



CONSTITUTION

FINGAL BEACH SURF LIFE SAVING CLUB INCORPORATED

(Adopted by Special Resolution at the Special General Meeting held on 12 July 2026)

ABN: 80 879 052 334 | Incorporation No.: Y0254740

Previous Constitution	19 February 2023
This Amendment	Adopted by Special Resolution at the Special General Meeting on 12 July 2026
Jurisdiction	New South Wales, Australia
Effective Date	12 July 2026 (on adoption by Special Resolution). Takes legal effect on registration with NSW Fair Trading (AIA 2009 (NSW) s.10 / s.14).

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1. NAME

The name of the incorporated association is Fingal Beach Surf Life Saving Club Incorporated (Club).

2. INCORPORATION

The Club is incorporated under the Associations Act and shall remain incorporated.

3. OBJECTS OF CLUB

Fingal Beach Surf Life Saving Club is a charitable organisation which is established solely to be, and to continue as, a charity. The Club's object is to pursue the following charitable purposes (Objects):

- (a) participate as a member of Hunter Surf Life Saving (HSLs), Surf Life Saving New South Wales (SLSNSW) and Surf Life Saving Australia Limited (SLSA) through and by which surf lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) conduct, encourage, promote and administer surf lifesaving and the Club as a beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community in Port Stephens, NSW;
- (c) at all times promote mutual trust and confidence within the Club in pursuit of these Objects;
- (d) promote the economic, community and emergency service success, strength and stability of the Club;
- (e) affiliate and otherwise liaise with HSLs, SLSNSW and SLSA in the pursuit of these Objects;
- (f) conduct, encourage, promote and advance the relief of human distress in the aquatic environment through and by the application and provision of lifesaving standards, equipment, techniques and awards;
- (g) conduct, encourage, promote and advance aquatic safety and management and the protection and preservation of life in the aquatic environment in Port Stephens, NSW;
- (h) use and protect the Intellectual Property in pursuit of these Objects;
- (i) apply the property and capacity of the Club solely towards the fulfilment of these Objects;
- (j) conduct, encourage, promote and advance education and research in, surf lifesaving standards, equipment, techniques and awards to improve and safeguard the use of the aquatic environment and the protection and safety of the community;
- (k) have regard to the public safety and protection and the public interest in its operations;
- (l) ensure that promotion and protection of the aquatic environment in Port Stephens, NSW, are considered in all activities conducted by the Club;
- (m) promote the health, safety and protection of the public and all users of the aquatic environment in Port Stephens NSW;
- (n) establish, grant and support awards in honourable public recognition of meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of promoting the health, safety and protection of the public; and
- (o) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects;
- (p) generate income through commercial activities ancillary to the Club's primary charitable purposes, including but not limited to the sale of merchandise, provided that all profits from such activities are applied solely towards promoting the Objects of the Club.

4. POWERS OF CLUB

The **Club** is a body corporate under section 8 of the *Associations Incorporation Act 2009 (NSW)*. For the purpose of furthering the Objects, the **Club** has the legal capacity and powers of an individual both in and outside New South Wales, as conferred by section 19 of that Act, subject to any limitations in this Constitution.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

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

Associations Act means *Associations Incorporation Act 2009 (NSW)* and the Associations Incorporation Regulation 2022 (NSW), as amended from time to time.

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

Annual Subscription means the annual fee payable by each Member or category of Members as determined by the Board under rule 9.

Board means the body managing the Club and consisting of the Directors under rule 18.

By-Laws means any By-Laws made by the Board under rule 25.

Chair means the President or appointed Chairperson.

References to 'chairperson' throughout this Constitution have the same meaning as Chair.

Club means Fingal Beach Surf Life Saving Club Incorporated.

Committee means any committee of the Board created under rule 22 from time to time.

Constitution means this Constitution of the Club as amended from time to time.

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

Director means a Member of the Board elected under rule 19 or appointed to fill a casual vacancy under rule 20.3.

Effective Date means the date this Constitution is adopted by Special Resolution of the Club.

Financial Year means the year ending 30 April in each year.

General Meeting means the AGM or any special general meeting of the Club.

HSLS means Hunter Surf Life Saving Incorporated.

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 surf 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 rule 8.9.

Member means any person recognised as a Member of the Club under rule 8 from time to time.

Objects means the objects of the Club under rule 3.

President means the President for the time being of the Club elected under rule 19.

Public Officer means the person appointed to be the public officer of the Club under rule 23.2.

Register means the register of Members kept under rule 10.1.

Registered Charity means a registered charity under the ACNC Act.

SLSA means Surf Life Saving Australia Limited.

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

Special General Meeting or SGM means a general meeting of the Club other than an Annual General Meeting.

Special Resolution means *a special resolution passed in accordance with the Associations Act.*

SurfGuard means the national membership and Club administration database owned by SLISA.

Surf Life Saving Club means a Surf Life Saving Club which is a Member of or otherwise affiliated with SLSNSW or SLISA.

5.2 Interpretation

In this Constitution:

- (a) A reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) Words importing the singular include the plural and vice versa;
- (c) Words importing any gender include the other genders;
- (d) Headings are for convenience only and shall not be used for interpretation;
- (e) Words or expressions shall be interpreted in accordance with the provisions of the Associations Act as they vary from time to time;
- (f) References to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Associations Act has the same meaning as that provision of the Act;
- (h) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.3 Enforceability

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

6. STATUS AND COMPLIANCE OF CLUB

6.1 Recognition of Club

Subject to compliance with this Constitution, the HSLIS constitution, the SLSNSW constitution and SLSNSW Regulations, the SLISA constitution and SLISA regulations and any lifesaving or patrol services agreement between the Club and SLSNSW, the Club may continue to be recognised by HSLIS and SLSNSW as a Member of HSLIS and of SLSNSW and shall administer surf lifesaving activities in Port Stephens, NSW, in accordance with the Objects.

