



Mollymook Surf Life Saving Club Incorporated

Objects & Rules CONSTITUTION.

*REVISED AND PRESENTED TO MEMBERS FOR ADOPTION AT
THE ANNUAL GENERAL MEETING 2019.*

Strategic Vision.

“TO BE A RESPECTED COMMUNITY ORGANISATION PROVIDING AN ENVIRONMENT THAT FOSTERS FELLOWSHIP, PHYSICAL FITNESS, TRAINING IN LIFE SAVING SKILLS AND PARTICIPATION IN SURF LIFE SAVING BASED COMPETITION WITH THE GOAL OF PROVIDING INCIDENT PREVENTION AND RESCUE SERVICES IN ACCORDANCE WITH SURF LIFE SAVING AUSTRALIA CRITERIA...”

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Mollymook SLSC. Inc.

OBJECTS & RULES

PRELIMINARY

2.INCORPORATION..

Mollymook Surf Life Saving Club shall incorporate under the Act and shall remain incorporated.

3.0 OBJECTS OF THE CLUB..

3.1 Strategic Vision.. *To be a respected community organisation providing an environment that fosters fellowship, physical fitness, training in Life saving skills and participation in surf life saving based competition with the goal of providing incident prevention and rescue service in accordance with Surf Life Saving Australia criteria.*

3.2 OBJECTS..

The objects of the Club are:

- a) *to study and practice the methods of surf life saving as taught by Surf Life Saving Australia; and to provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout the City of Shoalhaven.*
- b) *Participate as a Member of SLSNSW and SLSA through and by which surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered; to prevent loss of life by providing efficient beach patrols, rescue service and life saving apparatus*
- c) *Ensure the maintenance and enhancement of the Club, SLSNSW, Surf Life Saving Clubs, SLASA and surf lifesaving, its standards, quality and reputation for the benefits of the Members and surf lifesaving.*
- d) *At all times promote mutual trust and confidence between the Club, SLSNSW, Surf Life Saving Clubs, SLSA and the Members in pursuit of these objects,*
- e) *To encourage and promote the physical and social welfare of its Members; and at all times to act on behalf of and in the interest of the Members and surf lifesaving.*
- f) *Promote the economic and community service success, strength and stability of the Club, SLSNSW, Surf Life Saving Clubs, SLSA and surf lifesaving.*
- g) *Affiliate with and otherwise liaise with SLSNSW and SLSA in the pursuit of these objects and surf lifesaving.*

- h) Conduct, encourage, promote, advance and control surf lifesaving in the Mollymook area, 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 surf lifesaving and surf lifesaving equipment and in all ways to improve and safeguard the use of aquatic environment.*
- j) Use and protect the Intellectual Property Guidelines.*
- k) Apply the property and capacity of the Club towards the fulfilment and achievement of these objects.*
- l) Promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in lifesaving.*
- m) Strive for Governmental, commercial and public recognition of the Club as the authority on aquatic safety and management in the area south of Sussex Inlet to Kiola.*
- n) Promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment.*
- o) to promote demonstrations and to arrange classes of instruction; and to further extend the operations and teachings of the Club throughout the area from Sussex Inlet south to Kiola.*
- p) Further develop surf 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 surf lifesaving which may arise, or be referred to it, by any member.*
- r) Pursue through itself or other such commercial arrangements (which are not in conflict with other SLSC bodies), including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in the City of Shoalhaven.*
- 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 may arise from time to time as issues to be addressed in surf lifesaving.*
- t) To obtain improved facilities for surfing; and present the interests of its Members and of surf lifesaving generally in any appropriate forum in the City of Shoalhaven, always having regard to the public interest in its operations.*

- u) *To participate and pursue the highest standard in competition in accordance with the rules of Surf Life Saving Australia;*
- v) *to enforce observation of the Rules and By-laws of the Club and deal with any infringement of them. Undertake and do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.*

4. POWERS OF THE CLUB..

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

5. INTERPRETATIONS AND DEFINITIONS..

In these Objects and Rules unless the context or subject matter otherwise indicates or requires:

"Club" means the Mollymook Surf Life Saving Club Inc;

"Branch" means the South Coast Branch of Surf Life Saving New South Wales;

"Committee" or "Management Committee" means the Management Committee (Board) responsible for the management of the Club.

"Board of Junior Activities" means the Sub-committee responsible for the management of activities associated with juveniles.

