

Constitution

**POINT LONSDALE SURF LIFE SAVING CLUB INCORPORATED
(REGISTRATION NO. A0016072K) ABN 90 650 713 800**

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Constitution of Point Lonsdale Surf Life Saving Club Incorporated

Part I – Objects, Powers and Interpretation

1. NAME

The name of the incorporated association is Point Lonsdale Surf Life Saving Club Incorporated (**Association**).

2. INCORPORATION

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**) and The Royal Life Saving Society Australia (**RLSSA**) 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 throughout Point Lonsdale and Queenscliff;
- (c) ensure the maintenance and enhancement of the Association, LSV, Life Saving Clubs, SLSA, RLSSA 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, RLSSA 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, RLSSA and lifesaving;
- (g) affiliate and otherwise liaise with LSV, SLSA and RLSSA, in the pursuit of these objects and the objects of lifesaving;
- (h) conduct, encourage, promote, advance and control lifesaving in Point Lonsdale and Queenscliff, 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 life saving 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 Governmental, commercial and public recognition of the Association as the authority on aquatic safety and management in Point Lonsdale and Queenscliff;
- (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) further extend the operations and teachings of the Association throughout Point Lonsdale and Queenscliff;
- (p) further develop lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage assessments, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (q) review and/or determine any matters relating to lifesaving 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 in Point Lonsdale and Queenscliff;
- (s) adopt and implement appropriate policies, including in relation to 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 in Point Lonsdale and Queenscliff;
- (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 competition 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 Lonsdale and Queenscliff;
- (dd) promote uniformity of laws for the control and regulation of the aquatic environment in Point Lonsdale and Queenscliff and to assist authorities in enforcing these laws;
- (ee) effect such objects as may be necessary in the interests of lifesaving and the aquatic environment in Point Lonsdale and Queenscliff;
- (ff) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects;
- (gg) work with local community groups to develop inclusive programs which positively contribute to the Point Lonsdale and Queenscliff community; and
- (hh) help young people to realise their potential both as volunteer lifesavers as well as in their personal and professional lives no matter their age, gender, ethnicity or ability.

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 as set out under section 124 of the *Corporations Act*.

5. INTERPRETATION AND DEFINITIONS

1. Definitions

In this Constitution, unless contrary intention appears:

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

Annual General Meeting means a General Meeting convened in accordance with rule 13.

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

Association means Point Lonsdale Surf Life Saving Club Incorporated.

By Laws mean any by laws made by the Board under rule 25.

Club Captain means the individual elected as a Director under rule 19 to, and holding for the time being, the office or portfolio of Club Captain.

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

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.

Director means a member of the Board elected under rule 19 and holding for the time being an office or portfolio referred to in rule 18.2(a)

Board means the body consisting of Directors.

Financial Year means a year ending 30 April.

General Meeting means a general meeting of Members of the Association notice of which is given in accordance with rule 15.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any championship, competition, series or event or lifesaving activity of or conducted, promoted or administered by the Association.

Life Member means an individual appointed as a Life Member of the Association under rule 8.6.

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 a member of the Association under rule 8 from time to time.

Objects means the objects of the Association described in rule 3.

President means the individual elected under as a Director rule 19 to, and holding for the time being, the office or portfolio of President.

Register means the register of Members kept in accordance with rule 10.1.

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.

RLSSA means The Royal Life Saving Society Australia.

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

Season means the period starting on 1 December in one year and ending on Easter Monday in the following year or any other period the Board determines to be a season for the purposes of this Constitution.

Secretary means the individual elected as a Director under rule 19 to, and holding for the time being, the office or portfolio of Secretary.

SLSA means Surf Life Saving Australia Limited.

Special General Meeting means a General Meeting convened in accordance with rule 14.

Special Resolution means a special resolution of the Association as defined in the Act.

Treasurer means the individual elected as a Director under rule 19 to, and holding for the time being, the office or portfolio of Treasurer.

2. Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the 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); and
- (i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (j) the model rules made under the Act are expressly displaced and do not apply to the Association.

