

Constitution

Date: July 2019

POINT LEO SURF LIFE SAVING CLUB INCORPORATED

REGISTRATION NO. A0020067J

As adopted at the Annual General Meeting on 10 August 2019 - That the Constitution identified as the "Point Leo Surf Lifesaving Club Constitution - July 2019", with amendments accepted previously, be adopted as the Constitution of the Point Leo Surf Lifesaving Club in place of the current "Point Leo Surf Lifesaving Club Inc Statement of Purposes and Rules (Incorporating all amendments up to and including the 2013 Annual General Meeting) effective from the date approved by the Registrar under section 50 of the Associations Incorporation Reform Act (Vic) 2012.

Point Leo Surf Life Saving Club Constitution - July 2019

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APPENDIX 1 1 - DISCIPLINE AND JUDICIAL REGULATION AUTHORISED BY SLSA
CONSTITUTION - ADOPTED IN ACCORDANCE WITH RULE 12 OF THE CONSTITUTION⁴⁴

CONSTITUTION OF POINT LEO SURF LIFE SAVING CLUB INCORPORATED

1. NAME

The name of the incorporated association is Point Leo Surf Life Saving Club Incorporated (**Association**), Registration No. A0020067J.

2. INCORPORATION

The Association shall incorporate under the Act and shall remain incorporated.

3. OBJECTS OF ASSOCIATION

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

- (a) participate as a member of Life Saving Victoria (**LSV**) and Surf Life Saving Australia Limited (**SLSA**) through and by which lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of lifesaving;
- (c) ensure the maintenance and enhancement of the Association, LSV, SLSA and lifesaving, its standards, quality and reputation for the benefit of the Members and lifesaving;
- (d) at all times promote mutual trust and confidence between the Association, LSV, Life Saving Clubs, SLSA and the Members in pursuit of these objects;
- (e) at all times act on behalf of and in the interest of the Members and lifesaving;
- (f) promote the economic and community service success, strength and stability of the Association, LSV, Life Saving Clubs, SLSA and lifesaving;
- (g) affiliate and otherwise liaise with LSV and SLSA in the pursuit of these objects and the objects of lifesaving;
- (h) conduct, encourage, promote, advance and control lifesaving at Point Leo, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (i) conduct or commission research and development for improvements in methods of lifesaving and lifesaving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (j) use and protect the Intellectual Property;
- (k) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- (l) promote the involvement and influence of lifesaving standards, techniques, awards and education with bodies involved in lifesaving;
- (m) strive for government, commercial and public recognition of the Association as the authority on aquatic safety and management at Point Leo;

- (n) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of lifesaving and related activities and the preservation of life in the aquatic environment;
- (o) extend the operations and teachings of the Association throughout Point Leo;
- (p) develop lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage assessments, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (q) review and/or determine any matters relating to lifesaving at Point Leo which may arise, or be referred to it, by any Member;
- (r) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of lifesaving at Point Leo;
- (s) adopt and implement appropriate policies, including in relation to the protection of children, 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;
- (t) represent the interests of its Members and of lifesaving generally in any appropriate forum at Point Leo;
- (u) have regard to the public interest in its operations;
- (v) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- (w) ensure that environmental considerations are taken into account in all lifesaving and related activities conducted by the Association;
- (x) promote the health and safety of Members and all other users of the aquatic environment;
- (y) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in lifesaving competitions and to award trophies and rewards to successful competitors;
- (z) encourage and promote performance-enhancing drug free competition;
- (aa) 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;
- (bb) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than lifesaving;
- (cc) seek and obtain improved facilities for the enjoyment of the aquatic environment in Point Leo;

- (dd) promote uniformity of laws for the control and regulation of the aquatic environment in Point Leo and to assist authorities in enforcing these laws;
- (ee) strive for government, commercial and public recognition of the Association's engagement with other sporting, community and education based organisations serving the Western Port region of the Mornington Peninsula as an exemplar "community hub" around which meaningful community relationships can be built and developed;
- (ff) effect such objects as may be necessary in the interests of Members, lifesaving and the aquatic environment in Point Leo;
- (gg) for the purposes of enabling and implementing the above objects to:
 - (i) purchase, take on lease or in exchange, hire and otherwise acquire or deal with any such real or personal property and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association in accordance with law;
 - (ii) enter into agreements or arrangements with any government agency or authority to obtain benefits, rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - (iii) appoint, employ, remove or suspend people as may be necessary or convenient to satisfy or achieve the purposes of the Association;
 - (iv) construct, improve, maintain, develop, manage, alter or control any buildings, structures or services necessary or convenient to support or advance the interests of Members or the Association;
 - (v) invest and deal with the money of the Association in such manner as may from time to time be thought fit;
 - (vi) take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate in such manner as may from time to time be thought fit;
 - (vii) borrow or raise money either alone or jointly with any other person or legal entity in such manner as may from time to time be thought fit and to secure any moneys borrowed or to be borrowed upon the whole or any part of the Association's property or assets (present or future);
 - (viii) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
 - (ix) take or hold mortgages, liens or charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;

- (x) take any gift of property (real and personal) whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to law; and
 - (xi) take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise; and
- (hh) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

4. POWERS OF ASSOCIATION

Solely for furthering the Objects set out above, the Association has in addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001*.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

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

Annual General Meeting or **AGM** means a meeting of Members convened under **rule 12(d)**.

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

Committee means the body managing the Association and consisting of the Committee Members under **rule 18.1(a)**.

Committee Member means a member of the Committee elected under **rule 19**.

Constitution means this constitution of the Association as amended from time to time.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Delegate means the person appointed from time to time to act for and on behalf of the Association and to attend, debate but not vote at general meetings of LSV.

Executive Committee means the committee established by the Association in accordance with **rule 22.1**.

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

General Meeting means the Annual General Meeting or any Special General Meeting of the Association convened in accordance with **rule 15**.

Governance & Policies Manual is the document established and managed by the Committee recording the regulations established by the Committee in accordance with **rule 25**.

Individual Member means a registered member of the Association comprised of such categories of members as are determined by SLSA and/or LSV and/or the Association from time to time and defined in the Regulations.

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 under **rule 8.7**.

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

LSV means the body recognised by SLSA as the body administering lifesaving in Victoria.

Member means any person recognized as a member of the Association by the Committee under **rule 8** from time to time.

Objects means the objects of the Association under **rule 2**.

Point Leo means the Point Leo Surf Beach and areas adjacent or connecting to the Point Leo Surf Beach, including the Point Leo clubhouse and immediate environs.

President means the President for the time being of the Association appointed under **rule 18.2(a)**.

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

Regulations mean any regulations made by the **Committee** under **rule 25**.

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

Seal means the common seal of the Association (if any) and includes any official seal of the Association.

SLSA means Surf Life Saving Australia Limited.

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

State means and includes a State or Territory of Australia.

Sub-Committee means any sub-committee of the Committee created under **rule 22.5** from time to time.

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 or amended under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act;
- (h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (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; and
- (j) the model rules made under the Act are expressly displaced by this Constitution.

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 that the provision is valid and enforceable. If the provision 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 jurisdiction.

6. STATUS AND COMPLIANCE OF ASSOCIATION

6.1 Recognition of Association

Subject to compliance with this Constitution, the LSV constitution, and the SLSA constitution the Association shall continue to be recognised as a member of LSV and shall administer lifesaving activities at Point Leo in accordance with the Objects.

6.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in Victoria;

- (b) by decision of the Committee, appoint a Delegate annually to represent the Association at general and other meetings of LSV;
- (c) by decision of the Committee, 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, as and when required by LSV, a copy of its constituent documents and details of its Committee Members;
- (e) adopt the objects of LSV (in whole or in part as are applicable to the Association and are not inconsistent with the Objects of 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;
- (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
- (j) by, adopting the objects of LSV, abide by the LSV Constitution.

6.3 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 are to be conducted, promoted, encouraged, advanced and administered throughout Point Leo;
- (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 the Association and 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; and
- (f) where the Association considers or is advised that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, or any resolution or determination of the Committee or Association; or
 - (ii) acted in a manner prejudicial to the Objects and interests of the Association and/or lifesaving; or

- (iii) brought themselves, 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.

7. ASSOCIATION'S CONSTITUTION

7.1 Constitution of the Association

This Constitution reflects the objects of LSV and, subject to any requirements of the Act, generally conforms with the requirements of the LSV constitution including:

- (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 SLSA as the final arbiter on matters pertaining to lifesaving in Australia; and
- (f) such other matters as are required to give full effect to the LSV constitution,

with such incidental variations as are necessary having regard to the requirements of the Association and the Members.