Special resolution

A resolution of the Club is a special resolution:

- (1) if it is passed by a majority which comprises at least three-quarters of such members of the Club as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
- (2) where it is made to appear to the Director-General of the Department of Fair Trading that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

.Rescission of Resolutions

A resolution passed at an Annual General Meeting or Special General Meeting, may only be rescinded at a subsequent Annual or Special General Meeting. Notice of intention to move

such a resolution must be given in writing by the mover and seconder, to the Secretary at least twenty eight (28) days prior to the date of the meeting at which it is to be moved.

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

6. STATUS AND COMPLIANCE OF THE MOLLYMOOK SLSC..

6.1 Title and Recognition.

The Club shall be named the Mollymook Surf Life Saving Club Inc, and shall be affiliated with the South Coast Branch, SLSNSW, and SLSA. Through the Branch, State and National affiliations with SLSNSW, Mollymook SLSC will abide by the articles, rules, Constitutions, By-Laws and awards of SLSA, SLSNSW and the Branch. Subject to compliance with this Constitution, the Branch Constitution, the SLSNSW Constitution and the SLSA Constitution the club will continue to be recognised as a member of the Branch and SLSNSW and shall administer surf lifesaving activities in the area south of Sussex Inlet to Kiola in accordance with the objects,

6.2 Compliance of the Mollymook SLS Club ..

.Compliance of the club.. The Members acknowledge and agree the Club shall..

- (a) Be or remain incorporated in New South Wales.
- (b) Appoint a Delegate annually to represent the Club at general meetings of the South Coast Branch.
- (c) Nominate such other persons as may be required to be appointed to Branch or SLSNSW committees from time to time under this Constitution or the Branch Constitution or SLSNSW Constitution of otherwise;
- (d) Forward to the Branch and SLSNSW a copy of its constituent documents and details of its Directors.
- (e) Adopt the objects of SLSNSW (in whole or part as are applicable to the Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the Branch and SLSNSW Constitutions;
- (f) Apply its property and capacity solely in pursuit of the Objects and surf 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 surf lifesaving, its standards, quality and reputation for members and surf lifesaving.
- (i) At all times act on behalf of and in the interests of the Members and surf lifesaving; and
- (j) Br adopting the objects of SLSNSW< abide by the SLSNSW Constitution.

6.3 Operation of the Constitution.

The Club and the Members acknowledge and Agree:

- (a) That they are bound by this Constitution and that this constitution, operates to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout the South Coast Branch.
- (b) To ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (c) Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation and its maintenance and enhancement;
- (d) To promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) To act in the interests of surf lifesaving and the Members.
- (f) Where the Club considers or is advised that a Member has allegedly :
 - (i) Breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Club; or
 - (ii) Acted in a manner prejudicial to the Objects and interests of the Club and/or surf lifesaving; or
 - (iii) Brought the Club, any Surf Life Saving Club, or surf lifesaving(including the Branch, SLSNSW and/or SLSA) into disrepute:
- (g) The Club may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member with such penalty as it thinks appropriate.

7. CLUB CONSTITUTION..

7.1 Constitution of the Club..

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

- (a) The Objects of SLSNSW;
- (b) The structure and membership categories of SLSA;
- (c) Recognising the SLSA as the national peak body for surf lifesaving in Australia;
- (d) Recognising SLSNSW as the peak body for lifesaving in New South Wales.
- (e) Recognising the South Coast Branch;
- (f) Recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings; and
- (g) Such other matters as are required to give full effect to the SLSNSW Constitution.
- (h) The Club must ensure this Constitution is amended in conformity with future amendments made by the Branch, SLSNSW and SLSA Constitutions, subject to any prohibition or inconsistency in the Act.
- (i) The Club shall provide to the Branch and SLSNSW a copy of the Constitution and all amendments to this document. The Club acknowledges and agrees that SLSNSW has power to veto any provision in its (the Club) Constitution which, in SLSNSW's opinion, is contrary to the objects of SLSNSW.

7.2 OPERATION OF THE BRANCH AND SLSNSW CONSTITUTION..

(a).. The Club will take all steps to ensure its Constitution is in conformity with the South Coast Branch and SLSNSW Constitutions at least to the extent set out in Rule 7.1 and in respect of

those matters set out in rule 7.1 shall ensure that this Constitution is amended in conformity with future amendments made to the Branch, SLSNSW and SLSA Constitutions, subject to any prohibition or inconsistency in the Act.

(b).. The Mollymook SLS Club shall provide to the Branch and SLSNSW a copy of its Constitution and all amendments to this document. The Club acknowledges and agrees that SLSNSW has power to veto any provision in its Constitution which, in SLSNSW's opinion, is contrary to the objects of SLSNSW.