3. Enforceability

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

6. STATUS AND COMPLIANCE OF THE ASSOCIATION

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 in Point Lonsdale and Queenscliff in accordance with the Objects.

2. Compliance of Association

The Members acknowledge and agree the Association shall:

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

3. Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout Point Lonsdale and Queenscliff;

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

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

7. ASSOCIATION'S CONSTITUTION

1. Constitution of the Association

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

- (a) the objects of LSV;
- (b) the structure and membership categories of LSV;
- (c) recognising SLISA as the national peak body for lifesaving in Australia, in accordance with the SLISA Constitution;
- (d) recognising LSV as the peak body for lifesaving in Victoria;
- (e) recognising SLISA as the final arbiter on matters pertaining to lifesaving in Australia, including disciplinary proceedings;
- (f) such other matters as are required to give full effect to the LSV constitution;

with such incidental variations as are necessary having regard to the Act.

2. Operation of the LSV Constitution

- (a) The Association will take all steps to ensure its Constitution is in conformity with the LSV constitution at least to the extent set out in rule 7.1 and in respect of those matters set out in rule 7.1 shall ensure this Constitution is amended in conformity with future amendments made to the LSV constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Association shall provide to LSV a copy of its Constitution and all amendments to this document. The Association acknowledges and agrees that LSV has power to veto any provision in its Constitution which, in LSV's reasonable opinion, is contrary to the objects of LSV.

PART II - MEMBERSHIP

8. MEMBERSHIP OF ASSOCIATION

1. Minimum number of Members

The Association must have at least five Members.

2. Categories of Members

Membership of the Association shall be divided into the following categories of Member:

- (a) Junior Activity Members (e.g. Nippers), being individuals who are at least 7 but not older than 13 years of age. Junior Activity Members do not have the right to be present, to debate or to vote at General Meetings, may use the Association's club premises and facilities, are eligible to compete in any competition organised or entered into by the Association, and are exempt from rostered patrols.
- (b) Cadet Members, being individuals who are at least 13 but not older than 15 years of age. Cadet Members do not have the right to be present, to debate or to vote at General Meetings, may use the Association's club premises and facilities, are eligible to compete in any competition organised or entered into by the Association, and are exempt from rostered patrols.
- (c) Active Members, being individuals who are at least 15 years of age and:
 - (i) hold the Bronze Medallion and remain proficient in the requirements for obtaining the Bronze Medallion; or
 - (ii) at the discretion of the Club Captain, hold the Radio Operators Certificate, Advanced Resuscitation Techniques Certificate, or First Aid Certificate and remain proficient in the requirements for obtaining the relevant certificate;

Active Members have the right to be present, to debate and to vote at General Meetings, may use the Association's club premises and facilities, are eligible to compete in any competition organised or entered into by the Association, and are not exempt from rostered patrols.

- (d) Reserve Active Members, being former Active Members who:
 - (i) have completed at least 8 years of patrol as an Active Member; or
 - (ii) are unable to carry out patrol duties due to illness or other exceptional circumstance satisfactory to the Board;

Reserve Active Members have the right to be present, to debate and to vote at General Meetings, may use the Association's club premises and facilities, are eligible to compete in any competition organised or entered into by the Association, and are exempt from rostered patrols but when present may be called upon to perform patrol duties at the discretion of the Club Captain or his or her deputy. A person may be admitted to membership of the Association as a Reserve Active Member for a period not exceeding one Season at a time.

- (e) Long Service Members, being former Active Members who:

- (i) have completed at least 8 years of patrol; or
- (ii) are unable to carry out patrol duties due to illness or other exceptional circumstance satisfactory to the Board; and
- (iii) are unable to meet the patrol hour requirements to be eligible to compete in state, territory or national surf life saving championships.

Long Service Members have the right to be present, to debate and to vote at General Meetings, may use the Association's club premises and facilities, are eligible to compete in any competition organised or entered into by the Association, and are exempt from rostered patrols but when present may be called upon to perform patrol duties at the discretion of the Club Captain or his or her deputy. A person may be admitted to membership of the Association as a Long Service Member for a period not exceeding one Season at a time.