7.2 Operation of the LSV Constitution

- (a) The Association will take all steps to ensure its Constitution is consistent with the LSV constitution at least to the extent set out in **rule 7.1** and in respect of those matters set out in **rule 7.1** shall ensure that the Constitution is amended in a manner consistent 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 the Constitution. The Association acknowledges and agrees that LSV has power to veto any provision in its Constitution where, in LSV's reasonable opinion, any such provision is contrary to the objects of LSV.

8. MEMBERSHIP OF ASSOCIATION

8.1 Minimum number of Members

The Association must have at least 5 Members.

8.2 Categories of Members

The Members of the Association shall consist of:

- (a) **Life Members** - who subject to this Constitution, shall have the right to notice of, and to be present and to debate at General Meetings, but shall have no voting rights (unless the Life Member is also an Individual Member under **rule 8.2(b)**);
- (b) **Individual Members**
 - (i) over 15 years of age, who shall have the right to notice of, and to be present, to debate and to vote at General Meetings; and
 - (ii) under 15 years of age, who shall have the right to be present at General Meetings but with no voting rights.
- (c) Membership of the Association shall be divided into the following Membership Categories (in line with SLSA Membership categories):
- (d) **Junior Member**
 - (i) **Junior Activity (Nipper)** - any person aged between 6 years and 13 years at September 30 of any calendar year who is registered to be a Junior Member of the Association, save and except that no person may be admitted to or may have their membership renewed unless and until:
 - (A) a parent, guardian or immediate family member of the nipper (aged 18 years or over) is an Active Member of the Association and that Member assists in the conduct of the Junior Surf Lifesaving (Nipper) Program or is an active patroller; or
 - (B) the Committee, in its discretion, considers there are reasonable grounds to grant an exemption from the requirements of Rule 8.2(d)(i)(A) after receiving and considering an application seeking such an exemption is made in writing outlining the grounds upon which the exemption should be granted;
 - (ii) **Cadet** - any person between the ages of 13 and 15 years at September 30 of any calendar year who has qualified for the Surf Rescue Certificate of the SLSA.
- (e) **Active Member**
 - (i) **Junior Active** - any person between the ages of 15 and 18 years at September 30 of any calendar year who has qualified for the Bronze Medallion of the SLSA;
 - (ii) **Senior Active** - any person over the age of 18 years at September 30 of any calendar year who has qualified for the Bronze Medallion of the SLSA;
 - (iii) **Reserve Active** - any person over the age of 18 years at September 30 of any calendar year and who has completed 8 years continuous and satisfactory membership as a Member or who, in the opinion of the Committee, is unable to reasonably carry out their patrol duties by reason of illness, place of residence or other satisfactory reason; or
 - (iv) **Award Membership** - proficient holders of one of the following awards: Radio Operators, Resuscitation Certificate, Advanced

Resuscitation Techniques, Senior First Aid. Members who have these qualifications can assist with patrol operations. This category is for members who do not have the ability to perform the full active requirements.

(f) **Associate Member**

- (i) **Associate** - any person over the age of 18 years at September 30 of any calendar year who is a parent, guardian or spouse of an Active or Junior Activity membership member or who, in the opinion of the Committee cannot fulfil the duties of an Active membership. An Associate member shall have the rights and obligations of a Senior Active member except they shall not be eligible to compete in competitions or be eligible for election to any official position associated with active life saving activities;
- (ii) **General Membership** - the requirements of which may be determined by the Committee from time to time as the case may be; and
- (iii) **Leave/Restricted Membership** - the requirements of which may be determined by the Committee from time to time as the case may be.

(g) **Honorary and Service Membership**

- (i) **Life Membership** - A life Member has life membership of the Association and, subject to maintaining their registration for the season, is also an Individual Member with the rights and obligations of an Associate Member or, subject to qualifying for and complying with the requirements of an appropriate category of Active Membership, the relevant category of Active Member. Life Membership will be conferred as set out in **rule 8.7**;
- (ii) **Long Service Membership** - a Long Service Member may be appointed from amongst the Members of the Association who have rendered long and distinguished service of at least 10 years as a Senior or Junior Active Member or 8 years as Senior Active or Junior Active Member and 4 years as an Active Reserve Member. Nomination for Long Service Membership will be made by written application by a Member to the Registrar. Upon receipt of an application for Long Service Membership the Registrar shall review applications, nominate and present appropriate candidates to receive endorsement and approval by the Committee;
- (iii) **Honorary Membership** - any person admitted as such by the Committee for such period as the Committee thinks fit. An honorary member shall have the rights and obligations of an Associate Member;
- (iv) **500 Club** - specific members of the Association who made a contribution to the Association prior to 21 July 2002 of a minimum of \$500 were given 500 Club status by a sub-committee established by the Committee. A 500 Club member has life membership of the Association and, subject to maintaining their registration for the season, is also an Individual Member with the rights and obligations of an Associate Member or, subject to qualifying for and complying with the requirements of an appropriate category of Active Membership, the relevant category of Active Member. No member may be admitted as

a 500 Club member after 21 July 2002 provided that this will not affect the rights and obligations of any existing 500 Club member.

- (v) **Past Active Membership** - The Committee as it thinks fit may extend Past Active Membership status to any person who has rendered sufficient service to the Association. This category of membership includes those persons recognised by the Association as "Bobbas";

(h) **Community Membership**

- (i) **Temporary Social** – any person who is not normally resident within a 5 kilometre radius of the clubhouse of the Association at Point Leo may be admitted as a Temporary Social member by a member of the Committee or a person delegated in writing by the Committee. Despite any provision in these rules in the contrary, the following provisions will apply:

- (A) no joining fee will be payable;
- (B) a membership fee as determined by the Committee will be payable;
- (C) membership must be for a period of not more than 4 weeks;
- (D) not more than 3 periods of Temporary Social membership may be granted to the person in any 1 calendar year;
- (E) membership will only allow participation in the social activities of the association and will only allow access to bar, meal and toilet facilities; and
- (F) Temporary Social members will have no right or vote at any meeting of the association.

- (ii) **Association Supporter** - the Committee or the Executive Committee may appoint any person as an Association Supporter. Association Supporter membership will only allow participation in the social activities of the association and will only allow access to bar, meal and toilet facilities. The Committee will, from time to time as the case may be, determine the fee (if any) to be paid by a person appointed as an Association Supporter.

- (i) All Active Members must attend at the beach or elsewhere for patrol or other duties on such hours as may be specified by the Committee, in the patrol roster or at such other times as may be deemed necessary by the Club Captain or any Vice-Club Captain; and
- (j) Junior Activity (Nippers) members shall be subject to such rules covering training, discipline and competition as may be specified in writing by the Junior Surf Lifesaving Program (Nipper) Co-ordinator and approved by the Committee.

8.3 Application for Membership

An application for membership by an individual must be:

- (a) in writing on the form prescribed from time to time by LSV and/or SLISA, from the applicant or its nominated representative and lodged with the Association, by a date prescribed by LSV and/or SLISA or as determined by the Committee from time to time as the case may be;
- (b) accompanied by the appropriate (annual) fee, if any; and
- (c) submit relevant documentation to comply with the Association's requirements as nominated by the Committee in writing from time to time, including Working with Children Check Policy.

8.4 Discretion to Accept or Reject Application

- (a) The Committee may, acting in the best interests of the Association and in good faith, accept or reject an application whether the applicant has complied with the requirements in **rule 8.3** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Committee accepts an application, the applicant shall, subject to notification to, and approval by, LSV, become a Member. The Association acknowledges that LSV may reject an applicant independently of the Association. LSV is not obliged to provide reasons if it rejects an application.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by LSV. The Register shall be updated accordingly as soon as practicable.
- (d) If the Committee rejects an application (or if LSV rejects an application), the Association shall refund any fees forwarded with the application, and the application shall be deemed rejected. No reasons for rejection need be given.
- (e) There is no right of appeal where the Committee rejects an application for membership, whether the application is a new application or a renewal application.

8.5 Renewal of membership

- (a) Members must re-apply for membership of the Association in accordance with the timeframes and procedures set down by the Committee from time to time. Members acknowledge and agree that membership renewal is not automatic.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Committee.
- (c) The Committee may, acting in the best interests of the Association and in good faith, accept or reject a renewal application whether the applicant has complied with the requirements in **rules 8.5(a)** and **(b)** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (d) If the Committee rejects an application, the Association 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.
- (e) There is no right of appeal where the Committee rejects an application for membership, whether the application is a new application or a renewal application.

8.6 Membership Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements in **rule 26** apply to the continuation of membership from the date of adoption of this Constitution.