6.2 Compliance of Club

The Members acknowledge and agree the Club shall:

- (a) be or remain incorporated in New South Wales;

- (b) be or remain affiliated to HSLS and SLSNSW;
- (c) be or remain registered as a registered charity with the Australian Charities and Not-for-Profit Commission;
- (d) appoint a Delegate(s) annually to represent the Club at general meetings of HSLS;
- (e) nominate such other persons as may be required to be appointed to HSLS or SLSNSW committees from time to time under this Constitution or HSLS constitution or SLSNSW constitution or otherwise;
- (f) forward to HSLS and SLSNSW a copy of its constituent documents and details of its Directors as and when they change or are amended;
- (g) adopt the objects of SLSNSW (in whole or in part as are applicable to the Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Associations Act, generally in conformity with HSLS and SLSNSW constitutions;
- (h) apply its property and capacity solely in pursuit of the Objects and surf lifesaving;
- (i) do all that is reasonably necessary to enable the Objects to be achieved;
- (j) act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for benefit of the Members and surf lifesaving;
- (k) expressly comply with rule 6 of the SLSNSW constitution in respect of patrol hours;
- (l) at all times act on behalf of and in the interests of surf lifesaving; and
- (m) by adopting the objects of SLSNSW, abide by the SLSNSW constitution; and
- (n) adopt and comply with the current SLSNSW Member Protection Policy and SLSA Member Protection Policy as conditions of affiliation, including ensuring that all persons required by the *Child Protection (Working with Children) Act 2012 (NSW)* to hold a Working With Children Check clearance do so before engaging in regulated child-related activities on behalf of the Club.

6.3 Operation of 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 Port Stephens, NSW;
- (b) to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of surf lifesaving;
- (c) not to do or permit to be done any act or 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;
- (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 (including HSLS, SLSNSW and/or SLSA) into disrepute;
 the Club may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member in accordance with the processes and penalties under SLSA regulations; and
- (g) that the Club shall be represented by the President who shall have the right to (on behalf of the Club):
 - (i) be present at SLSNSW State Council Meetings; and

- (ii) vote on the election of SLSNSW Elected Directors in accordance with the SLSNSW constitution.

6.4 Governing Laws

- (a) The Club and its Board must at all times comply with:
 - (i) *the Associations Incorporation Act 2009 (NSW)* and the Regulation made under that Act; and
 - (ii) *the Australian Charities and Not-for-profits Commission Act 2012 (Cth)*, including the ACNC Governance Standards and, where applicable, the External Conduct Standards.
- (b) This Constitution is subject to the legislation referred to in clause (a). If any provision of this Constitution is inconsistent with that legislation, the relevant legislation prevails to the extent of the inconsistency.
- (c) The Board must ensure that the Club's activities and affairs are conducted in accordance with the legislation referred to in this clause.

7. CLUB'S CONSTITUTION

7.1 Constitution of the Club

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

- (a) the objects of SLSNSW;
- (b) the structure and membership categories of SLsA (if any);
- (c) recognising SLsA as the national peak body for surf lifesaving in Australia;
- (d) recognising SLsA as the final arbiter on all matters pertaining to surf lifesaving in Australia, including disciplinary proceedings;
- (e) recognising SLSNSW as the peak body for lifesaving in New South Wales;
- (f) recognising HSLs; and
- (g) such other matters as are required to give full effect to the SLSNSW Constitution; with such incidental variations as are necessary having regard to the Associations Act.

7.2 Operation of HSLs and SLSNSW constitutions

- (a) The Club will take all steps to ensure its Constitution is in conformity with HSLs and SLSNSW constitutions at least to the extent set out in rule 7.1 and in respect of those matters set out in rule 7.1 shall ensure this Constitution is amended in conformity with future amendments made to HSLs, SLSNSW and SLsA constitutions, subject to any prohibition or inconsistency in the Associations Act.
- (b) The Club shall provide to HSLs and SLSNSW a copy of its Constitution and all amendments to this document. The Club acknowledges and agrees that SLSNSW has power to veto any provision in its Constitution which, in SLSNSW's opinion, is contrary to the objects of SLSNSW.
- (c) Neither the Club nor any Member (in this clause each is referred to as a Participant) shall participate in any surf lifesaving related carnival, competition, special event or activity conducted by or on behalf of any outside person or organisation (each is referred to as an Outside Event) unless the Participant is satisfied, acting reasonably, that the Outside Event complies with the law and will apply good safety practices, and the Participant has also ensured that the Outside Event has been sanctioned by SLSNSW.
- (d) The books and records of the Club shall be open at all reasonable times for inspection by an authorised representative of SLSNSW, but no inspection shall be made unless approved by resolution of the SLSNSW Board and with reasonable notice to the Club.

- (e) The Club will otherwise comply with the SLSNSW constitution.

7.3 ACNC Act

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

7.4 Alteration of Constitution

The Constitution of the Club shall not be altered except by Special Resolution in accordance with the Associations Act, and in compliance with all other procedures under the Act (if any).