(f) Associate Members, being individuals who:

- (i) are at least 21 years of age; or
- (ii) are incapacitated or unable to carry out patrol duties due to a reason satisfactory to the Board.

Associate Members have the right to be present, to debate and to vote at General Meetings, may use the Association's club premises and facilities, are not eligible to compete in any competition organised or entered into by the Association, and are exempt from rostered patrols.

(g) Honorary Members, being individuals whom the Board considers to be fit for honorary membership. Honorary Members' only right as Members of the Association is the right to use the Association's club premises and facilities – they do not have the right to be present, to debate or to vote at General Meetings, they are not eligible to compete in any competition organised or entered into by the Association, and they are exempt from rostered patrols. A person may be admitted to membership of the Association as an Honorary Member for a period not exceeding one year at a time.

(h) Life Members, being persons who become Life Members in accordance with rule 8.6. Life Members have the right to be present, to debate and to vote at General Meetings, may use the Association's club premises and facilities, are eligible to compete in any competition organised or entered into by the Association, and are exempt from rostered patrols.

(i) Any other category of Member determined by the Board.

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

4. Discretion to Accept or Reject an Application

- (a) The Board 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 Board accepts an application the applicant shall, subject to notification to, and approval by, LSV, become a Member. The Association acknowledged that LSV may reject an applicant independently of the Association.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Register shall be updated accordingly as soon as practicable.
- (d) If the Association rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association. No reasons for rejection need be given.
- (e) There is no right of appeal where the Board rejects an application for membership, whether a new application or a renewal application.

5. Renewal of Membership

- (a) Members must re-apply for membership of the Association in accordance with the procedures and timeframes set down by the Association 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 Association.
- (c) The Board 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 Board 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 Board rejects an application for membership, whether a new application or a renewal application.

6. Life Members

- (a) The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished, continuous and voluntary service to the Association over a period of at least 15 years be appointed as a Life Member. To be considered the service must be both sustained and have provided a conspicuous contribution to the advancement of the Association and surf lifesaving in Point Lonsdale and Queenscliff;
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board 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.

7. 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 By Laws;
 - (ii) they shall comply with and observe this Constitution and the By Laws;
 - (iii) by submitting to this Constitution and the By Laws they are subject to the jurisdiction of the Association;
 - (iv) this Constitution and By Laws 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 Association;
 - (C) subject to the Act and the Association acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and
 - (D) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (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 Board;
 - (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. Liability of Members

The liability of the Members of the Association is limited.

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 Board from time to time.
- (b) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings.

10. REGISTERS

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, address and date of birth 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 Board; and
- (f) for each former Member, the date of ceasing to be a Member.

2. Changes to Member details

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

3. Inspection of Register

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

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 Board considers appropriate.

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

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.

2. Discontinuance by Breach

- (a) Membership of the Association may be discontinued by the Board upon breach of any rule of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By Laws or any resolution or determination made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under rule 11.2(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership shall be discontinued under rule 11.2(a) by the Board giving written notice of the discontinuance.

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 one month after the date on which the Annual Subscription falls due and payable; or
 - (ii) if no Annual Subscription is payable:
 - (A) the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (B) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

4. Resignation by failure to re-apply

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

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).

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.

7. Membership may be Reinstated

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

8. Refund of Membership Fees

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

12. Grievances, Judicial and Discipline

- (a) The Association adopts the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time. These shall be replicated in the By Laws but cannot be amended from the SLSA Regulations without the prior written approval of LSV and SLSA. As required the relevant SLSA regulations are set out in appendix A to this Constitution.
- (b) A Member who is the subject of a disciplinary procedure must 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.

PART III – GENERAL MEETINGS

13. ANNUAL GENERAL MEETINGS

1. Annual General Meetings to be Held

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

2. Business

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

- (a) confirmation of minutes from previous Annual General Meeting and of any Special General Meeting held since then;
- (b) receive and consider:
 - (i) reports of the Board;
 - (ii) reports of auditors (if any);
 - (iii) financial statements of the Association; and
 - (iv) any other reports as determined by the Board.
- (c) election of Directors and other office bearers;
- 1. (d)
- (e) confirmation of Annual Subscriptions;
- (f) confirmation of the appointment and fixing of the remuneration of auditors (if appointed); and
- (g) any other business of which notice is given in accordance with this Constitution.