8.7 Life Members

- (a) The Committee may recommend to the Annual General Meeting that any natural person who has rendered long and distinguished service to the Association and lifesaving, where such service is deemed to have assisted the advancement of the Association and lifesaving in Point Leo be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Committee must be a Special Resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

(d) Life Members - Qualification

- (i) Objective Provisions for Qualification as a Life member - persons who have rendered service to the Association over a total period of 15 years (which need not be continuous) in 1 or more of the following capacities.
 - (A) exemplary patrol record as an Active Member;
 - (B) as an elected Committee Member;
 - (C) in a leadership role within the Association in a non-elected capacity; or
 - (D) as a delegate to LSV.

If a Member serves concurrently in 2 or more of the capacities set out above, then only 1 of such capacities may be counted in determining the total period of service.

- (ii) Subjective Provisions for Qualification - Subject to having service qualifying under the objective provisions, that service being considered by the Life Members of the Association to be exemplary, conspicuous or special; for the purposes of this **rule 8.7** "special service". The standard of what is considered "special service" shall be at the discretion of the Life Members and shall not be the subject of any appeal whatsoever.
- (iii) Consideration may be given by the Life Members of the Association to a nominee who has rendered exceptional "special service" over a shorter period.

(e) Life Members – Records of Service

- (i) The Registrar's duties shall include compiling, maintaining and keeping up to date records of the service of all Members.
 - (ii) The Committee shall appoint from amongst the Life Members of the Association a Nominations Secretary for the purposes of **rule 8.7**.
 - (iii) The Nominations Secretary shall examine all nominations for Life Membership and report thereon to the meeting of Life Members, referring for consideration of the meeting only those nominations which in his or her opinion satisfies the objective and/or subjective provisions of this regulation.
- (f) **Life Members - Nomination**
- (i) The Nominations Secretary shall no later than 15 February of each year call for, or may accept unsolicited nominations for Life Membership of The Association, with a closing date for nominations no later than 30 April of each year. A notice detailing all aspects of Life Membership and calling for nominations as required shall be permanently and prominently displayed in the Club House and may be circulated to Members.
 - (ii) Any Member or Past Active Member of the Association may nominate, or be nominated, for Life Membership of the Association.
 - (iii) Nominations for Life Membership must be submitted in writing by the closing date nominated by the Nominations Secretary.
 - (iv) Nominations in writing and addressed to the Nominations Secretary, shall be delivered to the Nominations Secretary unopened and shall provide sufficient details in support of the nomination.
 - (v) Nominations may carry forward to a subsequent year.
- (g) **Life Members Meeting**
- (i) A meeting of the Life Members shall be held within 2 months of the closing date for nominations, to consider and recommend to the Committee any eligible nominations. This meeting shall be convened by the Nominations Secretary who shall give no less than 1 months' notice to the Life Members.
 - (ii) In the event of there being no nominations a Life Members meeting may not be necessary.
 - (iii) The Life Members shall meet from time to time when so requested by the Nominations Secretary to consider matters referred to them for their consideration.
 - (iv) Any 5 Life Members shall form a quorum of a properly convened meeting of which due notice has been given to all Life Members of the Association. Except for meetings convened to consider Life Membership nominations all other meetings require 14 days' notice to be given of such meetings.
 - (v) The Life Members shall elect from among their Members a Chairman for that particular meeting.

(h) **Life Members – Appeals**

- (i) The Nominations Secretary shall no later than 1 month after the closing of nominations notify in writing to the nominator of any candidate whom in the opinion of the Nominations Secretary does not satisfy the Objective qualification provisions of this rule. The nominator, within 14 days of the date of such notice, may submit an appeal to the Life Members of such notice, prior to the Life Members considering the nominations referred by the Nominations Secretary. If the Life Members uphold the appeal, they shall then consider that nomination together with those referred by the Nominations Secretary. The nominator appealing shall not be entitled to be heard in person or by a representative except by consent of the Chairman of the Life Members meeting.

(i) **Life Members - Election**

- (i) The Life Members shall consider all:
- (A) nominations referred by the Nominations Secretary; and
 - (B) nominations being the subject of a successful appeal to determine if the service of each candidate is "Special Service".
- (ii) If the Life Members determine the service to be "Special Service" the nomination shall be recommended for Life Membership of the Association to the Committee. The Committee must endorse the recommendation of the Life Members as a motion to the Annual General Meeting. The determination of Life Members shall be decided by a show of hands and shall require a two-thirds favorable majority of those voting. If two-thirds is not a whole number, the figure required shall be the next highest whole number.
- (iii) The names of the nominations recommended by the Life Members to the Committee shall be circulated by the Committee to all those receiving notice of the Annual General Meeting and shall be voted on at that meeting. Nominees receiving the votes of two-thirds of those present and eligible to vote shall be elected Life Members of the Association. If two-thirds is not a whole number, the figure required shall be the next highest whole number.
- (j) The Registrar shall maintain a contact list for all Life Members and make the contact list available to the Nominations Secretary for the purpose of convening meetings of Life Members.
- (k) **Life Patron** - The Life Patron may be appointed from amongst the Life Members of the Association. Such a position may only be filled as a result of exceptional services in the previous capacity of Life Member . Each Nomination for Life Patron must be recommended by the Life Members Sub-Committee to the Committee, The Committee must endorse the recommendation of the Life Members as a motion to the Annual General Meeting of the Association. Such nominations must be carried by a two-thirds majority of those present and voting at the Annual General Meeting.

8.8 Effect of Membership

- (a) Members acknowledge and agree that:

- (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations made under this Constitution. This **rule 8.8(a)(i)** applies to and binds a Junior Member of the Association to the extent permitted by law;
 - (ii) they shall comply with and observe this Constitution and the Regulations;
 - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;
 - (iv) this Constitution and Regulations are necessary and reasonable for promoting the Objects of the Association;
 - (v) neither membership of the Association nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over the Association or its property or assets;
 - (B) any automatic right of a Member to renewal of their membership of the Automatic;
 - (C) subject to the Act and the Association acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee.
- (b) Members may, by virtue of membership of the Association, and subject to this Constitution:
- (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - (ii) make proposals or submissions to the Committee or any Sub-Committee;
 - (iii) engage and participate in any activity approved, sponsored or recognised by the Association; and
 - (iv) conduct any activity approved by the Association.
- (c) A right, privilege or obligation of a person by reason of their membership of the Association:
- (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

8.9 Liability of Members

The liability of the Members of the Association is limited to the payment by the Member of the Member's Annual Subscription.

9. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Committee from time to time.
- (b) The Committee 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 Association, including but not limited to the right to vote at General Meetings. There is no right to natural justice or any right of appeal where the Committee exercises its power under this **rule 9(b)**.

10. REGISTERS

10.1 Association to Keep Register of Members

The Association 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) whether the Member has been granted voting rights;
- (e) any other information determined by the Committee or as required by LSV or SLSA (as the case may be); and
- (f) for each former Member, the date of ceasing to be a Member.

10.2 Changes to Member details

Members shall provide notice of any change and required details to the Association within 1 month of such change.

10.3 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with **rule 37(b)**.

10.4 Use of Register

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

10.5 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 privacy laws.

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Discontinuance by Notice of Resignation

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

11.2 Discontinuance by Breach

- (a) Membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution, including but not limited to failure to comply with a Regulation or any resolution or determination made or passed by the Committee or any duly authorised Sub-Committee.
- (b) Membership shall not be discontinued by the Committee under **rule 11.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Committee's view (acting reasonably) to adequately explain or remedy the breach in a timely manner, that Member's membership shall be discontinued under **rule 11.2(a)** by the Committee giving written notice of the discontinuance.

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 more than 3 months after the date on which subscription fees fall due and payable; or
 - (ii) if no annual subscription is payable:
 - (A) the Registrar has made a written request to the Member to confirm that the Member wishes to remain a Member; and
 - (B) the Member has not, within 3 months after receiving a request under rule 11.3(a)(ii)(A), confirmed in writing that the Member wishes to remain a Member, or
- (b) Should a sufficient explanation be made to the Committee for the failure to pay subscription or reason for not responding to a request, the Committee 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 Association within 3 months of re-application falling due, that Member's membership will be deemed to have lapsed from that time.

11.5 Amendment to the Register

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

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 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.

11.7 Membership may be Reinstated

Membership which has been discontinued under this **rule 11** may be reinstated at the discretion of the Committee, upon such conditions as it deems appropriate. The Committee is not obliged to reinstate any former Member's membership.

11.8 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member will not be refunded except in the case of exceptional circumstances or hardship as determined by the Committee in its discretion.