7.5 Review of Constitution

The Board of Directors shall conduct a triennial review of this Constitution to ensure it remains compliant with applicable laws, the directions and policies of HSLs, SLSNSW and SLsA, reflects the Club's current objectives and activities, and incorporates best governance practices. This review aims to identify any necessary amendments without altering the core purpose or structure unless such alterations are approved.

8. MEMBERSHIP OF CLUB

8.1 Minimum Number of Members

The Club must have at least twenty (20) Patrol Members at all times.

For the purposes of this rule, a Patrol Member is a member who is qualified to patrol under the requirements of SLSNSW Regulations as amended from time to time.

8.2 Categories of Member

The Club shall maintain the following general categories of membership, with detailed definitions and requirements as specified in the By-Laws:

- (a) Junior membership;
- (b) Active membership (including all sub-categories recognised by SLsA, including Reserve Active membership and Award membership), with voting rights as specified in rule 8.3;
- (c) Community membership (non-patrolling and non-voting);
- (d) Associate membership;
- (e) Honorary and Service membership(s) including Life Membership (with voting rights as specified).

8.3 Voting Rights

(a) Entitlement to Vote

The following categories shall have voting rights at General Meetings:

- (i) Active Members (all sub-categories);
- (ii) Reserve Active Members;
- (iii) Long Service Members; and
- (iv) Life Members.

(b) Non-Voting Members

The following categories shall not have voting rights:

- (i) All Junior Members;
- (ii) Community Members;
- (iii) Associate Members (unless elected to a voting position);
- (iv) Honorary Members (non-Life); and
- (v) Probationary Members.

8.4 Detailed Membership Requirements

The specific qualifications, age brackets, award requirements, insurance implications, and other operational details for each membership category and sub-category shall be as defined in the Membership By-Laws, which must be consistent with SLSA and SLSNSW directives. The Board shall maintain these definitions and requirements in the Membership By-Laws, including the voting rights applicable to each category as set out in rule 8.3.

8.5 Application for Membership

An application for membership by an individual must be:

- (a) in writing on the form prescribed from time to time by SLSNSW and/or SLSA, from the applicant and lodged with the Club; or
- (b) submitted online via the Lifesaving Online membership portal and in accordance with the process (if any) as prescribed by the Board from time to time; and
- (c) accompanied by the appropriate fee, if any.

8.6 Discretion to Accept or Reject Application

- (a) The Club may, acting reasonably and in good faith, accept or reject an application whether the applicant has complied with the requirements in rule 8.4 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 HSLs and SLSNSW and their subsequent acceptance of the notification and the application, become a Member.
- (c) Unless otherwise determined by SLSNSW membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Register shall be updated accordingly as soon as practicable.
- (d) 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. The applicant may, within fourteen (14) days of receiving written notice of rejection, request in writing that the Board review the decision. The Board shall consider the request at its next meeting and provide a written response to the applicant. The Board's decision on review is final. The Club is not required to provide reasons for rejection at any stage.
- (e) Junior members require a parent or guardian to be a current, financial member of the Club for the relevant season. The Board may, in exceptional circumstances (including where a junior member has no guardian eligible for Club membership), waive this requirement at its absolute discretion.

8.7 Renewal of Membership

- (a) Members must re-apply annually for renewal of membership of the Club in accordance with the procedures set down by the Club from time to time. rule 8.5 applies to applications for renewal of membership.

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

8.8 Membership Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements in Rule 35 shall apply to the continuation of membership from the date of adoption of this Constitution.

8.9 Life Members

- (a) The Board may recommend to the AGM that any Member 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 in Port Stephens, NSW, be appointed as a Life Member.
- (b) Criteria for assessment of Life Membership:
 - (i) The nominee has been an exemplary active member of the Club for at least twelve (12) years; or
 - (ii) Has been an exemplary active member of the Club for at least 10 years including at least four (4) years on the Board of Directors. All duties must have been completed in an outstanding manner; or
 - (iii) Has been a member for 15 years and has rendered special and extraordinary service to the Club; and
 - (iv) it is considered that they will continue to be an outstanding ambassador for the Club.
- (c) For consideration of Life Membership, a member must be nominated for Life Membership in writing by two (2) other members of the Club or by one (1) Life Member of the Club.
- (d) The nomination must be submitted to the Board of Directors or to a Committee delegated the responsibility by the Board, consisting of three (3) Life Members and two (2) Board Members. Upon recommendation, the Board will move a resolution at the next AGM, where it will be voted on by the membership by secret ballot. The resolution must be carried by a two-thirds (2/3) majority of Members present and entitled to vote.
- (e) Upon endorsement of the recommendation to confer life membership, the Member's details shall be entered upon the Register, and from the time of entry on the Register the Member shall be a Life Member.

8.10 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the By-Laws;
 - (ii) they shall comply with and observe this Constitution, the By-Laws and the HSLs, SLSNSW and SLsA constitutions and regulations;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club, HSLs, SLSNSW and SLsA;
 - (iv) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Surf Life Saving as a community service;
 - (v) neither membership of the Club nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over the Club or its property or assets; or
 - (B) any automatic right of a Member to renewal of their membership of the Club; or
 - (C) subject to the Associations Act and the Club acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
 - (D) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

- (b) A right, privilege or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, refusal, resignation or otherwise.
- (c) In the event of any conflict or inconsistency between this Constitution, and the By-Laws, and the SLSNSW constitution and regulations, then the SLSNSW constitution and regulations prevail to the extent of that conflict over the provisions in this Constitution unless the SLSNSW board directs otherwise. In the event of any conflict or inconsistency between this Constitution and the By-Laws, this Constitution prevails to the extent of that conflict or inconsistency.