3. Additional Meetings

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

14. SPECIAL GENERAL MEETINGS

1. Special General Meetings May be Held

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

2. Request for Special General Meetings

- (a) The Secretary shall on the requisition in writing of 5% of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

15. GENERAL MEETINGS

1. Notice to be Given for General Meetings

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Association. The auditor (if any) and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the business to be transacted at the meeting. Notice may be given in any form permitted under rule 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 notice of motion received from Members in accordance with rule 15.2(b); and
 - (iii) forms of authority in blank for proxy votes (if proxy votes are permitted).

2. Business of Meetings

- (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 notice in writing of that business to the Association which, subject to rule 15.2(c), shall include that business in the next notice calling a General Meeting that is despatched to Members more than 7 days after the receipt of the Member's notice of business.
- (c) Where any business notified by a Member under rule 15.2(a) is considered at a General Meeting but no motion in favour of the Member's business is passed, the Association is not required to include the business or any similar business in a notice calling another General Meeting that is to be held within 12 months from the date of the first-mentioned General Meeting.

3. Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be 20 Members represented personally or by their proxies.
- (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:
 - (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (B) any date, time and place determined by the chairperson;
- (c) 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.

4. Chair

The President shall, subject to this Constitution, preside as chairperson at every General Meeting. If the President is not present, or is unwilling or unable to preside as chairperson, at a General Meeting or part of the meeting, the Vice President if present, willing and able to preside, shall preside as the chairperson of the meeting or relevant part of the meeting, and if the Vice President also is not present, or is unwilling or unable to preside at the General Meeting or part of the meeting, the Members shall appoint one of the Directors present, willing and able, to preside as chairperson for that meeting or relevant part. A person may not preside as chairperson of a General Meeting while the meeting considers:

- (a) any election for which the person is a nominee; or
- (b) any business in which the person has a conflict of interest.

5. Chairperson may adjourn meetings

- (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.

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 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 votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS

1. Members entitled to Vote

Each Member entitled to vote as set out in rule 8 shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by him or his validly appointed proxy. This applies even where the Member is also a Director.

2. Voting Procedure

- (a) Subject to this rule 16, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 16.3, all questions arising at a General Meeting shall be determined on a show of hands.

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.

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 16.3, 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.

5. Casting Vote

Where voting at General Meetings is equal the chairperson may exercise a casting vote. The chairperson does not have a deliberative vote.

6. Proxy and Postal Voting

- (a) Subject to this constitution, each Member entitled to vote at a General Meeting may vote by proxy.
- (b) A Member may appoint 1 proxy only to vote for the Member at a General Meeting. The proxy must be another Member entitled to vote at the General Meeting. A proxy may be appointed, and may cast his or her vote as proxy on a proposed resolution, for more than 1 Member.
- (c) A proxy may be appointed for:
 - (i) all or any number of General Meetings; or
 - (ii) a particular General Meeting.
- (d) Subject to the Act and to the terms of appointment, if the instrument appointing a proxy refers to a specific meeting to be held at a specified time or venue and the meeting is rescheduled or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (i) at the rescheduled or adjourned meeting; or
 - (ii) at the new venue.
- (e) An instrument appointing a proxy may direct the manner in which the proxy is to vote for a particular resolution.
- (f) If an instrument directs the proxy, then the person must vote as directed.
- (g) An instrument appointing a proxy:
 - (i) must be in writing, legally valid and signed by the appointor or the appointor's attorney;
 - (ii) is not required to be in a particular format;unless the Board otherwise determines.
- (h) A proxy may vote only if the instrument appointing the person and any authority under which the instrument is signed are received by the Association at or before the commencement of the General Meeting.
- (i) The instrument and the authority may be delivered either to the registered address of the Association or to an address stated on the notice of meeting by:
 - (i) hand delivery (including through the post);