12. DISCIPLINE AND JUDICIAL REGULATION

- (a) The Association adopts the Discipline and Judicial Regulations authorised under clauses 16, 18 and 39 of the SLSA constitution as may amended from time to time. The Discipline and Judicial Regulations, as amended by the association for this Constitution, are set out in Appendix 1 to this Constitution.
- (b) A Member who is the subject of a disciplinary procedure can not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.
- (c) The Committee must ensure that:
 - (i) the support of the Association's grievance officer is available to any Member the subject of any disciplinary procedure (refer to Appendix 1) or grievance procedure (refer to **rule 39**); and
 - (ii) any Junior Member or Junior Active Member the subject of, or otherwise involved in any discipline or grievance procedure is, in consultation with a parent or legal guardian of the Junior Member or Junior Active Member (as the case may be), provided with all such assistance (including as to the timing and adjournment of any such discipline or grievance procedure) as may be necessary to protect the interests of any such Junior Member or Junior Active Member.

- (d) The Committee must, at the first Committee Meeting after an Annual General Meeting, confirm the appointment of the Association's grievance officer.

13. ANNUAL GENERAL MEETINGS

13.1 Annual General Meeting to be Held

- (a) The Association shall convene and hold an AGM of its Members annually within 5 months after the end of the Financial Year and in accordance with the Act.
- (b) The AGM shall, subject to the Act and to **rule 13.1(a)**, be convened at a time, date and venue to be determined by the Committee.

13.2 Business

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

- (a) confirmation of minutes from previous AGM and of any Special General Meeting held since then;
- (b) receive and consider:
 - (i) reports of the Committee;
 - (ii) reports of auditors (if any);
 - (iii) financial statements of the Association; and
 - (iv) any other reports as determined by the Committee;
- (c) election of office bearers (if applicable);
- (d) if applicable confirmation of the appointment and fixing of the remuneration (if any) of auditors (if an audit is required under the Act); and
- (e) 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.

14. SPECIAL GENERAL MEETINGS

14.1 Special General Meetings May be Held

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

14.2 Request for Special General Meetings

- (a) The Secretary must on the requisition in writing of 10% or more 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 1 or more of the Members making the requisitions.
- (c) If the Committee does not cause a Special General Meeting to be held within 1 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 3 months after the date on which the requisition is sent to the Association.
- (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 Committee.

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 under **rule 8.2**, at the address or email address (as the case may be) appearing in the Register kept by the Association. The auditor (if any) and Committee Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address or email address (as the case may be) . No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the business to be transacted at the meeting. Notice may be given in any form permitted under **rule 31**.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any nominations for candidates to be elected to the Committee received in accordance with **rule 19.1**; and
 - (iii) any notice of motion received from Members under **rule 15.2(b)**.

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 28 days' notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

15.3 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be at least 10 Members represented personally or in accordance with **rule 15.6**. If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

- (a) if convened upon the requisition of Members, shall be dissolved; and
- (b) in any other case, shall stand adjourned to:
 - (i) 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
 - (ii) any date, time and place determined by the chairperson;

and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

15.4 President to Chair

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

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

If the President is not present, or is unwilling or unable to preside the Members shall appoint 1 of the Committee Members 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 technology that allows that Member and the other Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting as permitted under **rule 15.6(a)** is taken to be present at the meeting and, if the Member (being eligible and entitled to vote) votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS

16.1 Members entitled to Vote

- (a) Each Member entitled to vote as set out in **rule 8** shall have 1 vote at General Meetings which, subject to this Constitution, shall be exercised by that Member

16.2 Voting Procedure

- (a) Subject to this **rule 16**, votes at a General Meeting shall be given in person by those Members 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 Association 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 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:

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

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

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

16.6 Proxy and Postal Voting

There shall be no proxy or postal voting on any matter.

17. MINUTES OF GENERAL MEETINGS

- (a) The Committee 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 persons present at each General Meeting.
- (c) In addition, the minutes of each Annual General Meeting must include:
- (i) any reports or financial statements submitted to the members at the Annual General Meeting; and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

18. COMMITTEE

18.1 Powers of Committee

- (a) The business and affairs of the Association shall be managed by the Committee constituted under **rule 18.2**.
- (b) Subject to this Constitution and the Act, the Committee:
 - (i) shall control and manage the business and affairs of the Association;
 - (ii) may appoint an Executive Committee in accordance with **rule 22.1**;
 - (iii) 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
 - (iv) has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

18.2 Composition of Committee

The Committee shall comprise:

- (a) the President;
- (b) the Senior Vice-President;
- (c) the Treasurer;
- (d) the Secretary;
- (e) the Registrar;
- (f) the Vice-President Communications;
- (g) the Vice-President Youth Development;
- (h) the Vice-President Grants;
- (i) the Vice-President Fundraising and Sponsorships;

- (j) the Vice-President Facilities;
- (k) the Vice-President Member Development;
- (l) the Vice-President "Bobbas" Liaison;
- (m) the Club Captain;
- (n) the Chief Instructor;
- (o) the IRB Co-ordinator;
- (p) Vice-Captain (Patrols);
- (q) the Gear Steward;
- (r) the Vice-President Lifesaving Services;
- (s) the Head Coach;
- (t) the Team Manager (Seniors);
- (u) the Athlete's Representative;
- (v) the Junior Surf Lifesaving Program (Nipper) Co-ordinator;
- (w) the Junior Surf Lifesaving Program (Nipper) Representative;
- (x) the Team Manager (Juniors);
- (y) the Vice-President Juniors; and
- (z) up to 4 General Committee Members.

who must all be Individual Members (over the age of 18 years of age) and who shall be elected under **rule 19**.

18.3 Portfolios

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

18.4 Right to Co-Opt

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

18.5 Appointment of Delegate

- (a) The Committee shall, from amongst its members, appoint a Delegate to attend general and other meetings of LSV for such term as the Committee determines, and otherwise in accordance with LSV's Constitution and other requirements.

- (b) The Association must advise the LSV Chief Executive Officer in writing of its Delegate.

18.6 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at **rule 26(b)** shall apply from the date of adoption of this Constitution.

18.7 Term of Office of Committee Members

- (a) Committee Members shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting.
- (b) Committee Members may be re-elected.

19. ELECTION OF COMMITTEE MEMBERS

19.1 Nominations of Candidates

- (a) The Association shall call for nominations for candidates to be elected to the Committee not less than 42 days prior to the Annual General Meeting. 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 Committee from time to time.
- (b) Candidates must:
 - (i) be Individual Members;
 - (ii) be aged 18 years or over; and
 - (iii) reside in Australia.
- (c) Nominations of candidates for election as Committee Members must be:
 - (i) made in writing, identifying the office for which the nominee is nominating, signed by 2 Individual Members (over 18 years of age) and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Association no later than 10 days after the call for nominations issued by the Association in accordance with **rule 19.1(a)**.

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

- (d) If insufficient nominations are received to fill all available vacancies on the Committee:
 - (i) the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected to the office for which they have nominated; and

- (ii) the remaining positions will be deemed casual vacancies under **rule 20.3**.
- (e) If the number of nominations received for particular offices is equal to the relevant vacancies to be filled, the persons nominated shall, subject to **rule 19.3(g)** and declaration by the chairperson, be deemed to be elected to the relevant office. By way of example only, if 1 nominee has been received for the office of Treasurer then subject to declaration by the chairperson, that person shall be deemed to be elected as Treasurer.
- (f) If the number of nominations for particular offices exceeds the number of relevant vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Committee.
- (g) If the number of nominations received for particular offices is equal to the relevant vacancies to be filled, the Members may still demand an election to elect that single nominee to an office and an election is so demanded that person must be elected under **rule 19.2** by a majority of voting Members present and voting.

19.2 Voting procedures

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

20. VACANCY ON THE COMMITTEE

20.1 Grounds for Termination of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns their office in writing to the Association;
- (f) is absent from meetings of the Committee held during a period of 6 months without having previously obtained leave of absence under **rule 21.5** or the Committee Member has provided reasonable excuse for such absence or the Committee has otherwise determined that the Committee Member's office should not be vacated in the circumstances of the absence;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest;
- (i) is removed from office in accordance with this Constitution;

- (j) has been expelled or suspended from membership (without further recourse under this Constitution or the LSV constitution); or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

20.2 Removal of Committee Member

- (a) The Association in a General Meeting may by Special Resolution remove any Committee Member, 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 Committee Member.
- (b) Where the Committee Member 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 Committee Member may require that they be read out at the meeting, and the representations shall be so read.