7.3 ALTERATION OF THE CONSTITUTION....

The Constitution of the Mollymook Surf Life Saving Club 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).

8. MEMBERSHIP OF THE CLUB.

The Membership of the Club shall consist of all persons duly approved or elected in accordance with the Rules of the Club.

8.1..The Mollymook SLSC Inc must have at least 30 (thirty) Patrol Members.

8.2 .. Classification of Membership. There are FIVE (5) primary categories of membership available. and this move by SLSA is part of a broad strategy to reduce complexity and improve alignment across the organisation. These categories are...

*** **(A) Junior membership** (incorporating former categories of Junior Activities membership, Cadet [13-15] membership.

i.] **Junior Activities Members** shall be a person who shall be a minimum age of five (5) years and up to a maximum age of thirteen (13) years and such person shall be required to gain the relevant Surf Education Certificate and satisfy the proficiency requirements for that person's age group. Junior Activities Members are not entitled to vote at General Meetings.

ii] **Non-Active Junior Membership**

(a) Candidates for Non-Active Junior Members must be aged between 7 (as at 1st October in each Season) and 13 years (as at 1st October in each Season).

(b) Non-Active Junior Members must comply with Rules and By-laws of the Club.

(c) Non-Active Junior Members are not permitted the use of the equipment of the Club including the gymnasium except under the supervision of a qualified coach/active member.

iii) **Cadet Active Membership.**

A Junior Cadet Active Member will not be entitled to hold any Office except as a Gear Steward or Junior Captain or as a member of the Social Committee.

Candidates for Cadet Membership must be 13 years of age as at the 1st of October of the Season when applying for membership and shall be approved as Cadet Membership by the Management Committee.

(b) Cadet Members accepted for Cadet Membership by the Board must, within three (3) months of acceptance of their nominations, sit for the Surf Rescue Certificate, unless the candidate has previously been awarded this Certificate.

(c) Cadet Members must comply with all rules and By-laws of the club, but shall not hold any office in the Club

*****(B) Active membership** (incorporating former categories of Active membership, Reserve Active membership, Award membership, Active Award membership.)

***ij** **Active membership.** Candidates for Active Membership must, at the time of acceptance of the Application by the Management Committee, comply with the age requirements of Surf Life Saving Australia as follows:*

- (i) A Senior Active Member is one who is 18 years or over on the 1st of October each Season.
- (ii) A Junior Active Member is one who is 15 years or over, and under 18 years of age on the 1st of October each Season.

(b) Active Members must hold the Bronze Medallion/Cert.II in Public Safety (Aquatic Rescue); or other relevant awards;(see iv below) of Surf Life Saving Australia and shall perform Patrol Duties on such dates at such place and at such times as may be specified by the Club Captain in the Patrol Roster, or at such other times and places as may be deemed necessary by the Senior Officer present. On application in writing by the Member, the Management Committee may grant total or partial exemption from such duties from time to time.

(c) Every Active/Active Award member shall complete the annual reassessment/proficiency tests as laid down by Surf Life Saving New South Wales, under the direction of a SLSNSW Assessor. Any member who is NOT proficient by 31st December, or who has NOT completed appropriate awards shall not be allowed to perform...patrols, operate rescue craft, compete in SLS competition.

(d) At the discretion of the Management Committee any Member holding office may be exempted from Patrol Duty.

ii) Active Reserve Membership

- (a) Active Reserve Membership may be granted to Active/Active Award Members if they have satisfactorily completed (from the gaining of the Bronze medallion), at least 8 years of Patrol Duties or Club obligations as provided by the SLSA and Club Constitution, set out in the By-laws.
- (b) Granting of Active Reserve Membership to Active/Active Award Members shall only be granted by resolution of the Board of Management. It shall not be automatic.
- (c) Active Reserve Members shall be eligible to hold any office in the Club, have the right to be present, to debate and to vote at General Meetings.
- (d) Active Reserve Members may be required to carry out patrol duties at the discretion of the Committee.
- (e) Active Reserve Members shall satisfactorily complete the Annual Proficiency Test and shall perform at least three (3) patrols in each Season.
- (f) Notwithstanding (a) above, under exceptional circumstances, Active Reserve Membership may be granted by the Management Committee to Active Members irrespective of the years of service.

iii) Award Membership

- (a) Award Membership may be granted by the Committee to persons who are holders of one or more of the following awards:
 - Radio Awards,
 - Resuscitation Certificate,
 - Advanced Resuscitation Techniques Certificate,
 - Surf Rescue Certificate,
 - First Aid certificate,
 - Silver Medallion..Beach Management/Patrol Captains.
 - Drone Operator.
- (b) Such Award members may be called upon to perform patrol and/or other Club obligations within the ability of their qualifications.

iv) Active Award Membership

- (a) Active Award Membership may be granted by the Club to persons who are holders of the following awards, and who are rostered as part of a regular Patrol Duty, and who fulfil the Patrol Duty obligation within the ability of their qualification.
 - Radio Awards,
 - Advanced Resuscitation Techniques Certificate,
 - First Aid Certificate.
 - Silver Medallion Beach Management,

Silver Medallion Patrol Captain.