- (ii) fax using the number on the notice; or
 - (iii) any electronic means using the electronic address (if any) stated in the notice.
- (j) A vote at a meeting by a proxy is valid despite:
 - (i) the death or legal incapacity of the appointor; or
 - (ii) the appointor revoking the instrument of appointment or the authority under which the instrument was executed; or

provided the Association does not receive written notice of such an event before the meeting commenced.
- (k) The appointment of a proxy is not revoked by the appointor attending and taking part in the General Meeting.
- (l) The proxy must not vote, as the appointor's proxy, if the appointor votes on a resolution.
- (m) Unless otherwise determined by the Board, there shall be no postal voting on any matter.

17. Minutes of General Meetings

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (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.

PART IV – BOARD

18. BOARD

1. Powers of Board

- (a) The affairs of the Association shall be managed by the Board constituted under rule 18.2.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Association;
 - (ii) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

2. Composition of Board

- (a) The Board will consist of a minimum of five individual Members and a maximum of seven individual Members as determined by the Board from time to time.
- (b) The Board will consist of individual Members elected under rule 19, and shall comprise:
 - (i) President;
 - (ii) Secretary;
 - (iii) Treasurer;
 - (iv) Club Captain; and
 - (v) up to three additional Directors;who must all be individual Members (over the age of 18 years of age).
- (c) Subject to the overriding responsibility of the Board under rule 18.1 to manage the business and affairs of the Association, the Board may at their discretion create committees and sub-committees for the day-to-day management at an operational level.

3. Additional portfolios

Subject to rule 18.2, if the Board considers it appropriate, in order to further the Objects, it may appoint or allocate a Member to specific offices or portfolios, with specific responsibilities, as determined at the discretion of the Board.

4. Right to Co-Opt

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

5. Appointment of Delegate

- (a) The Board shall, from amongst its members, appoint a Delegate to attend general meetings of LSV for such term as the Board determines, and otherwise in accordance with the LSV Constitution.
- (b) The Association must advise the LSV Chief Executive Officer in writing of its Delegate.

6. Term of Office of Directors

Directors may be elected or re-elected in accordance with this Constitution at an Annual General Meeting, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected or re-elected until the conclusion of the 2nd Annual General Meeting held after the Annual General Meeting at which he or she was last elected or re-elected;

19. ELECTION OF DIRECTORS

1. Nomination of Directors

- (a) The Association shall call for nominations for candidates to be elected as Directors not less than 21 days prior to the Annual General Meeting. When calling for nominations the Board shall also provide details of the positions, specific portfolio with specific responsibility as well as the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Candidates must reside in Australia.
- (c) Nominations of candidates for election as Directors shall be:

- (i) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) subject to rule 19.1(d)(ii), delivered to the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting, and the Association shall send the nominations to the Members entitled to receive notice in accordance with rule 15.1.
- (d) If insufficient nominations are received to fill all available vacancies in the Board Member offices and/or portfolios:
 - (i) the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected;
 - (ii) further nominations may in the chairperson's discretion be received at the Annual General Meeting and the additional candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected; and
 - (iii) the remaining positions will be deemed casual vacancies under rule 20.3.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to declaration by the chairperson, be deemed to be elected.
- (f) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board and/or portfolios.

2. Voting Procedures

Elections shall be conducted by secret preferential ballot on papers prepared by the Secretary and otherwise as is prescribed by the Board. The chairperson may appoint 2 scrutineers to oversee any ballot.

20. VACANCY ON THE BOARD

1. Grounds for Termination of a Director

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

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns their office in writing to the Association;

- (f) is absent from meetings of the Board held during a period of six months without having previously obtained leave of absence in accordance with rule 21 or provided reasonable excuse for such absence;
- (g) is a Director and is absent from meetings of the Board held during a period of six months without having previously obtained leave of absence in accordance with rule 21 or provided reasonable excuse for such absence;
- (h) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (i) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (j) is removed from office in accordance with this Constitution;
- (k) has been expelled or suspended from membership (without further recourse under these Rules or the LSV Rules); or
- (l) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

2. Removal of Director

- (a) The Association in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in rule 20.2(a) makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

3. Casual Vacancy

In the event of a casual vacancy in the office of any Director, the Board may appoint a 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 BOARD MEETINGS

1. Convening a Meeting

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

- (i) delivering it to that Director personally;
- (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 Director's last notified contact details.