20.3 Casual Vacancy

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

21. QUORUM AND PROCEDURE AT COMMITTEE MEETINGS

21.1 Convening a Committee Meeting

- (a) The Committee shall meet as often as is deemed necessary, but in any event at least once every 3 months, for the dispatch of business. The Committee may, at the first Committee Meeting after an Annual General Meeting determine a calendar of meetings for the next year until the next Annual General Meeting. Subject to this Constitution the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Committee Members 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 7 days' written notice of Committee meeting shall be given to each Committee Member.
- (c) Written notice of each Committee meeting, specifying the general nature of the time, date and place of the Committee meeting and the business to be transacted, shall be served on each Committee Member by:
 - (i) delivering it to that Committee Member 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 Committee Member's last notified contact details.
- (d) Notice may be given of more than 1 Committee meeting at the same time.

21.2 Urgent Committee Meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with **rule 21.1** provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (b) Any resolution made at an urgent Committee meeting must be passed by an absolute majority of the Committee.

21.3 Quorum

- (a) At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is 7 of the Committee Members.
- (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 Committee may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Committee Member such that the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, those Committee Members may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.

21.4 Procedures at Committee meetings

- (a) At meetings of the Committee, the President shall chair the meeting. If the President is absent or unwilling to act, the Deputy President shall chair the meeting. If the Deputy President is absent or unwilling to act, the Committee Members present shall appoint another Committee Member to chair the meeting.
- (b) Questions arising at any meeting of the Committee shall be determined on a show of hands, or if demanded by a Committee Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall be deemed a determination of the Committee. All Committee Members shall have 1 vote on any question. Where voting at a Committee Meeting is equal the motion shall be lost. The chairperson does not have a casting vote.
- (d) Voting by proxy at Committee meetings is not permitted.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Committee Members present at the meeting (including in accordance with **rule 21.4(f)**, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Committee Members.
- (f) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee Members may be held where 1 or more

of the Committee Members is not physically present at the meeting, provided that:

- (i) meeting by the use of technology allows that Committee Members and the other Committee Members present at the meeting to clearly and simultaneously communicate with each other;
- (ii) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee;
- (iii) if a failure in communications prevents **rule 21.4(f)(i)** from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members 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 30 minutes from the interruption the meeting shall be deemed to have terminated; and
- (iv) any meeting held where 1 or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

21.5 Leave of absence

- (a) The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding 6 months.
- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

21.6 Material Personal Interests

- (a) A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (b) A Committee Member 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) This **rule 21.6** does not apply to a material personal interest that:
 - (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Committee Member has in common with all, or a substantial proportion of the Members.

- (d) A general notice that a Committee Member is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Committee Member and the said matter. After such general notice, it is not necessary for such Committee Member to give a special notice relating to the said matter.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Committee Member in accordance with this **rule 21.6**.
- (f) If a Committee Member is unsure whether they have a material personal interest they must raise the issue with the Committee who will consider and determine whether the Committee Member has a material personal interest or not. If the Committee so determines this **rule 21.6** will apply.

21.7 Financial Interest

- (a) A Committee Member is disqualified from:
 - (i) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
 - (ii) contracting with the Association either as vendor, purchaser or otherwise;

except with express resolution of approval of the Committee.
- (b) Any contract or arrangement in which any Committee Member is in any way interested which is entered into by or on behalf of the Association without the express resolution of approval of the Committee, will be voided for such reason.
- (c) The nature of the financial interest of such Committee Member must be declared by the Committee Member at the meeting of the Committee 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 Committee after the acquisition of the interest.
- (d) A general notice that a Committee Member 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 Committee Member and the said transactions. After such general notice, it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Committee Member in accordance with **rule 21.7**.

21.8 Conflicts

A Committee Member, 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 Committee Member is interested. If the Committee Member votes, the vote shall not be counted.

22. DELEGATED POWERS

22.1 Executive Committee

- (a) The Committee may, at the first Committee Meeting after an Annual General Meeting establish, by resolution in writing, an Executive Committee. An Executive Committee established in accordance with **rule 22.1(a)** will be established until the commencement of the next Annual General Meeting.
- (b) An Executive Committee shall be comprised of:
 - (i) the President;
 - (ii) the Senior Vice-President;
 - (iii) the Treasurer;
 - (iv) the Secretary; and
 - (v) the Club Captain.
- (c) An Executive Committee has the powers, functions and financial delegation determined by the Committee at the first Committee Meeting after an Annual General Meeting. The powers, functions and financial delegation of an Executive Committee will be recorded in writing as a regulation included in the Governance & Policies Manual.
- (d) Any decision or resolution of the Executive Committee requires a majority of the members of the Executive Committee.
- (e) At meetings of the Executive Committee the number of Executive Committee Members whose presence is required to constitute a quorum is 3 of the Executive Committee Members.
- (f) Without limiting the power of the Executive Committee to regulate its meetings as it thinks fit, a meeting of the Executive Committee may be held where 1 or more of the Executive Committee is not physically present at the meeting, provided that each member of the Executive Committee attending the meeting is able to clearly and simultaneously communicate with each other member of the Executive Committee.
- (g) The Executive Committee must ensure that:
 - (i) a record is taken and kept of each decision or resolution of the Executive Committee; and
 - (ii) minutes are taken and kept of each meeting of the Executive Committee.
- (h) At the next Committee meeting after a record or minute is taken in accordance with **rule 22.1(g)**, the record or minute must be distributed to all Committee Members present at the Committee meeting. The Committee must ensure that a copy of each such record or minute is kept and maintained by the Association.
- (i) The Executive Committee may not:

- (i) delegate its powers or functions;
- (ii) formulate, issue, adopt, interpret or amend any regulations established by the Committee in accordance with **rule 25**; or
- (iii) amend or seek to amend a power, function or financial delegation of the Executive Committee established by the Committee in accordance with **rule 22.1(c)**.

22.2 Committee May Delegate Functions

- (a) The Committee 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 Committee determines.
- (b) The Committee 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 Committee by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.
- (c) At any time, the Committee may by instrument in writing, revoke wholly or in part any delegation made under this rule, and may amend or repeal any decision made by such body or person under this rule.

22.3 Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

22.4 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 Committee under **rule 21**. This includes those rules governing conflicts of interest.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Committee.

22.5 Sub-Committees

- (a) As set out in **rule 22.1**, the Committee may establish and delegate any of its functions, powers or duties (except this power to delegate) to such sub-

committees as it thinks fit. The Committee may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

- (b) The Committee may establish an unrestricted number of Sub-Committees.
- (c) The Committee shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Committee.
- (d) A Committee Member shall be an ex-officio member of any committee so appointed.
- (e) The Committee shall establish an advisory board for the Gary Tierney Foundation Fund and appoint and remove, or make provision for the appointment and removal of, members of the advisory board to the Gary Tierney Foundation Fund.

23. DUTIES

23.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with this Constitution and the Act.
- (b) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee Members comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Committee must ensure that the Association complies with all requirements in the Act regarding financial statements.

23.2 Secretary

- (a) The person elected as Secretary under **rule 19** will act as the Association's secretary under the Act.
- (b) The Secretary must give the Registrar under the Act notice of their election within 14 days after the election.
- (c) If the position of Secretary becomes vacant, the Committee must appoint a person to the position within 14 days after the vacancy arises.

23.3 Financial Duties

- (a) The Committee must:
 - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

- (ii) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
 - (iii) make any payments authorised by the Association or by a General Meeting of the Association from the Association's funds;
 - (iv) ensure that the financial records of the Association are kept in accordance with the Act;
 - (v) coordinate the preparation of the financial statements of the Association and their submission to the AGM;
 - (vi) ensure that at least 3 Committee Members have access to the accounts and financial records of the Association; and
 - (vii) keep in their custody or under their control:
 - (A) the financial records for the current financial year; and
 - (B) any other financial records as authorised by the Committee.
- (b) In addition to the Treasurer elected under **rule 19** the Committee may allocate responsibility for the financial duties described at **rule 23.3(a)** to another Committee Member in accordance with **rule 18.3**.

24. MINUTES OF MEETINGS

The Committee must ensure that minutes are taken and kept of each Committee meeting. As a minimum, the minutes must record:

- (a) the business considered at the meeting;
- (b) any resolution on which a vote is taken and the result of the vote; and
- (c) any interest declared under **rule 21.6** or **21.7**.

The Committee must ensure that a copy of the minutes of each Committee meeting is kept and maintained by the Association.

25. REGULATION

25.1 Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend such regulations for the proper advancement, management and administration of the Association, the advancement of the Objects and lifesaving at Point Leo as it thinks necessary or desirable. Such regulations must be consistent with the Constitution, the LSV constitution, the SLSA constitution and any regulations or by laws made by LSV or SLSA. If any regulations are inconsistent with the LSV or SLSA constitution or any regulations or by laws made by LSV or SLSA the regulations shall be null and void and will be inapplicable. Any regulation established by the Committee in accordance with this **rule 25.1** must be recorded in the Governance & Policies Manual.

25.2 Regulations Binding

All regulations made under this **rule 25.2** shall be binding on the Association and Members of the Association.

