. If less than **75%** the resolution is revoked.

20.3 Recording of Determinations

Unless a poll is demanded under **rule 20.2**, 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.

20.4 Where Poll Demanded

(a) If a poll is duly demanded under **rule 20.2** 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.

(b) If a poll is duly demanded it shall be undertaken by written ballot and the results shall be collated by the associations' secretary or other member present as determined by the chairman.

21. PROXY VOTING

Proxy voting shall be permitted at any meeting however, the member casting the proxy vote must do so in hand writing and ensure the vote is received by the secretary prior to the meeting.

Alternately the absent member may cast a proxy vote via conversation (no text or email) on a mobile telephone to the secretary whilst the meeting is in progress.

The intention of a member to cast a vote by mobile phone must be provided to the secretary, in writing or via email, prior to the meeting.

22. ANNUAL GENERAL MEETING

An Annual General Meeting (AGM) of the association shall be held within **5** months after the end of the financial year in accordance with the provisions of the **Act**.

The AGM is to be held after giving **21** days notice to the membership, and no later than **4** weeks following the issuing of the externally audited financial statements to the associations treasurer, **rule 32.6**

The venue for the conduction of the AGM will be determined by the board, with a preference for the associations club facilities at **Lakes Entrance**.

22.1 The ordinary business of the associations AGM shall be to;

- (i)** confirm the minutes of the preceding AGM and of any general meeting held since that meeting.
- (ii)** receive reports from board members detailing activities over the preceding **12** months.
- (iii)** discuss any general business submitted to the secretary in accordance with **rule 19**.

22.2 The business to be transacted at the AGM includes;

- (i)** the consideration of financial accounts including the external auditors report.
- (ii)** Confirm the appointment and remuneration of external auditors in accordance with **rule 33**.
- (iii)** the election of directors and board members under this constitution in accordance with **rule 27**.
- (iv)** the motion for affiliation with LSV and the appointment and fixing of the remuneration of the associations' membership fees.

- (v) All business that is transacted at a general meeting, and also all that is transacted at an AGM, with the exception of those matters set down in **rule 22.1** shall be special business.
- (vi) No business other than that stated on the notice for the AGM shall be transacted at that meeting.
- (vii) At the AGM a quorum is attained if there a minimum of **10% of eligible voting members** in attendance. **rule 11.2**
- (viii) In accordance with **Sect 88.2 of the Act**, within **28** days after a member ceases to hold office as a member of the board, all original copies of any relevant documents must be returned to the board of the association

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 rule more than **15** months would elapse between AGMs, 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 **eight (8)** voting members or in case of the association having less than **fifty (50)** total voting members **fifty percent (50%)** of voting members convene a special general meeting.

(b) The requisition for a special general meeting shall state the object(s) of the meeting, shall be signed by the members making the requisition and be sent to the association. The requisition may consist of several documents in a like form, each signed by one or more of the members making the requisitions.

(c) If the 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.

(e) At least **21** days' notice of a Special General Meeting must be given to those who are eligible to vote under **rule 11.2**

24. EXISTING DIRECTORS

The members of the governing or managing body of the association in place immediately prior to approval of this constitution under the Act shall continue in those positions until the next AGM following such approval, and thereafter the positions of the president and other directors shall be filled, vacated and otherwise dealt with in accordance with this constitution.

25. 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.

The board's primary responsibility is one of trusteeship on behalf of its stakeholders (association members, LSV and SLSA) ensuring that the legal entity (SLSLE) remains viable and effective in the present and for the future.

The board's role includes determining the associations' strategic direction, core values and ethical framework as well as key objectives and performance measures. A key critical component of this role is the board's ultimate authority and responsibility for operational, financial and budgeting practices to ensure the achievement of strategic objectives.

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.

Subject to this Constitution and the Act, the Board:

- (i) shall control and manage the business and affairs of the Association;
- (ii) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
- (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

26. COMPOSITION AND DUTIES OF THE BOARD

26.1 Composition of the Board

(a) The Directors of the board shall comprise of

President, Secretary, Treasurer, Club Captain, Chief Instructor, Boat Captain, Emergency Services Officer and any of their elected deputies (if applicable).

The remainder of the board shall be

Vice Presidents (2), Membership Registrar, Junior Club Captains, (male and female), Youth coordinators (2 to 3) Nippers coordinators (2 to 3), Member Delegates (male and female), Delegate to LSV

Gear Steward, IRB Captain, 4WD Captain, Radio Officer, First Aid Officer,

Competition Manager, Coaching and Training Officer, Board and Ski Captain, OH&S / Technology Officer.