- (d) Notice may be given of more than one Board meeting at the same time.

2. Urgent 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 Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

3. Quorum

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is 4.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of Directors such that the number of remaining Director is not sufficient to constitute a quorum at a meeting of the Board, those Directors act to increase the number of Directors to a number sufficient to constitute such a quorum or to convene a General Meeting for that purpose.

4. Procedures at Meetings

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

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

5. Leave of absence

- (a) The Board may grant a Director leave of absence from Board meetings for a period not exceeding six months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.
- (c) The period for which the Director is granted a leave of absence will be taken to be a casual vacancy which may be filled by another member for the period equal to the leave of absence period, as has been granted to the Director.

6. Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at an Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This rule 21.6 does not apply to a material personal interest that:
 - (i) exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Director has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Director is to be regarded as having a material personal interest in

a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.

- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this rule 21.6.

7. Financial Interest

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
 - (ii) contracting with the Association either as vendor, purchaser or otherwise, except with express resolution of approval of the Board.
- (b) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Association without the approval of the Board, will be voided for such reason.
- (c) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.
- (d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 21.7(c) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with rule 21.7.

8. Conflicts

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

22. DELEGATED POWERS

1. Board May Delegate Functions

- (a) Subject to rule 18.2, the Board may, by instrument in writing, create, establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.
- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.
- (c) At any time the Board 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.

2. 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.

3. Procedure of Delegated Entity

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

4. Authorised committees

- (a) As set out in rule 22.1, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (b) The Board may establish an unrestricted number of authorised committees.
- (c) The Board shall determine in writing the duties and powers afforded to any authorised committee and the authorised committee shall, in the exercise of such delegated powers, conform to any directions or By Laws that may be prescribed by the Board.
- (d) A Director shall be an ex-officio member of any authorised committee.

23. DUTIES

1. General Duties

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

2. Secretary

- (a) For as long as a Director holds the office of Secretary, he or she will also be appointed and act as the Association's secretary under the Act.
- (b) The Secretary must give the Registrar notice of their appointment within 14 days after the appointment.
- (c) If the position of Secretary becomes vacant, the Board must appoint a person to act as the Association's secretary under the Act within 14 days after the vacancy arises until the position of Secretary is filled.
- (d) The Secretary must:
 - (i) perform the duties of secretary of the Association under the Act;
 - (ii) prepare or arrange to prepare the agenda for all General Meetings and for all meetings of the Board;
 - (iii) as far as practicable, attend all General Meetings and all meetings of the Board; and

- (iv) record and prepare, or arrange to record and prepare, minutes of the proceedings of all General Meetings and all meetings of the Board.

3. Financial Duties

- (a) Subject to this rule 23.3, the Board must arrange to:
 - (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 Annual General Meeting of the Association;
 - (vi) ensure that at least two Directors 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 Board.
 - (viii) approve an annual budget of income and expenditure (the Approved Annual Budget) before or at the time of the September Board Meeting. Such budget to be developed by the Treasurer in consultation with the Directors responsible for the relevant office or portfolio and based on last year's actual income and expenditure adjusted for the Club's known projects, financial objectives and contingencies.
 - (ix) develop and maintain a Delegations Policy that enables the Board to manage the Club's expenditure in an efficient and effective manner.
 - (x) review the income and expenditure for each portfolio in accordance with the Approved Annual Budget and the Delegations Policy. The Treasurer will bring any material variances with the Annual Budget and material breaches of the Delegations Policy to the attention of the Board.
- (b) Subject to rule 23.3(c), the Board may allocate responsibility for the financial duties described at rule 23.3(a) to a portfolio or Director in accordance with rule 18.3.
- (c) For as long as a Director holds the office of Treasurer, he or she will be responsible for the financial duties described at rule 23.3(a).