25.3 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at **rule 26(c)** shall apply from the date of adoption of this Constitution.

25.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to regulations shall be advised to Members of the Association by means of Notices approved and issued by the Committee.

26. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this **rule 26** shall apply from the date of adoption of this Constitution.
- (b) The members of the governing or managing body (by whatever name it is called) of the 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 Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c) All clauses, rules, and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, and regulations are not inconsistent with, or have not been replaced by this Constitution, shall be deemed to be regulations under **rule 25**.
- (d) All individuals who are, prior to the approval of this Constitution, Members of the Association shall be deemed Members of the Association (in the relevant category) from the time of approval of this Constitution under the Act. All such Members shall provide the Association with such details as may be required by the Association under this Constitution within 1 month of the approval of this Constitution under the Act.

27. FUNDS, RECORDS AND ACCOUNTS

27.1 Sources of Funds

Subject always to this Constitution the Committee will determine:

- (a) the sources from which the funds of the Association are to be, or may be, derived; and
- (b) the manner in which such funds are to be managed.

27.2 Management of funds

- (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 Association's revenue is deposited.
- (b) The Committee may authorise 1 Committee Member to expend funds on behalf of the Association up to a specified limit without requiring approval from

the Committee for each item on which the funds are expended. This may be as a part of a designated portfolio in accordance with **rule 18.2 or rule 18.3**.

- (c) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after the receipt of the funds.
- (d) With the approval of the Committee, 1 Committee Member may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction. This may be as a part of a designated portfolio in accordance with **rule 18.2 or rule 18.3**.

27.3 Association to Keep Records

- (a) The Association shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Association and the Committee. These records and minutes shall be produced as appropriate at each Committee or General Meeting.
- (b) All records and minutes kept in accordance with **rule 27.3(a)** shall be kept in the care and control of the Committee.

27.4 Committee to Submit Accounts

The Committee shall submit to the Members at the AGM the statements of account of the Association in accordance with this Constitution and the Act.

27.5 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.

27.6 Accounts to be Sent to Members

The Committee shall cause to be sent to all persons entitled to receive notice of AGM in accordance with this Constitution, a copy of the statements of account, the Committee's report, the auditor's report (if any) and every other document required under the Act (if any).

27.7 Gift Fund

- (a) The Association has deductible gift recipient status from the Australian Taxation Office. It will maintain for the principal purpose of the Association a fund, called the Gift Fund, to which gifts of money or property for that purpose will be made and to which any money received by the Association because of such gifts is to be credited and the Gift Fund will not receive any other money or property.
- (b) The Gift Fund will comprise a general gift fund and 1 or more sub-gift funds, including the Gary Tierney Foundation Fund.
- (c) The Association will use gifts made to the Gift Fund (including any sub-funds of the Gift Fund) and any money received because of such gifts for the principal purpose of the Association only.

- (d) At the first occurrence of either the winding up of the Gift Fund or the revocation of the Association's endorsement under Sub-division 30-BA of the *Income Tax Assessment Act 1997* (Cth), the Association will transfer any surplus assets of the Gift Fund to such fund, authority or institution to which gifts can be deducted under Division 30 of the *Income Tax Assessment Act 1997* (Cth) as is nominated by the Committee.
- (e) Any other provisions which from time to time are required in order to maintain the status of the Association as an entity in respect of which gifts can be deducted under the *Income Tax Assessment Act 1997* (Cth) are deemed to form part of this Constitution.

28. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) 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.
- (c) Nothing in this **rule 28** shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
 - (i) any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Association; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

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

29. NEGOTIABLE INSTRUMENTS

Subject to this Constitution, all cheques, promissory notes, banker's drafts, bills of exchange, electronic payment transactions and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 duly authorised Committee Members or in such other manner as the Committee determines.

30. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Committee, and the remuneration (if any) of such auditor or auditors fixed by the Committee. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the

Corporations Act and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Committee.

- (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 each Financial Year.

31. SERVICE OF NOTICES

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or 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 at the time the letter would have been delivered in the ordinary course of post.
- (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 sending, unless a report advising the electronic mail message was not sent is received by the sender.

32. COMMON SEAL

- (a) The Association may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Committee. Every use of the Seal shall be recorded in the Association's minute book. 2 Committee Members must witness every use of the Seal, unless the Committee determines otherwise.

33. REGISTERED ADDRESS

The registered address of the Association is:

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

34. ALTERATION OF CONSTITUTION

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

35. INDEMNITY

- (a) Every Committee Member, officer manager, employee or agent of the Association (for the purpose of this **rule 35(a) Relevant Person**) shall be indemnified out of the property or assets of the Association against any liability incurred by the Relevant Person in the capacity as Committee

Member, officer, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Relevant Person or in which the Relevant Person is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to the Relevant Person by the Court.

- (b) The Association shall indemnify its Committee Members, officers, managers and employees against all damages and costs (including legal costs) for which any such Committee Member, 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 Committee Member or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of a manager or an employee, performed or made in the course of, and within the scope of the person's employment by the Association.

36. DISSOLUTION

- (a) The Association may be wound up voluntarily by Special Resolution.
- (b) If the Association is 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 a Member or by the Members.
- (c) If upon winding up or dissolution of the Association or upon revocation of its endorsement as a deductible gift recipient (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 organisation;
 - (ii) contributions made in relation to an eligible fundraising event held for the objects of the organisation; or
 - (iii) money received by the organisation because of such gifts and contributions; thensuch surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to some organisation(s):
 - (iv) having objects similar to the Objects; and
 - (v) 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; and
 - (vi) which is charitable at law and to which income tax deductible gifts can be made.

Such organisations(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 Victoria or other Court as may have or acquire jurisdiction in the matter.

37. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Committee shall designate a Committee Member to keep in that Committee Member's custody or control all books, minutes, documents and securities of the Association.
- (b) If requested by a Member, the Committee must permit such Member to inspect:
 - (i) the rules of the Association; or
 - (ii) the minutes of each General Meeting.

Such request and inspection by a Member must be made in good faith and for a proper purpose.

- (c) Upon written request and payment of a reasonable fee determined by the Committee from time to time, a Member may obtain a copy of the documents listed at **rule 37(b)**.
- (d) If requested by a Member and subject to the Act, any applicable privacy legislation and the Committee determining the Member's request is in good faith and for a proper purpose, the Committee must permit such Member to inspect the Register of Members.
- (e) Subject to the Act and **rules 37(b)** and **37(d)**, no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Committee meetings or other Relevant Documents of the Association, unless authorised in writing by the Committee. Before granting such authority under this **rule 37(e)** the Committee must be satisfied that such inspection is in good faith and for a proper purpose.

38. LIQUOR LICENCE OBLIGATIONS

38.1 Restricted Club Licence

A Restricted Club Licence may be operated from the premises of the Point Leo Surf Life Saving Club Incorporated, Western Parade, Point Leo, Victoria.

38.2 No 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.

38.3 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; or
- (b) an authorised gaming visitor admitted in accordance with any relevant rules of the Association.

38.4 Records

The Association must maintain records of guests to the Association's premises.

39. GRIEVANCE PROCEDURE

(a) The grievance procedure set out in this **rule 39** applies to all disputes between:

- (i) a Member and another Member; or
- (ii) a Member and the Association.

Any fact, matter or circumstance that is a "breach" for the purposes of section 5.1.1 of Appendix 1 of this Constitution is not a grievance for the purposes of this rule.

(b) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties to the dispute.

(c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days of the date of the meeting, or the date when the meeting was scheduled to occur, hold a meeting in the presence of a mediator.

(d) The mediator must be:

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - (B) in the case of a dispute between a Member and the Association, a person appointed by the Chairperson of the Resolution Institute.

(e) A member can be a mediator. The mediator cannot be a Member who is a party to the dispute. In the case of a dispute between a Member and the Association, the Mediator cannot be a Committee Member.

(f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(g) The mediator, in conducting the mediation:

- (i) must give the parties to the mediation process every opportunity to be heard;
- (ii) must ensure that **rule 12(c)** is satisfied or complied with as the case may be;
- (iii) must allow the due consideration by all parties to the dispute of any written statement submitted by any party;

- (iv) is not bound by the rules of evidence; and
 - (v) must ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties to the dispute may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (j) Any mediation conducted in accordance with this **rule 39** is confidential to the parties to the dispute and is without prejudice.
- (k) The costs of the appointment of the mediator to the mediation of the dispute and the costs of the mediator to attend at the mediation of the dispute will be paid by the Association.
- (l) Subject to **rule 39(k)** each party to the dispute will bear their own costs arising out of or in connection with attending and participating in the mediation.