Drone Operator.

- (b) Active Award Members shall have the right to vote at meetings of the Club and be entitled to hold offices in the Club according to their qualifications.
- (c) Active Award Members shall pay the same membership fees as other Active members.

*** (c) **Community membership**...a new category.

*** (D) **Associate membership** (incorporating former categories of Associate membership, Probationary membership, General membership, or Leave/Restricted membership).

i) Probationary Membership

- (a) All applicants for Active Membership shall first be accepted for Membership as Probationary Members for the time period between making an application for membership at least six (6) months and until they have gained their Surf Bronze Medallion/Cert.II in Public Safety (Aquatic Rescue) or in the case of Cadet Members, their Surf Rescue Certificate.
- (b) Probationary Members must comply with all Rules and By-laws of the Club, but shall not vote at any Club Meeting unless they are Office Bearers.
- (c) Probationary Members shall not be entitled to win the Club Championship.
- (d) Probationary Members shall carry out patrol duties under the direction of the Club Captain.

ii) General Membership.. who may be granted such membership by the Club regardless of whether they hold a SLSA award. General Members are not entitled to vote at General Meetings.

iii) Associate Membership

- (a) Associate Members shall abide by the Rules and By-laws of the Club except those Rules or By-laws that exclusively apply to other classes of membership of the Club.
- (b) Associate Members shall not be entitled to compete in any Club events nor represent the Club in competition.
- (c) Associate Members will not have voting rights unless elected to the positions nominated in (d) below.

- (d) Associate Members may be elected to the positions of Director of Administration, Director of Finance, Director of Social Activities, Mobile Officer, Gym Master, First Aid Officer, or Director of Gear & Equipment..
- (e) Associate Membership will normally be confined to those persons who are unable to carry out Active Patrol Duty due to age (over 40), disability, occupation, place of abode, etc but who may want to support the Club.
- (f) Associate Members may use the Club facilities, but those wishing to utilise the gymnasium shall be charged a separate fee. The Management Committee shall determine the hours of use for such facilities by Associate Members.

iv) *Family Social Membership*

- (a) Parents or guardians of junior members may be nominated for membership as a Family Social Member of the Club.
- (b) A Family Social Member must comply with all Rules and By-laws of the Club, but shall not vote at any Club meeting and shall not be permitted to hold any office in the Club.
- (c) A Family Social Member shall pay a membership fee.
- (d) A Family Social Member may use the Club facilities, but the use of the gymnasium will be subject to the same conditions as apply to Associate members.

*****(E)** **Honorary and Service membership(s)** including Life Membership, Honour Membership (incorporating former categories of Long Service Membership, Honorary membership, Past Active membership).

i) *Long Service Membership*

- (a) Long Service Membership may be granted by the Board of Management to a Member who has completed ten (10) years as an Active/Active Award Member or has completed eight (8) years as an Active Member/Active Award Member plus four (4) years as an Active Reserve Member.
- (b) Long Service Members shall be exempt from all patrol obligations and may be granted other special privileges of membership as provided in the Rules or By-laws, including the right to be present, to debate and to vote at General Meetings
- (c) In exceptional circumstances the Management Committee may grant Long Service Membership to an Active Reserve Member irrespective of the number of years served as an Active Member.
- (d) A Long Service Member shall be eligible to hold any office in the Club.