8.11 SLSNSW Discretion

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

8.12 Liability of Members

The liability of the Members of the Club is limited.

9. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscription and any other fees or levies payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.
- (b) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings. There is no right of appeal where the Board exercises its rights under this rule 9(b).

10. REGISTERS

10.1 Club to Keep Register of Members

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

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

10.2 Use of SLISA and SLSNSW Member Register

The Club shall use SurfGuard, or such other information system designated by SLISA or SLSNSW, as its primary system for recording and maintaining the Register of Members. The Club remains responsible for ensuring the accuracy and completeness of the Register in accordance with the Associations Act.

10.3 Changes to Member Details

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

10.4 Inspection of Register

Inspection of the Register will only be available as required by the Associations Act and under rule 34(b).

10.5 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.

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Discontinuance by 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.

11.2 Discontinuance by Breach

- (a) Membership of the Club 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 Club, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee.
- (b) Subject to this Constitution, Membership shall not be discontinued by the Board under rule 11.2(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach. The accused Member must be given at least seven (7) days' written notice of the Board meeting at which the alleged breach will be considered. The notice must specify the nature of the alleged breach and inform the Member of their right to appear before the Board and to provide written submissions. If the Member cannot attend on the notified date, the Member may request, in writing, that the meeting be adjourned to a date that allows them a reasonable opportunity to be heard. The Board must consider any such request before proceeding.
- (c) Where a Member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership may be discontinued under rule 11.2(a) by the Club giving written notice of the discontinuance.
- (d) Any Member's membership that is discontinued under rule 11.2(a) shall have the right to appeal the discontinuation under the SLSA regulations as amended from time to time.

11.3 Discontinuance by Failure to Pay Subscription

- (a) A Member is taken to have resigned if:
 - (i) the Member's annual subscription is outstanding after 30 October annually; or
 - (ii) if no annual subscription is payable:
 - (A) the Club has made a written request to the Member to confirm that they wish to remain a Member; and
 - (B) the Member has not, within three months after receiving that request, confirmed in writing that they wish to remain a Member.

- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

11.4 Resignation by Failure to Re-Apply

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

11.5 Amendment to the Register

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

11.6 Forfeiture of Rights

A 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.

11.7 Membership May be Reinstated

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

11.8 Refund of Membership Fees

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

12. GRIEVANCES, JUDICIAL AND DISCIPLINE

- (a) **Primary Process:** The primary process for handling member grievances, judicial matters, and discipline shall be the grievance, judicial and discipline processes in relevant HSLs, SLsA and SLsNSW policies and regulations as amended from time to time. The Board and all Club officers must use these processes for all matters falling within their scope.
- (b) **Residual Powers of the Board:** For any matter not covered by the processes referred to in subclause (a), or where the application of those processes would be impractical or inconsistent with the Board's duties under the Associations Incorporation Act 2009 (NSW), the Board may, after affording the member a reasonable opportunity to be heard, determine an appropriate process and impose such disciplinary measures as are reasonable and proportionate. Any decision of the Board under this subclause is subject to appeal to the Club in General Meeting.
- (c) **Natural Justice Guaranteed:** All processes under this rule must provide the member with:
 - (i) the right to know the allegations made against them;
 - (ii) the right to respond to those allegations;
 - (iii) the right to a fair and impartial hearing;
 - (iv) the right to appeal any adverse decision; and
 - (v) protection against vexatious or factional complaints.
- (d) **Member Rights Notice:** All members shall receive written notice of their rights under this rule and under SLsA/SLsNSW processes upon joining and annually thereafter.

- (e) **External Dispute Resolution:** If a dispute between a Member and the Club cannot be resolved through the processes referred to in subclauses (a) and (b) of this rule, either party may refer the dispute to a Community Justice Centre established under the Community Justice Centres Act 1983 (NSW) for mediation. Referral to a Community Justice Centre does not affect any rights a party may have under SLISA or SLISNSW regulations.

13. ANNUAL GENERAL MEETINGS

13.1 Annual General Meeting to be Held

- (a) The Club shall convene and hold an AGM of its Members annually within six (6) months after the end of the financial year and in accordance with the Associations Act.
- (b) The AGM shall, subject to the Associations Act and to rule 13.1(a), be convened at a time, date and venue to be determined by the Board.

13.2 Business

In addition to any business required to be transacted at the AGM under the Associations Act, the business of the AGM shall include:

- (a) opening of the meeting by the Chairperson;
- (b) apologies;
- (c) confirmation of the minutes of the preceding AGM and of any Special General Meeting held since that meeting;
- (d) receipt from the Board of its report of the activities of the club during the last preceding year;
- (e) the consideration of the financial statements and the reports of the Board and any auditor or reviewer (if required);
- (f) the election of Directors under this constitution;
- (g) the motion for affiliation with HSLS and SLISNSW;
- (h) consideration and vote on any Resolution for Life and Honorary Life Membership in accordance with rules 8.9 and 16.2; and
- (i) any other business of which notice is given in accordance with this constitution.

13.3 Additional Meetings

The AGM shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an AGM is a Special General Meeting (SGM).