APPENDIX 1 1 - DISCIPLINE AND JUDICIAL REGULATION AUTHORISED BY SLSA CONSTITUTION - ADOPTED IN ACCORDANCE WITH RULE 12 OF THE CONSTITUTION

SECTION 5

DISCIPLINE AND JUDICIAL

Regulation 5.1 Judiciary Matters

These Judiciary Regulations are authorised under clauses 16, 18 and 39 of the SLSA Constitution and rules 12, 18 and 25 of the LSV Constitution.

5.1.1 Breach

- a) Where a Member has allegedly:
- i. Breached, failed, refused or neglected to comply with the Association's Code of Conduct; or
 - ii. Breached, failed, refused or neglected to comply with the membership directives or any resolution or determination of the Committee, a State Centre, a Branch, Club or any duly authorised SLSA committee; or
 - iii. Acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of SLSA and/or surf lifesaving; or
 - iv. Brought themselves, SLSA, any State Centre, Branch or Club or surf lifesaving into disrepute; or
 - v. Competed or in any way participated in a lifesaving competition and/or used SLSA equipment contrary to **Regulation 4.3(c)** or has failed to obtain the permission of SLSA to so compete or participate in that competition or use that SLSA equipment,

the Committee, a State Centre or a Branch may commence or cause to be commenced investigatory and/or disciplinary proceedings ("proceedings") against that Member, and that Member will be subject to and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms set out in this Judicial Regulation ("Regulation"); providing that, the Committee, State Centre or Branch may commence proceedings, or investigate conduct which may warrant the commencement of proceedings by referring the matter to a Judiciary Committee.

5.1.2 Judiciary Committee

Judiciary Committees shall be convened and function as follows:

Convening of Judiciary Committee

Each SLS entity (State Centre and/or Branch) shall annually or as required appoint a Judiciary Committee to investigate and/or determine matters referred to it. The Committee may also convene a Judiciary Committee on such terms and for such purpose(s) as is required. A member of each committee shall act as committee secretary and keep records of all investigations and decisions of that committee.

Jurisdiction

- a) The jurisdiction of a Judiciary Committee shall be as follows:
 - i. Where a Judiciary Committee has been convened by the Committee, that Judiciary Committee shall have unlimited jurisdiction in all matters referred to it throughout Australia including but not limited to referrals between State Centres or between Members from different State Centres or between a State Centre and a Member from a different State Centre, or where a Judiciary Committee convened by another SLS entity within SLSA fails to take satisfactory action or impose a satisfactory result, or where another SLS entity within SLSA fails to take action at all and convene a Judiciary Committee where the Committee considers such a Committee should have been convened.
 - ii. Where within the boundaries of a Club, the alleged offender shall be dealt with by his/her Club Judiciary Committee.
 - iii. Not Used.
 - iv. Where otherwise within the boundaries of his/her State Centre, the alleged offender shall be dealt with by the State Centre Judiciary Committee.
 - v. Where the matter, in the opinion of SLSA, is better dealt with by the criminal justice system it will not be considered however SLSA may reserve its rights.

Referrals

- a) Every referral to a Judiciary Committee shall be clear and unambiguous and shall clearly set out the matter(s) required to be investigated or determined by the Judiciary Committee.
- b) Upon a referral to a Judiciary Committee the judiciary committee secretary shall, as soon as practicable, appoint a time and place suitable to the Judiciary Committee for the proceedings and may appoint an investigator to inquire into the referral.
- c) A Judiciary Committee shall process any referral to it within such time as the Committee, State Centre or Branch directs, provided always that a concerned person may apply for an adjournment by application in writing to the judiciary committee secretary. Such application must be received at least 2 days prior to commencement of proceedings.
- d) A Judiciary Committee shall have power to require the attendance of any Member at any proceedings before it. Notice shall be given in accordance with these Regulations.
- e) The referring authority shall decide the quorum for a Judiciary Committee.
- f) Should an investigator have been appointed, the chairperson of the Judiciary Committee should in conjunction with the investigator determine if the matter should proceed.

5.1.3 Procedure

Proceedings commenced under these Regulations shall be conducted as follows:

Request to Appear

- a) Upon receipt of a referral, the Judiciary Committee shall request the party or parties concerned in the referral to appear before them. Such request shall be in writing either delivered personally or in appropriate cases by post or facsimile to the appropriate address (mail or electronic) or facsimile number of the party or parties concerned. A notice given by post shall be deemed to have been given on the second day following that on which it shall be posted. A notice given by facsimile shall be deemed to be given upon receipt of a confirmation report confirming the facsimile was received at the facsimile number to which it was sent. A notice given by email shall be deemed to be given unless an email is received in reply stating email was not successfully transmitted.

Notice

- b) Proceedings shall take place as soon as practicable. All parties concerned shall be given at least 7 days' notice of the proceedings by the Judiciary Committee. The notice shall:
 - i. Be in writing;
 - ii. State that the party or parties concerned are required to appear and in what capacity;
 - iii. State the nature of the proceedings and the matters or alleged offence(s), the subject of investigation or determination, the possible penalty or penalties and the date, place and time of the hearing; and
 - iv. Be delivered in accordance with **Regulation 5.1.3(a)** above.

Appearance

- c) Persons appearing before the Judiciary Committee shall be entitled to call witnesses, but must state their case in person unless the Judiciary Committee has permitted representation through an advocate. If an advocate is permitted such advocate is not entitled to be legally trained or qualified. For the avoidance of doubt persons appearing before a Judiciary Committee are not entitled to legal representation in the Judiciary Committee proceedings. They and their witnesses shall be given a full opportunity to be heard. In their absence, or in the absence of their witnesses, a decision may be made by default. Before making a decision in default of appearance, the Judiciary Committee must satisfy itself that the party concerned was aware of the time, date and place of hearing and had been requested to appear in accordance with **Regulations 5.1.3(a)** and **5.1.3(b)** above.

Procedure at Proceedings

- d) Judiciary proceedings shall be conducted as follows:
 - i. The Judiciary Committee chairperson shall announce the opening of the proceedings, stating the Judiciary Committee's authority, jurisdiction, composition and the nature and purpose(s) of the proceedings.
 - ii. The procedure to be followed at proceedings shall be clearly explained by the Judiciary Committee chairperson. The Judiciary Committee chairperson shall state who is entitled to be present throughout proceedings during evidence and submissions.

- iii. The matter(s) the subject of proceedings shall then be read to the person(s) concerned. The body or person reporting the matter(s) and the subjects of the proceeding shall be given the opportunity to report the circumstances of those matter(s). The person(s) concerned will be given the opportunity to respond to this report and present evidence/submissions as to their view of the circumstances of those matter(s). Any witnesses called by either the reporting body or the person(s) concerned will be given the opportunity to give evidence or make submissions. Witnesses may be questioned on their evidence. Evidence and/or submissions may be tendered in writing.
- iv. The Judiciary Committee will consider the evidence presented. The Judiciary Committee may adjourn the hearing if considered necessary. No other person shall be present or partake in any discussion with the Judiciary Committee at this time. If the Judiciary Committee finds an offence has not been committed or not proved it will advise the referring authority and dismiss the charge, accordingly.
- v. If the Judiciary Committee finds an offence has been committed or proved, it may impose, in its discretion, an appropriate penalty or penalties, or it may report its findings to the referring authority with such recommendations, as it considers appropriate. The Judiciary Committee chairperson will declare the proceedings closed.
- vi. If a decision cannot be given immediately after proceedings, the relevant party or parties must be advised of the time and place at which the decision will be given. The decision, any penalty, the reasons for the decision and notice of the person's appeal rights shall be given in writing and signed by the Judiciary Committee chairperson. A referring authority must advise persons found guilty of an offence under these Regulations of their rights of appeal.
- vii. Every decision of a Judiciary Committee appointed by the Committee, a State Centre or a Branch under these Regulations shall be conveyed in writing to the parties concerned, and where an Individual Member, to that Individual Member's Club, Branch (where relevant) and State Centre. It shall be incumbent on such Club to give effect to the decision immediately and to notify the referring authority that such has been done. The referring authority may deal with an Affiliated Club failing to give immediate effect to such decision at that authority's discretion.

5.1.4 Penalties

a) Penalties which may be imposed include:

- i. A reprimand;
- ii. Suspension of such activities, on such terms and for such period as the Judiciary Committee thinks fit;
- iii. Exclusion from a particular activity, event or events;
- iv. Expulsion;
- v. Fines, imposed in such manner and in such amount as the Judiciary Committee thinks fit; or
- vi. Such combination of any of the above penalties as the Judiciary Committee thinks fit.