Publicity Officer, Function Coordinator, Bar Manager, Cultural Liaison Officer.

(b) Any life member of the association may elect to be present at any meeting of the associations' board and will have the same voting rights as a director of the board.

26.2 Duties

The association expects that each board member will execute their duties in accordance

with their title description as listed in the association's by-laws and description of position. The directors of the board reserve the right to remove a board member by special resolution from an elected position if there is a dereliction of his duties which, in the boards' view, has created a negative impact on the members and the general operation of the association. Any affected board member has the right to appeal a decision of the board in accordance to **rule 17** and associated **By-Law**.

26.3 Portfolios

If the board considers it appropriate in order to further the association's objects, it may allocate directors to specific portfolios with specific responsibilities, as determined in the discretion of the board.

26.4 Right to Co-Opt

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

26.5 Appointment of Delegate

(a) The board shall, from amongst its members, appoint a delegate to attend general meetings of LSV in accordance with the LSV Constitution.

(b) The associations' LSV delegate shall be elected for a **12** month term and be elected at the associations AGM.

The associations' secretary must advise the LSV Chief Executive Officer or other appropriate manager in writing of its elected delegate within **14** days from the conclusion of the AGM.

27. ELECTION OF DIRECTORS AND MEMBERS OF THE BOARD

(a) The first member of the board (the association's first public officer) shall be the secretary.

(b) The associations secretary must give LSV notice of their appointment within **14** days.

(c) If the position of secretary cannot be filled at the associations AGM or the position becomes vacant the board must;

(i) Become the official custodian of the seal in accordance with **rule 35.1**.

(ii) Become the custodian of all minutes of the association's meetings.

(iii) Appoint an association member to the position of secretary within **21 days** after the vacancy arises.

The board of the association shall have the right to appoint a secretary under this rule, without calling an AGM and the appointee shall have the right to act as the associations secretary until the next available AGM.

(d) Directors and board members shall be elected annually in accordance with this constitution and subject to this constitution, shall hold office from the conclusion of the AGM at which they were elected until the commencement of the next following AGM. The exception is the two Vice Presidents who are elected under **rule 27.3(d)**.

27.1 Nominations of Candidates

- (a) Nominations for candidates to be elected to the board shall be called for by the association **thirty (30)** days prior to the AGM. When calling for nominations the association shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the board from time to time.
- (b) Nominations of candidates for election of all directors and board members of the association shall be:
- (i) made in writing which includes consent by the nominee and written on the nomination form/s as distributed by the association. The nomination form must have a signed endorsement by another member of the association who is eligible to vote **rule 11.2**; and
 - (ii) delivered to the association not less than **seven (7)** days before the date fixed for the holding of the AGM. The secretary of the association shall send the nominations to the members entitled to receive notice under this constitution, together with the agenda for that AGM.
- (c) If insufficient nominations are received to fill all available vacancies on the board then the vacancies will be declared as open. These open vacancies can be filled if a later nomination is received by the associations' secretary or, an eligible member of the association nominates at the AGM and the nominee is successfully elected under **rule 20.2**.
- (d) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall, subject to declaration by the chairman, be deemed to be elected. The successful candidate will be announced to members at the AGM and not before.
- (e) 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. A secret ballot will be held in accordance with **rule 27.2**.
- (f) If no nomination has been received in writing for any position the meeting may nominate and appoint any member so nominated to that position.

27.2 Voting Procedures

The exhaustive ballot voting system is to be used to decide a single winner. Each voter casts a single vote for his or her preferred candidate. If no candidate is supported by an overall majority of votes then the candidate with the fewest votes is eliminated and a further round of voting occurs. This process is repeated for as many rounds as necessary until one candidate has a majority casting vote. A majority casting vote is deemed as greater than **50%** of those members present who are eligible to vote, **rule 11.2**.

27.3 Term of Office of Directors and Board Members

- (a) The directors and members of the board shall be elected in accordance with this constitution annually, and subject to this constitution, shall hold office from the **conclusion** of the AGM at which they were elected until the **commencement** of the next following AGM. Directors and board members may be re-elected.

(b) The associations' elected two Vice Presidents shall each serve a period of twenty four (24) months, with an election of one candidate on an even numbered year and the other on an odd numbered year.

28. VACANCIES OF DIRECTORS

28.1 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) becomes deceased.
- (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 anyway under the law relating to the Victorian Mental Health Act.
- (d) resigns his 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 his interest.
- (h) is removed by a special resolution.
- (i) has been expelled or suspended from membership (without further recourse under these rules or the LSV rules); or
- (j) would otherwise be prohibited from being a director of a corporation under the Act.