24. MINUTES OF COMMITTEE MEETINGS

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

PART V – MISCELLANEOUS

25. BY LAWS

1. Board to Formulate By Laws

The Board may formulate, issue, adopt, interpret and amend such By Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and lifesaving in Point Lonsdale and Queenscliff as it thinks necessary or desirable. Such By Laws 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 By Laws are inconsistent with the LSV or SLSA constitution and regulations the By Laws shall be null and void and will be inapplicable.

2. By Laws Binding

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

3. By Law Transitional Arrangements

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

4. Notices Binding on Members

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

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 adoption of this Constitution takes effect under the Act.
- (b) The office bearers and committee members of the Association in place immediately prior to the adoption of this Constitution takes effect under the Act shall continue in those offices or positions after adoption takes effect on the terms and conditions set out in this Constitution.
- (c) All rules, by laws and regulations of the Association in force at the date adoption of this Constitution takes effect under the Act insofar as such rules, by laws and regulations are not inconsistent with, or have not been replaced by this Constitution, shall be deemed to be By Laws under rule 25.
- (d) All individuals who are, prior to the adoption of this Constitution takes effect under the Act, Members of the Association of a particular class or category continue as such after adoption takes effect on the terms and conditions set out in this Constitution. All such Members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval.

27. FUNDS, RECORDS AND ACCOUNTS

1. Sources of Funds

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

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 Board may authorise each Director to expend funds on behalf of the Association up to the delegated amounts as detailed in the Delegations Policy.
- (c) All funds of the Association must be deposited into the financial account of the Association no later than five working days after the receipt.
- (d) With the approval of the Board, one Director 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 the Delegations Policy.

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 Board. These records and minutes shall be produced as appropriate at each Board meeting 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 Board.

4. Board to submit accounts

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

5. Accounts conclusive

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

6. Accounts to be sent to Members

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

28. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in this Constitution.
- (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

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

30. AUDITOR

- (a) A properly qualified auditor or auditors may be appointed to examine the accounts of the Association for any Financial Year, and the remuneration of such auditor or auditors may be fixed, by the Association in General Meeting. If appointed, the duties of the auditor or auditors 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 Association in General Meeting.
- (b) Where an appointment is made under rule 30(a) in respect of any Financial Year, the accounts of the Association for the Financial Year shall be examined and the correctness of the profit and loss accounts and balance sheets for the Financial Year ascertained by the appointed auditor or auditors.

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 by upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

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 Board. Every use of the Seal shall be recorded in the Association's minute book. Two Directors must witness every use of the Seal, unless the Board determines otherwise.

33. REGISTERED ADDRESS

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Association's secretary under the Act.

34. ALTERATION OF CONSTITUTION

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

35. INDEMNITY

- (a) Every Director, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him/her in his/her capacity as Director, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

- (b) The Association shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Directors, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

36. DISSOLUTION

- (a) The Association may be wound up voluntarily by Special Resolution.
- (b) In the event of the Association being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (c) Subject to rule 36(d), if upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some registered or exempt charity, having objects similar to the objects and which prohibits the distribution of its or their income and property among its or their Members to an extent as great as is imposed on the Association by this Constitution. Such registered or exempt charity will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.
- (d) Upon the winding up of the Association or the revocation of the endorsement of the Association as a deductible gift recipient, any surplus comprising of:
 - (i) gifts of money or property for the principal purpose of the Association;
 - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association, and
 - (iii) money received by the Association because of such gifts and contributions, shall be transferred to an institution, body, entity or organisation with similar objects to the Association to which income tax deductible gifts can be made.

37. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall designate a Director to keep in his or her custody or control all books, minutes, documents and securities of the Association.

- (b) If requested by a Member, the Board must permit such Member to inspect:
 - (i) the rules of the Association;
 - (ii) the minutes of each General Meeting.
- (c) Upon written request and payment of a fee determined by the Board 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, the Board must permit such Member to inspect the Register.
- (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 Board meetings or other Relevant Documents of the Association, unless authorised in writing by the Board.