14. SPECIAL GENERAL MEETINGS

14.1 Special General Meetings May be Held

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

14.2 Request for Special General Meetings

- (a) The Board shall on the requisition in writing of 10% of Members entitled to vote convene a SGM.
- (b) The requisition for a SGM shall:

- (i) state the object(s) of the meeting; and
- (ii) be signed by the Members making the requisition; and
- (iii) 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 Board does not cause a SGM 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 SGM to be held not later than three months after that date.
- (d) A SGM convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

15. GENERAL MEETINGS

15.1 Notice to be given for General Meetings

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Club. The auditor (if any) and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the business to be transacted at the meeting. Notice may be given in any form permitted under rule 30.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any nominations for candidates to be considered for election to the Board received under rule 19.1; and
 - (iii) any notice of motion received from Members under rule 15.2(b).
- (d) The accidental omission to give any notice of any General Meeting to any Member shall not invalidate the meeting or any resolution passed at any such meeting.
- (e) Where a Special Resolution is to be proposed at a General Meeting, the notice must additionally include the terms of the proposed resolution and a statement to the effect that the resolution is intended to be passed as a Special Resolution, in accordance with the Associations Act.

15.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days' notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

15.3 Quorum

(a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum for a General Meeting is the greater of five (5) Members eligible to vote, or ten percent (10%) of the total number of Members eligible to vote as recorded in the Register at the date the meeting is convened, provided that the quorum shall in no case be required to exceed thirty (30) Members. For the purposes of this rule, a Member participating electronically under rule 15.6 is considered present.

- (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:
 - (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (B) any date, time and place determined by the chairperson.
- (c) If at an adjourned meeting convened under rule 15.3(b)(ii) a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not fewer than five (5) and including at least one (1) Director or, if no Director is present or able to act, the Public Officer) shall constitute a quorum for the transaction of the business for which the meeting was originally convened. For the purposes of this clause, Members participating electronically under rule 15.6 are counted as present.
- (d) If at the adjourned meeting convened under rule 15.3(b)(ii) the conditions of rule 15.3(c) are not satisfied (i.e., fewer than five Members are present, or no Director and no Public Officer is present), the meeting shall lapse.

15.4 President to Chair

- (a) The President shall, subject to this Constitution, preside as chairperson at every General Meeting except:
 - (i) In relation to any election for which the President is a nominee; or
 - (ii) where a conflict of interest exists.
- (b) If the President is not present or is unwilling or unable to preside the Members shall appoint one of the Directors or the Public Officer to preside as chairperson for that meeting only.

15.5 Chairperson May Adjourn Meeting

- (a) The chairperson 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.
- (b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in rule 15.5(b) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

15.6 Use of Technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of any form of electronic communication that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting under rule 15.6(a) is taken to be present at the meeting and, if the Member being eligible to vote, votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS

16.1 Members Entitled to Vote

Subject to any other provision of this Constitution, each Member of a category of membership that has a right to vote under rule 8.3 shall be entitled to one vote at General Meetings.

16.2 Voting Procedure

- (a) Subject to this rule 16, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 16.4, all questions arising at a General Meeting shall be determined on a show of hands.

16.3 Recording of Determinations

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

16.4 Where Poll Demanded

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

16.5 Casting Vote

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

16.6 Proxy Voting

Proxy voting is not permitted at any General Meeting.

16.7 Postal or Electronic Voting

No motion shall be determined by a postal or electronic ballot unless determined by the Board. If the Board so determines, the postal or electronic ballot shall be conducted in accordance with the procedures set out in the Associations Incorporation Regulation 2022 (NSW), as amended from time to time.

16.8 Thresholds for Resolutions

- (a) An ordinary resolution requires more than 50% of the votes cast by Members entitled to vote.
- (b) A Special Resolution requires at least 75% (three-quarters) of the votes cast by Members entitled to vote, in accordance with the Associations Act.

17. MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of all persons present at all meetings.
- (c) In addition, the minutes of each AGM must include:
 - (i) any reports or financial statements submitted to the Members at the AGM; and
 - (ii) any auditor's or reviewer's report (if required) accompanying the financial statements.

18. BOARD

18.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under rule 18.2.
- (b) Subject to this Constitution, the ACNC Act and the Associations Act, the Board:
 - (i) shall control and manage the business and affairs of the Club;
 - (ii) may exercise all such powers and functions as may be exercised by the Club 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 Club;
 - (iv) in performing its duties, may create sub-committees under rule 22.
- (c) Without limiting the powers of the Board, the Board has power to:
 - (i) Engage and dismiss employees and fix the terms and conditions of their employment and their rates of pay; and
 - (ii) raise funds from any source to pursue the Objects or for any necessary Club purpose and make suitable arrangements for repayments thereof with or without interest;
 - (iii) establish and operate commercial activities, including merchandise sales, in accordance with Object (p), and shall maintain a policy governing such activities to ensure they remain ancillary to and supportive of the Club's charitable purposes.
- (d) The Directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are to:
 - (i) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Club;
 - (ii) act in good faith in the best interests of the Club and to further the Objects;
 - (iii) not misuse their position as a Director;
 - (iv) not misuse information they gain in their role as a Director;
 - (v) disclose any perceived or actual material conflicts of interest in the manner set out in clauses 21.6–21.8;
 - (vi) ensure that the financial affairs of the Club are managed responsibly; and
 - (vii) not allow the Club to operate while it is insolvent.

18.2 Composition of Board

The Board shall comprise:

- (a) President;

- (b) Director of Administration;
- (c) Director of Lifesaving;
- (d) Director of Education;
- (e) Director of Surf Sports;
- (f) Director of Member Services;
- (g) Director of Finance;
- (h) Director of Club Services;
- (i) Director of Junior Activities;

who must all be Members and who shall be elected under rule 19.