28.2 Remaining Directors Shall Act

In the event of a casual vacancy or vacancies in the office of a director or directors, the remaining directors shall act however, if the number of remaining directors is not sufficient to constitute a quorum of at least **3** 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 of **3**.

28.3 Casual Vacancy

In the event of a casual vacancy in the office of any director, the board must advertise the vacant position and may appoint a member to the vacant office in a temporary capacity up until an appointment is confirmed to the position at a general meeting.

29. MEETINGS OF THE BOARD

29.1 Board to Meet

(a) The board shall meet on at least **12** occasions 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.

(b) The secretary of the association shall maintain a record of all meetings conducted and attended by individual members of the board. A table of attendance will be presented to the president of the association for inclusion in his annual report to members at the AGM.

29.2 Decisions of Board

(a) Subject to this constitution, questions arising at any meeting of the board shall be decided by a majority of votes of those present at the meeting and a determination of a majority shall be deemed a determination of the board. All directors and board members shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.

(b) If a poll is demanded it will be conducted according to **rule 20.4**.

29.3 Resolutions not in meeting

(a) A resolution in writing, signed or assented to by letter, email or other form of visible or other electronic communication by all the directors shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the directors.

(b) Without limiting the power of the board to regulate its meetings as it thinks fit, a meeting of 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 these rules and such notice specifies that directors are not required to be present in person.
- (iii)** in the event that a failure in communications prevents **rule 29.3(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 **rule 29.3(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.

29.4 Quorum

At general meetings of the board a quorum is eight **(8)**, 5 board and 3 directors.

29.5 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.

29.6 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; and
- (ii)** must not vote on the matter.

(c) **Rule 29.6(b)** does not apply to a material personal interest that

- (i)** exists only because the director belongs to a class of persons for whose benefit the association is established; or
- (ii)** that the director has in common with all or a substantial proportion of the members.

(d) A general notice that a director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such director and the said matter.

After such general notice it is not necessary for such director to give a special notice relating to the said matter.

(e) It is the duty of the associations' president (or deputy president in his absence) to record in the minutes any declaration made or any general notice as foresaid given by a director in accordance with this rule

(f) 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.

(g) 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.

(h) 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.

(i) A general notice that a director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **rule 29.6(d)** 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.

(j) It is the duty of the association secretary to record in the minutes any declaration made or any general notice as foreshadowed given by a director in accordance with **rule 29.6(d)**

(k) 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 a director votes the vote will not be counted.

30. DELEGATIONS

30.1 Board may Delegate Functions

The board may by instrument in writing create or establish or appoint from amongst the membership, 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.

30.2 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.

30.3 Delegated Function Exercised in Accordance With Terms

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

(b) The board reserves the right to provide authority and allocated operational funds to a delegation in accordance within an agreed budget.

30.4 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 **rule 29**. The entity exercising delegated powers shall make decisions in accordance with the objects, and shall promptly provide the association with details of all material decisions and shall provide any other reports, minutes and information as the association may require from time to time.

30.5 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.

30.6 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.

30.7 Specialist Advisers

(a) The board may appoint one or more specialty advisers for the purpose of providing expert advice in specialised areas.

(b) The board shall specify the terms of reference for any specialty adviser so appointed and may from time to time vary those terms of reference.

(c) The board may terminate the appointment of a specialty adviser at any time and shall advise.

(d) The board reserves the right to approve any fees payable / owed to a specialist advisor if and when the need arises.

30.8 Patrons

The board may recommend to the AGM that a Patron or Patrons be nominated for furthering the objects of the association provided that the same election procedure is adopted as for the election to life membership or life governorship **rule 11.3(b)**

31. BY-LAWS

31.1 Board to Formulate By-Laws

(a) The board may formulate, issue, adopt, interpret and amend such **By-Laws** for the proper advancement, management and administration of the association, the advancement of the objects and lifesaving in **Lakes Entrance** and surround as it thinks necessary or desirable.

(b) The board may adopt or initiate change to a **By-Law** under **rule 31.1(a)** at any General Meeting of the association where the resolution is passed with a **75%** majority vote. Any alteration to a **By-Law** or development of new **By-Law** shall come into effect on the day of the relevant amendment.

31.2 By-Laws Binding

All **By-Laws** made under **rule 31.1(a)** shall be binding on the association and members of the association.

31.3 By-Laws Deemed Applicable

All clauses, policies, rules, **By-Laws** and regulations of the association in force at the date of the approval of this constitution insofar as such clauses, policies, 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.

31.4 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 within

seven (7) days.