- vii. Additional Service, requiring the Member to undertake an activity based penalty, imposed in such manner as the Judiciary Committee deems fit.
- b) During proceedings, the subject(s) of the proceedings may be suspended, on such terms and for such period as the relevant referring authority thinks fit, and shall remain under suspension unless the relevant referring authority decides otherwise.

5.1.5 Reporting

- a) Unless the decision of a Judiciary Committee is unanimous, a separate report may be made to the referring authority by the minority. The decision of the majority however, shall be deemed to be the decision of the Judiciary Committee. Where voting is equal, the Judiciary Committee chairperson may exercise a casting vote.
- b) A decision of a Judiciary Committee cannot be altered by the referring authority.

5.1.6 Effect of Penalty

- a) Not Used.
- b) Where an Individual Member is suspended under these Regulations, all rights and privileges of that Member shall be forfeited, either partially or completely, during the period of suspension. In the case of complete suspension, a member shall also forfeit all Affiliated Club rights during the currency of the suspension. Partial suspension shall prevent a Member's participation in inter-Club, Branch, State Centre or SLSA activities, but shall not interfere with his rights as a member of an Affiliated Club or his beach patrol responsibilities.
- c) Where an Individual Member is expelled under these Regulations, the Member's membership of, and representation rights and privileges in, SLSA shall be forfeited immediately and membership shall cease. No monies will be refunded to expelled or suspended Members. The provisions of clauses 17 and 18 of the SLSA Constitution shall apply.
- d) The provisions of SLSA Regulation 6: Membership Directives apply to any penalties under this **Regulation 5**.

Regulation 5.2 Appeals

- a) SLSA shall appoint or recognise a panel of persons ("SLS Appeals Panel") from whom SLS Appeals Tribunals shall be appointed as required. The SLS Appeals Panel shall comprise persons appointed by SLSA and/or each State Centre.
- b) A Member who or which has received a penalty or an adverse finding from a Judiciary Committee under **Regulation 5.1** or a Carnival Disciplinary Committee under **Regulation 5.3** may, within 14 days from the date of receiving the determination in writing, appeal to the SLS Appeals Tribunal. For the avoidance of doubt there is only one appeal from a Judiciary Committee regardless of whether that Judiciary Committee was appointed by the Committee or by a Branch or State Centre.
- c) Appeals under this clause will be determined in accordance with this Regulation.

- d) An appeal is only permitted on one or more of the following grounds:
- i. the decision was affected by actual bias; or
 - ii. there was no material on which the decision could reasonably be based.
- e) An appeal must be lodged in writing with the relevant State Centre. The appeal must set out the:
- i. ground(s) on which the appeal is made (under **Regulation 5.2 (d)**); and
 - ii. reasons or circumstances supporting the alleged ground(s) of appeal; and
 - iii. must be accompanied by a non-refundable appeal fee of \$500.
- f) In these Regulations, the "relevant body" and "relevant State Centre" are those in which the appellant (whether Individual Member or Club or Branch or State Centre) is located.
- g) Nothing in this Regulation prevents the withdrawal of an appeal at any time in writing to the relevant State Centre. If the appellant seeks to withdraw an appeal after an appeal hearing has commenced the appeal may only be withdrawn with the consent of the relevant appeal panel chairperson. Once an appeal is withdrawn a new appeal in respect of the same matter cannot be lodged.
- h) On receipt of an appeal in accordance with this Regulation, the relevant State Centre must as soon as practicable convene an SLS Appeals Tribunal and forward the appeal documents to the nominated chairperson of the convened Tribunal.
- i) An SLS Appeals Tribunal shall be constituted by up to 3 persons (but a minimum of 2) available to hear the appeal from members of the SLS Appeals Panel, which must include the following:
- i. up to 2 persons with a thorough knowledge of surf lifesaving; and
 - ii. a barrister or solicitor who will chair the Appeals Tribunal.
- No member of the SLS Appeals Tribunal may be a party to or directly interested in the matter under consideration.
- j) The SLS Appeals Tribunal has complete jurisdiction and discretion to re hear the matter in its entirety.
- k) The chairperson of an appointed SLS Appeals Tribunal shall, as soon as practical after receiving the appeal documents under **Regulation 5.2(e)**, investigate and consider the matter and determine whether the:
- i. the appeal should be dismissed as:
 - A. it does not set out a valid ground of appeal;
 - B. there are insufficient grounds for the appeal to proceed; or
 - C. The matter is trifling in nature or has no merit; or

- ii. the appeal warrants further review and determination in accordance with these Regulations.

The chairperson has complete discretion in undertaking this review and there is no further appeal against a decision to dismiss under **Regulation 5.2 (k)(i)**.

- l) If the SLS Appeals Tribunal determines the matter warrants further review under **Regulation 5.2(k)(ii)**, it shall as soon as practicable, having regard to timing, serve a notice in writing on all relevant parties:
 - i. stating that the parties may address the SLS Appeal Tribunal at a hearing to be held as soon as practicable, being not earlier than 4 days from the date of the notice;
 - ii. stating the date, place and time of that hearing; and
 - iii. informing the parties that they may do any one or more of the following:
 - A. attend that meeting (either personally or by their representative who subject to **Regulations 5.2(m)** and **(n)** may not be legally trained or qualified) and bring such witnesses as they wish to rely upon in respect of the matter the subject of appeal; and/or
 - B. give the SLS Appeal Tribunal, no later than 24 hours before the time of that meeting, a further written statement setting out relevant information surrounding the appeal.
- m) The SLS Appeal Tribunal may conduct a hearing convened in accordance with **Regulation 5.2(l)** (or any adjournment) in such manner as it sees fit, but shall:
 - i. give to all relevant parties and their witnesses every opportunity to be heard;
 - ii. give due consideration to any written statements received from any relevant party; and
 - iii. allow relevant parties to be present along with their adult representative; and may,

request or require such parties or other witness to attend the hearing or provide such evidence as is available to enable the SLS Appeals Tribunal to properly consider the matter.
- n) Persons appearing before the SLS Appeals Tribunal are not entitled as of right to:
 - i. Legal representation before the SLS Appeals Tribunal. Subject to paragraph (ii) below the Appeal Tribunal may grant a right to legal representation to a party where that party has made written application to the SLS Appeals Tribunal for such representation. Such application must be received by the chairperson of the SLS Appeals Tribunal within 7 days from the date of the notice served under Regulation 5.2(k).
 - ii. Legal representation will only be permitted by the SLS Appeals Tribunal where the party seeking legal representation can demonstrate to the SLS Appeals Tribunal that the matter is serious, complex or the consequences for that party proceeding without legal representation are significant from a livelihood or business perspective. The onus is on the party seeking legal

representation to prove that such representation should be permitted.

- iii. The SLS Appeals Tribunal may refuse or grant such application in its absolute discretion. The SLS Appeals Tribunal's decision in respect to legal representation is final and there is no appeal from such decision
- n) Following consideration of all information which the SLS Appeals Tribunal considers relevant and which is available, the SLS Appeals Tribunal shall arrive at a finding. The SLS Appeals Tribunal can impose new penalties or vary an existing penalty. A decision of the SLS Appeals Tribunal may be by a majority decision. A decision of the SLS Appeals Tribunal is final.
- o) The SLS Appeals Tribunal shall notify all relevant parties, including SLSA and the relevant State Centre of its decision as soon as practicable.
- p) An SLS Appeals Tribunal has no power to award costs. That is, each party will be responsible for their own costs of the appeal.

Regulation 5.3 Competition Discipline

5.3.1 Surf Sports Manual

The SLSA Surf Sports Manual and in particular but not only clause 14.5 of the SLSA Surf Sports Manual applies in respect to SLS carnival and competition discipline.

5.3.2 Appeals

For the purposes of clauses 14.5.1(c) and (d) of the SLSA Surf Sports Manual the appeal body for any appeal against a penalty imposed by a Competition Disciplinary Committee shall be the SLS Appeals Tribunal and **Regulation 5.2** shall apply to such appeal.

Regulation 5.4 Revocation of SLSA Service and Recognition Awards

- a) The Committee may, by special resolution, revoke a previously issued award of recognition, including, but not limited to, SLSA Life Membership, in circumstances where a Member who has been issued an award of recognition has:
 - i. Been convicted of a serious criminal offence;
 - ii. Committed a serious breach and/or repeated breaches of a SLSA policy or policies;
 - iii. Committed a serious breach and/or repeated breaches of SLSA codes of conduct;
 - iv. Brought surf lifesaving and/or SLSA into disrepute; or
 - v. Rejected and/or returned a previously issued award.
- b) Prior to giving consideration to the revocation of an award, the member shall be invited to make a written submission to the Committee as to why the award should not be revoked.
- c) The Committee's decision to revoke an award shall be final and there is no appeal.