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

18.4 Appointment of Delegate

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

18.5 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out in rule 35 shall apply from the date of adoption of this Constitution.

18.6 Term of Office of Directors

- (a) Directors shall be elected in accordance with this Constitution for a term of two (2) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) No Director shall serve more than three consecutive terms in office. A Director who has served three consecutive terms in office is not eligible to nominate for the Board for a period of twelve months.
- (c) President, Director of Lifesaving, Director of Finance, Director of Member Services, and Director of Junior Activities shall be re-elected in odd years (e.g. 2025, 2027, 2029, etc.).
- (d) Director of Administration, Director of Education, Director of Surf Sports, and Director of Club Services shall be re-elected in even years (e.g. 2026, 2028, 2030, etc.).
- (e) The calculation of service as a Director does not include:
 - (i) any service as a casual vacancy Director.
- (f) The three-term limit in subclause (b) applies separately to the office of President. Time served in any other Director position does not count toward the three-term limit for the President role. A person elected or appointed to President may therefore serve up to three consecutive terms (six years) as President regardless of prior service in other Director positions.

19. ELECTION OF DIRECTORS

19.1 Nominations of Candidates

- (a) The Club shall call for nominations for candidates for consideration for election to the Board not less than forty-two (42) days prior to the AGM. When calling for nominations the Club 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) Candidates must:
 - (i) be aged 18 years or over;
 - (ii) reside in Australia;
 - (iii) not be ineligible to be a Director under the Corporations Act 2001 (Cth) or the ACNC Act; and
 - (iv) be currently in good standing and financial with the Club both at the time of nomination and at the time of election.
- (c) Nominations of candidates for election as Directors shall be:
 - (i) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Club not less than thirty (30) days before the date fixed for the holding of the AGM.

The Club shall send the nominations to the Members entitled to receive notice under rule 15.1.

- (d) If insufficient nominations are received to fill the available vacancy on the Board (i.e., the individual portfolio position) the position will be deemed a casual vacancy under rule 20.3.
- (e) If only one (1) nomination is received for any individual portfolio position the candidate nominated shall, subject to declaration by the chairperson, be deemed to be elected.
- (f) If there are two (2) or more nominations for an individual position, voting papers shall be prepared containing the names of the candidates in alphabetical order. This shall be repeated for each vacancy on the Board.

19.2 Voting Procedures

Elections shall be conducted by secret ballot in accordance with such procedures as are prescribed by the Board from time to time.

20. VACANCY ON THE BOARD

20.1 Grounds for Termination of Director

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

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns from the Club in accordance with rule 11.1;
- (f) resigns their office in writing to the Club;
- (g) is absent from meetings of the Board held during a period of three (3) months without having previously obtained leave of absence in accordance with rule 21.5, unless the Board, by resolution passed at a meeting at which a quorum is present, determines that the Director had a reasonable excuse for such absence;

- (h) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Club;
- (i) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of their interest;
- (j) is removed from office in accordance with this Constitution;
- (k) has been expelled or suspended from membership (without further recourse under this Constitution or any of the Constitutions of HSLs, SLSNSW or SLsA);
- (l) in the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; or
 - (ii) has brought themselves or the Club or surf lifesaving into disrepute; or
- (m) would otherwise be prohibited from being a director of a corporation under the Corporations Act or the ACNC Act.

20.2 Removal of Director

- (a) The Club in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in rule 20.2(a) makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.
- (c) **Suspension by the Board:** The Board may, by resolution passed by at least two-thirds of the full Board, suspend a Director (including the President) from office for a period not exceeding 42 days if the Board is of the opinion that the Director has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club, or has failed to comply with Board decisions. Before the Board meeting at which a suspension resolution will be considered, the Director proposed to be suspended must receive: (i) written notice of the proposed resolution at least 24 hours before the meeting; and (ii) an opportunity to provide written submissions to the Board prior to the meeting. The Board shall consider any submissions received before voting on the resolution. Where the Director proposed to be suspended is the President, another Director shall be appointed to chair the meeting at which the suspension resolution is considered. During the period of suspension the Director shall not exercise any powers or functions of their office. The Board must call a Special General Meeting within that 42-day period to consider whether the suspension should be lifted or the Director should be removed under subclause (a).

20.3 Casual Vacancy

If a casual vacancy occurs in the office of any Director, the Board shall call for expressions of interest from the membership (seven days' notice) and once nominations are received, the Board may appoint an eligible Member to the vacant office and the person so appointed may continue in office up to the conclusion of the AGM at which the term of the previous appointee would have expired.

21. QUORUM AND PROCEDURE AT BOARD MEETINGS

21.1 Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with rule 21.2, not less than seven days written notice of Board meeting shall be given to each Director.

- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally; or
 - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);in accordance with the Directors last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

21.2 Urgent Board Meetings and Out of Session Considerations

- (a) In cases of urgency, a meeting can be held without notice being given under rule 21.1 provided that as much notice as practicable is given to each Director by the most effective means.
- (b) The Directors may also consider proposals out-of-session for non-urgent matters that do not require a special resolution, where a documented proposal (including the exact wording of the resolution) is circulated to all Directors by the proposing Director(s) via written or electronic means. Each Director must be given a reasonable time frame (not less than 48 hours) to respond in writing or electronically, and the proposal is deemed approved only if supported by a majority of the full Board. All responses and the outcome must be documented and retained as part of the club's records.
- (c) Any resolution made at an urgent Board meeting as per rule 21.2(a) or the result of an out-of-session consideration as per rule 21.2(b) must be passed by a majority of the full Board and ratified at the next formal Board meeting.