32. FUNDS, RECORDS AND ACCOUNTS

32.1 Financial Duties

(a) The association must open an account with a financial institution from which all expenditure of the association is made and into which all of the associations' revenue is deposited.

(b) The board may authorise one director to expend funds on behalf of the association which, will be the associations' treasurer.

32.2 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. The associations' fundraising, sponsors and general sponsorship management are outlined in **by-law 18**. The administration of the associations' foundation is outlined in **rule 42**.

32.3 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 as appropriate at each board or general meeting. The minutes of each meeting must be signed by the president and secretary of the association, prior to archiving.

32.4 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the **Corporations Act 2001 (VIC)**, and **Taxation Act**. The books of account shall be kept in the care and control of the board.

32.5 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.

32.6 Board to Submit Accounts

The board shall submit to an accredited independent accounting auditor, all financial records and statements for general auditing in accordance to the Taxation Act, on a yearly basis at the completion of the financial year (**31st of March**).

The board shall submit to the members at the AGM, the statements of account of the association in accordance with this constitution and the Act.

32.7 Accounts Conclusive

The statements of account when approved or adopted by an AGM shall be conclusive except as regards any error discovered in them within **3 months** after such approval or adoption.

32.8 Accounts to be provided to members

The board shall cause to be provided to all members entitled to receive notice of AGMs in

accordance with this constitution, a copy of the statements of account, the board's report, the auditor's report (if any) and every other document required under the Act (if any).

32.9 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the treasurer of the association and one other duly authorised director or in such other manner as the board determines.

32.10 Treasurer to Submit Accounts

The associations elected treasurer shall submit to the board a profit, loss and expenditure statement on a monthly basis to the board's general meeting.

33. AUDITOR

(a) a properly qualified external and independent auditor or auditors shall be appointed, and the remuneration monetary charges / fees of such auditor or auditors shall be fixed by the association in at the **Annual General Meeting**. The auditor's duties shall be regulated in accordance with the Act and generally accepted principles, and/or any applicable accountancy / financial code of conduct. The auditor may be removed by the association in General Meeting.

(b) the accounts of the association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of the associations financial year.

34. NOTICE

34.1 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 member's registered address or facsimile number or electronic mail address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two days after posting.

(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

34.2 Notice of General Meeting

Notice of every general meeting shall be given in the manner authorised in this constitution.

35. SEAL

35.1 Safe Custody of Seal

- (a) The directors of the board shall provide for safe custody of the seal.
- (b) The official custodian of the seal shall be the associations' secretary.

35.2 Affixing Seal

The seal shall only be used by authority of the directors of the board and every document to which the seal is affixed shall be signed by two directors at a minimum.

36. ALTERATION OF CONSTITUTION

- (a) The constitution of the association shall not be altered except by **Special Resolution** at a **Special General Meeting** in accordance with the Act. Any alteration must be compliant with all other procedures under the Act (if any or if applicable).
- (b) In addition, there shall be no alteration or amendment to **rule 39** of this constitution without the consent of the relevant **Victorian Government Minister** or other authorised person under the Act.

37. INDEMNITY

37.1 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 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.

37.2 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.

38. DISSOLUTION

- (a) The association may be wound up voluntarily by special resolution.
- (b) In the event of the association being wound up the liability of the member shall be limited to any outstanding monies due and payable to the association, including the amount of the annual subscription payable in respect of the current financial year. No other amount shall be payable by the member.

(c) If upon winding up or dissolution there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the members but shall be given or transferred to LSV. Such transfer shall be determined by the members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or any other court as may have or acquire jurisdiction in the matter.

39. AUTHORITY TO TRADE

The association is authorised to trade in accordance with the Act.

40. LIQUOR LICENCE OBLIGATIONS

40.1 Management

The associations' bar facilities, liquor sales and storage is to be managed by a bar manager, elected by the members at the AGM. A member of the association cannot be nominated for election as the bar manager, if he does not meet the requirements of the associations liquor licence, **Liquor Control Reform Act 1998-Victoria**, in the first instance.

40.2 Payments

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

40.3 Guests

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

- (a) a guest in the company of an adult member of the association; or
- (b) a guest who is part of a group of person/s who have hired the associations premises for a private function which, includes the association members' opening and managing the bar facilities in accordance with associations' liquor licence conditions.

40.4 License

- (a) The general management of the associations' bar facilities, liquor storage and sales must be conducted in accordance with the conditions set out in the associations liquor licence.
- (b) The liquor licence including any listed specific conditions, must remain on display for public viewing within the bar facility of the association at all times.