38. LIQUOR LICENSE OBLIGATIONS

1. 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.

2. Guests

A visitor to the Association's premises must not be supplied with liquor in those premises unless the visitor is a guest in the company of an adult Member.

3. Records

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

39. INTELLECTUAL PROPERTY

1. Colours

The Association's colours shall be black and gold. For the purposes of consistency in design and colour when printing, the black is BLACK and the gold is GOLD PMS 136.

2. Logo

The Association logo shall be:

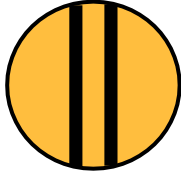


POINT LONSDALE
Surf Life Saving Club

When printed in colour, the background is GOLD PMS 136 and the rest is BLACK.

3. Cap

The Association's competition cap shall be gold with 2 narrow black stripes running parallel to one another in the middle e.g.:



Schedule 1 SLSA Discipline and Judicial Regulations

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.

1. Breach

Where a Member has allegedly:

- i) Breached, failed, refused or neglected to comply with the membership directives or any resolution or determination of the Board, a State Centre, a Branch, Club or any duly authorised SLSA committee; or
- ii) Acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of SLSA and/or surf lifesaving; or
- iii) Brought themselves, SLSA, any State Centre, Branch or Club or surf lifesaving into disrepute; or
- iv) 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 Board, a State Centre, a Branch or a Club 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 these Regulations; providing that, the Board, State Centre, Branch or Club may commence proceedings, or investigate conduct which may warrant the commencement of proceedings by referring the matter to a Judiciary Committee.

2. Judiciary Committee

Judiciary Committees shall be convened and function as follows:

Convening of Committee

Each SLS entity (State Centre, Branch and/or Club) shall annually or as required appoint a Judiciary Committee to investigate and/or determine matters referred to it. The Board 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

The jurisdiction of a Judiciary Committee shall be as follows:

- i) Where a Judiciary Committee has been convened by the Board, 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 Board 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) Where within the boundaries of a Branch, the alleged offender shall be dealt with by his/her its Branch Judiciary Committee.
- 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 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 Board, State Centre, Branch or Club directs, provided always that a concerned person may apply for an adjournment by application in writing to the committee secretary. Such application must be received at least two (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.

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 not successfully transmitted.

Notice

- (b) Proceedings shall take place as soon as practicable. All parties concerned shall be given at least seven (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;
- 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

- i) Judiciary proceedings shall be conducted as follows.
- ii) 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.
- iii) 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.
- iv) 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.
- v) 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.
- vi) 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.

- vii) 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.
- viii) Every decision of a Judiciary Committee appointed by the Board, a State Centre, a Branch or a Club 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.

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;
 - 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. 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.

6. Effect of Penalty

- a) Where an Affiliated Club is suspended under these Regulations, its membership of, and representation rights and privileges in, SLSA shall be forfeited during the period of such suspension. Officers of SLSA who may be members of a suspended Affiliated Club shall not be affected by such suspension nor shall a suspension, absolve the Club from any beach patrol responsibilities.

- 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 Affiliated Club or Individual Member is expelled under these Regulations, its or their 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 Board or by a Club, 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 three persons (but a minimum of two) available to hear the appeal from members of the SLS Appeals Panel, which must include the following:

- i) up to two 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(g)**, 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 sufficient 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(j)(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;

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 SLISA 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

1. Surf Sports Manual

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

2. Appeals

For the purposes of clauses 14.5.1(c) and (d) of the SLISA 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

1. The Board 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:
 1. Been convicted of a serious criminal offence
 2. Committed a serious breach and/or repeated breaches of a SLSA policy or policies
 3. Committed a serious breach and/or repeated breaches of SLSA codes of conduct
 4. Brought surf life saving and/or SLSA into disrepute
 5. Rejected and/or returned a previously issued award.
2. Prior to giving consideration to the revocation of an award, the member shall be invited to make a written submission to the Board as to why the award should not be revoked.
3. The Board's decision to revoke an award shall be final and there is no appeal.