21.3 Quorum

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is five (5).
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

21.4 Procedures at Board Meetings

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

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

21.5 Leave of Absence

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

21.6 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (d) Any declaration made or any general notice as aforesaid given by a Director under this rule 21.6 must be recorded in the minutes of the relevant meeting.

21.7 Financial Interest

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Club, or in any company or incorporated Club in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise; except with express resolution of approval of the Board.
- (b) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, shall be voidable at the election of the Club, provided that the rights of any third party who has acted in good faith and without notice of the conflict shall not be affected.
- (c) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the

interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.

- (d) A general notice that a Director is a Member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 21.7(c) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) Any declaration made or any general notice as aforesaid given by a Director in accordance with rule 21.7 must be recorded in the minutes of the relevant meeting.

21.8 Conflicts

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

22. DELEGATED POWERS

22.1 Board May Delegate Functions

- (a) The Board may, by instrument in writing, create, establish or appoint from amongst its own Members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.
- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Associations Act or any other law, or this Constitution or by resolution of the Club in General Meeting.
- (c) At any time, 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.

22.2 Exercise of Delegated Functions

- (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) 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.

22.3 Procedure of Delegated Entity

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

23. DUTIES

23.1 General Duties

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

23.2 Public Officer

- (a) As per section 34 of the Associations Act, the Club must have a Public Officer position appointed.
- (b) The Board will determine from time to time who will act as the Club's Public Officer under the Act. Such person shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (c) The Public Officer must give the Commissioner for Fair Trading notice of their appointment within 28 days after the appointment.
- (d) If the position of Public Officer becomes vacant, the Board must appoint a person to the position within 28 days after the vacancy arises.

24. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) As a minimum, the minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under rules 21.6 or 21.7.

25. BY-LAWS

25.1 Board to Formulate By-laws

- (a) The Board shall 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 Port Stephens, NSW, as it thinks necessary or desirable.
- (b) Such By-Laws must be consistent with:
 - (i) this Constitution;
 - (ii) the constitutions of HSLS, SLSNSW, and SLISA; and
 - (iii) the regulations, policies, and Standard Operating Procedures of SLSNSW and SLISA, as amended from time to time.
- (c) If any By-Laws are inconsistent with the SLSNSW or SLISA constitutions and/or regulations the By-Laws shall be null and void and will be inapplicable.

25.2 By-Laws Binding

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

25.3 By-Law Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 35 shall apply from the date of adoption of this Constitution.

25.4 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 and made available to members on request.

26. FUNDS, RECORDS AND ACCOUNTS

26.1 Sources 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.

26.2 Club to Keep Records

- (a) The Club shall establish and maintain, in accordance with the Associations Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Club and the Board.
- (b) The Club shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

26.3 Board to Submit Accounts

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

26.4 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 three months after such approval or adoption.

26.5 Accounts to be Sent to Members

- (a) The Board shall cause the statements of account, the Board's report, any auditor's report or reviewer's report (if any), and every other document required under the Act to be submitted to the Annual General Meeting (AGM) in accordance with section 48 of the Associations Incorporation Act 2009 (NSW).
- (b) In addition to being submitted to the AGM, these documents shall be made available to all persons entitled to receive notice of AGMs by:
 - (i) providing copies at the AGM;
 - (ii) posting the documents on the Club's website or member portal; or
 - (iii) supplying copies upon request.

- (c) The Board must determine the Club's financial tier (Tier 1 or Tier 2) in accordance with the Associations Incorporation Regulation 2022 (NSW) prior to each AGM and comply with all applicable reporting obligations for that tier.

27. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects. Without limiting the generality of this rule, income generated from commercial activities conducted under Object (p) shall be deemed to be applied towards the promotion of the Objects when used for the Club's operational expenses, lifesaving equipment, training, facilities, or any other purpose that advances the Club's charitable mission.
- (b) 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 or Director.
- (c) Nothing in this rule 27 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
 - (i) any services actually rendered to the Club whether as an employee or otherwise;
 - (ii) goods supplied to the Club 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 Club; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Club.
- (d) Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

29. AUDITOR OR REVIEWER

- (a) The Board must, prior to each Annual General Meeting, determine whether the Club is a Tier 1 or Tier 2 association in accordance with section 42 of the Associations Incorporation Act 2009 (NSW) and section 12 of the Associations Incorporation Regulation 2022 (NSW), having regard to the Club's gross receipts and current assets for the relevant financial year.
- (b) If the Club is a Tier 1 association within the meaning of section 42 of the Associations Incorporation Act 2009 (NSW), having regard to the amounts prescribed by section 12 of the Associations Incorporation Regulation 2022 (NSW), the Board must appoint:
 - (i) a registered company auditor to audit the Club's financial statements; or
 - (ii) an approved person (within the meaning of the Associations Incorporation Regulation 2022 (NSW)) to review the Club's financial statements.
- (c) If the Club is a Tier 2 association within the meaning of section 42 of the Associations Incorporation Act 2009 (NSW), having regard to the amounts prescribed by section 12 of the Associations Incorporation Regulation 2022 (NSW), the Board is not required to appoint an auditor or reviewer unless otherwise directed by the Club in General Meeting, the Commissioner for Fair Trading, or the ACNC.
- (d) Where an auditor or reviewer is appointed, the Board shall fix the terms of appointment and their remuneration (if any).