41. ASSOCIATIONS COLORS, UNIFORM, INSIGNIA AND EMBLEMS

The association's badges, jackets and blazers can only be ordered and purchased from the association's secretary. Official items of apparel such as club jumpers, tracksuits, boat crew jackets, special team blazers, etc., may only be worn with the authorisation of the board. March past and other competition costumes, badges and caps bearing the associations' colours shall remain at all times the intellectual property of the association and unauthorised use is prohibited.

41.1 Colours

The association's official colours are pale blue, white and black. The association's official insignia is a belt and reel with the reel handle indicated on the left hand side and a portion of the belt / line laid out in front of the reel. The association's competition cap is to be worn by all competing members at any competition sanctioned by LSV and SLSA. The colours of the cap will consist of;

- A central white band (front to back) of **30mm** in width.
- A single, **10mm** black stripe adjacent and parallel to both sides of the white band.
- The remainder of the cap will be pale blue.

41.2 Club Badges

The associations' club badge on items of clothing will be shown as;

- **Blazer Pockets** - a pale blue and white surf reel, with white belt laid and "**SURF LIFE SAVING**" in white above the reel, and "**LAKES ENTRANCE**" in white below the reel.
- **Costume and Jacket**- As above except that whole is in blue silk on a white ground, plus a red outline of a heart shaped shield encircling.
- **Blazer**- The club blazer shall consist of a black blazer. Any pocket is to have a badge embroidered as described for the blazer pocket above.

With approval granted by the board the association may develop other items of clothing for members (e.g. rash tops, hats, bathers, windcheaters) to wear from time to time. These items of clothing must identify the association, be created in the associations colours and if possible, identify the associations official reel insignia.

41.3 Honour Blazer

If any senior member of the association has qualified in any one or more of the following four conditions, the directors of the board may pass a resolution to give that member the right to wear an **Honour Blazer**.

- (a) Obtained a Gold Medal in a **Surf Life Saving of Australia, National Title**.
- (b) Recognition for special distinction, and outstanding service to **Surf Life Saving Lakes Entrance**, and lifesaving in general.
- (c) Having received a meritorious award from **Surf Life Saving of Australia**.
- (d) Having held a directorship of the board for five years, not necessarily consecutively, with special distinction to the satisfaction of the association's AGM.

The Honour Blazer shall be a black blazer with a pocket badge / emblem in the same format as described for the association's blazer however, the following changes and additions will occur.

- (a) The insignia shall be reduced to a third of the size.
- (b) The insignia shall be surrounded by a laurel wreath worked in silver thread.
- (c) A simple descriptive reason and dates indicating the conditions under which the

blazer was won shall be indicated.

(d) All numbering and letters will be a maximum of 12mm in height. **Surf Life Saving of Australia** National or State Titles may be worn on the association's **Honour Blazer** in addition to the above emblem.

42. ASSOCIATIONS FOUNDATION

The association owns, operates and manages a foundation titled the **SLSLE FOUNDATION PTY LTD** herein known as the "**Foundation**".

The Foundation of the association is controlled by a corporate trustee with three directors.

The trust company directors are the associations' **President, Treasurer** and **Secretary**.

A full description of the foundations' establishment, limitations, auditing and disclosure details is available for members to peruse provided that:

- (i) A written request is given to the Treasurer of the association.
- (ii) The request is approved by all three Foundation Directors.

42.1 Foundations Investments

At the discretion of the associations' board of directors including the unanimous agreement of the Foundation directors, any investments gained from the Foundations' principle capital maybe allocated to the following;

- (i) Re-investment to any investment or securities authorised by the law for the time being, of the commonwealth of Australia or any state or territory thereof for the investment of trust money with power to vary or transpose those investments or securities from time to time and at any time.
- (ii) Investment in any stocks, shares or managed funds listed in the ASX top 50 performing companies.
- (iii) The purchase of land of any tenure or any right or interest in upon or in relation to land in the Commonwealth of Australia.
- (iv) The associations' general revenue in order to achieve an "**object of the association**" as described in **rule 2**.

42.2 Investment Non Agreement

If in the event that agreement cannot be reached as described in **rule 42.1** then the investment described in **rule 42.1** must be re-invested in the Foundation Principle Capital until an agreement can be reached.

42.3 Foundation Governance

(e) Any assets purchased from the directors of the trustee company (the foundation) are prohibited.

(f) Any variation of the Foundation Investment Strategy must have approval from the board of the association which includes the three directors of the Foundation.

(g) Except for an investment or security in accordance herewith no part of the capital or income of the Foundation Trust may be lent to or deposited with any person.

END OF DOCUMENT