- (e) Any report prepared by an auditor or reviewer shall be presented to the Members at the Annual General Meeting.

30. SERVICE OF NOTICES

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or by electronic mail, to the Member's registered address or electronic mail address. Notices may also be posted on the Club's website, provided that members are notified of the posting via email, newsletter, or another reasonable method to alert them of its availability.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected at the expiry of twenty-four (24) hours after the email was sent to the Member's registered email address, unless a delivery failure notification is received by the sender prior to the expiry of that period.
- (d) Where a notice is sent by posting on the Club's website, service of the notice shall be deemed to be effected one (1) day after it was posted.

31. REGISTERED ADDRESS

The registered address of the Club is:

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

32. INDEMNITY

- (a) Every Director, officer, auditor, manager, employee or agent of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by them in their capacity as Director, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Associations Act, granted to them by the Court.
- (b) The Club 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:
 - (i) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Club.

33. DISSOLUTION

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) If the Club is wound up, the liability of the Members shall be limited to \$1. No other amount shall be payable by the Member.

- (c) Should the Club cease to function as a surf lifesaving Club, HSLs to which the Club is affiliated, shall stand possessed as trustee of all real and personal property of the Club. If failing to reform within a period of three (3) years, the Club shall be treated as defunct and, subject to applicable laws, its property both real and personal shall vest in HSLs absolutely. If the Club's property does not vest in HSLs, the Club must take all reasonable steps to facilitate the vesting of their property in HSLs.
- (d) Subject to rule 33(c), if upon winding up or dissolution of the Club or upon revocation of its endorsement as a deductible gift recipient under the Income Tax Assessment Act 1997 (Cth) (whichever occurs first), there remains after satisfaction of all its debts and liabilities any surplus assets or property as follows:
 - (i) gifts of money or property for the objects of the Club;
 - (ii) contributions made in relation to an eligible fundraising event held for the objects of the Club; or
 - (iii) money received by the Club because of such gifts and contributions;
 then such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to one or more organisations that:
 - (a) having objects similar to the Objects; and
 - (b) 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 Club by this Constitution; and
 - (c) which is charitable at law and to which income tax deductible gifts can be made.

Such organisation(s) 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 New South Wales or other Court as may have or acquire jurisdiction in the matter.

- (e) Any distribution of surplus property under this rule must be approved by the Commissioner for Fair Trading in accordance with the Associations Act.
- (f) Notwithstanding sub-clause (d), any surplus property or part of it that consists of property supplied by a government department or public authority (including any unexpended portion of a grant) must be returned to the department or authority that supplied it, or to a body nominated by that department or authority, in accordance with the Associations Act.

34. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall keep in its custody or control all books, minutes, documents and securities of the Club.
- (b) Subject to the Associations Act and the ACNC Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Club will be open for inspection by the Members. Notwithstanding the foregoing Members are not entitled to inspect the minutes of Board meetings. For the avoidance of doubt, nothing in this rule limits a Member's statutory right to inspect the Club's financial statements and accounting records as provided by the Associations Incorporation Act 2009 (NSW) and the ACNC Act.
- (c) Inspection of Club records will only be made available to Members where the purpose of the inspection is for a proper purpose and is in good faith. This will be determined by the Board in its sole discretion and taking into consideration confidentiality and privacy considerations.

35. TRANSITIONAL ARRANGEMENTS

- (a) This Constitution is an amendment to the Constitution of the Fingal Beach Surf Life Saving Club Incorporated dated 19 February 2023 and takes effect from the date it is adopted by Special Resolution of the Club.

- (b) All persons who were Members of the Club immediately prior to the Effective Date shall continue as Members under this Constitution.
- (c) The Board members holding office immediately prior to the Effective Date shall continue in their respective offices until the conclusion of the next Annual General Meeting following the Effective Date, or until their office otherwise becomes vacant in accordance with this Constitution.
- (d) The new position of Director of Member Services created by this Constitution may be filled as a casual vacancy by the Board at any time after the Effective Date. The person so appointed shall hold office until the conclusion of the next Annual General Meeting, at which time the position will be open for election in accordance with rule 19 and the election cycle in rule 18.6.
- (e) All By-Laws, policies, and resolutions of the Club in force immediately prior to the Effective Date shall continue in full force and effect as if made under this Constitution, to the extent they are not inconsistent with this Constitution.
- (f) Any reference in any document or resolution to the previous Constitution shall be read as a reference to this Constitution.

36. LIQUOR LICENCE OBLIGATIONS

Members and Club visitors may consume liquor within the Club and in doing so, must abide by any direction or rule set down by the Board of Directors, the liquor licensee or any staff serving alcohol.

37. CLUB COLOURS AND INTELLECTUAL PROPERTY

- (a) The Club colours shall be gold and black.
- (b) The Club's insignia shall be in accordance with the design adopted by Special Resolution at an AGM or Special General Meeting.
- (c) The Club Blazer must be approved by the Board for the time being in office.
- (d) The Club Honour Blazer is to be the same design as the Club Blazer, with the Club Insignia surrounded by a Laurel Wreath and the addition of appropriate wording.
- (e) Any use of the Club name and/or insignia is subject to the approval of the Board of Directors.
- (f) The Club's colours, badge, and competition cap design shall be registered with SLSNSW and SLISA in accordance with SLISA Regulations. The Club acknowledges that SLISA has the right to use the Club's competition cap design for promotional and marketing purposes in accordance with SLISA Regulation 4.3(d).