- (e) Long Service Members may be recognised for appropriate Long Service Awards for their continuous and sustained membership. eg 25 years or 30 years etc. When these years are not continuous they shall be aggregated.
- (f) Long Service Members shall pay the same fees as Active/Active Award members.

ii) *Honorary Membership*

- (a) Honorary Members shall be elected by the Management Committee.
- (b) Members' spouses shall be eligible for Honorary membership upon written application to the Management committee.
- (c) Honorary members shall be exempt from paying any fees to the Club.
- (d) Honorary members will have no voting rights.
- (e) Honorary members may have use of the Club facilities.
- (f) The use of Club equipment and the gymnasium will be subjected to the same conditions as apply to Associate members.

iii) *Life and Honour Membership.*

- (a) The Board may recommend) to the Annual General Meeting that any Member who has rendered distinguished service to the Club and surf lifesaving, where such service is deemed to have assisted the advancement of the Club and surf lifesaving in Mollymook, may resolve to elect that member a Life Member of the Club for those exceptional services rendered to the Club; following the procedures according to the Club's By-Laws..
- (b) A resolution of the Annual General Meeting Life Membership to confer life membership on the recommendation of the Board must be a Special Resolution; and shall be carried by 80% of the Members present and entitled to vote and are financial. The election shall be by secret ballot.
- (c) A Member must accept or reject the Club's Resolution to confer life membership in writing. Upon written acceptance, the Member's details shall be entered upon the register, and from the time of entry on the register the Member shall be a Life Member.

8.3 *Application for Membership*

- (a) Every candidate nominated for membership, except Life Members, shall be nominated by one financial member of the Club entitled to vote and seconded by another financial member of the Club entitled to vote, both of whom must themselves have been members of the Club for at least six (6) months prior to the nomination. Every nomination shall be in writing on the approved Application for Membership Form as set out in the By-laws, signed by the nominator, seconder and the candidate for membership.

- (b) OR the application may be lodged via the Lifesaving Online membership portal and in accordance with the process (if any) as proscribed by the Board from time to time.
- (c) Every Application for Membership shall be accompanied by the prescribed application fee payable to the Club.
- (d) Any person who has outstanding membership fees due to other affiliated Clubs of Surf Life Saving Australia shall not be admitted to membership of this Club.
- (e) Every Application for Membership shall be submitted to the Board of Management at the meeting next following the lodgement of the Application for Membership and at such meeting the Board shall either accept or reject the Application and will give notice of the decision to the candidate nominated..
- (f) Any candidate accepted for Active/Active Award membership by the Board of Management shall serve a probation period of six (6) months from the date of acceptance and shall not be allowed to vote at any meeting of the Club until the period of probation has expired.
- (g) Any candidate accepted for Active Membership by the Board of Management, within three (3) months from the date of acceptance, and/or as required by the Club Captain, must sit for the Bronze Medallion/Cert.II in Public Safety (Aquatic Rescue) examination of Surf Life Saving Australia unless the candidate has previously been awarded this Bronze Medallion.
- (h) Any candidate accepted for Cadet Membership by the Board of Management must, within three (3) months of acceptance of their nominations, (and/or as required by the Club Captain), sit for the Surf Rescue Certificate Examination of Surf Life Saving Australia unless the candidate has previously been awarded this Certificate.

8.4..Discretion to Accept or Reject Application..

- (a) The Club may accept or reject an application whether the applicant has complied with the requirements in 8.3 above or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the club accepts an application the applicant shall, subject to notification to the Branch and SLSNSW become a member.
- (c) Membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The register shall be updated accordingly as soon as practicable.
- (d) If the club rejects an application, it shall refund any fees forwarded with the application, and the application, and the application shall be deemed rejected by the Club. No reasons for rejection need to be given.

8.5. Renewal of Membership.

- (a) Members must re-apply annually for membership of the Club in accordance with the procedures set down by the Club from time to time. Rule 8.4 applies to applications for renewal of membership.

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

8.6 Membership Transitional Arrangements.

Notwithstanding any other rule of this Constitution, the transitional arrangements set out in rule 37 shall apply to the continuation of membership from the date of adoption of this Constitution.

8.7 Life/Honour Membership..

Life Membership To be elected as a Life Member is the highest Club honour that can be achieved.

8.8 Effect of Membership.

The Constitution is a contract between the Mollymook Surf Life Saving Club Inc and its Members.

(a) Members acknowledge and agree that..

- (i) This constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and its regulations.
- (ii) They shall comply with and observe this Constitution and the regulations;
- (iii) By submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Mollymook SLSC, the South Coast Branch, SLSNSW and SLSA.
- (iv) This Constitution and Regulations are necessary and reasonable for promoting the Objects; and
- (v) They are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

(b) A right, privilege or obligation of a person by reason of their membership of the Club,

(i) Is not capable of being transferred or transmitted to another person;

(ii) Terminates upon the cessation of membership whether by death, resignation or otherwise.

8.9 Liability of Members..

If the Club is wound up; the liability of the Members shall be limited to \$1. No other amount shall be payable by the Member.

8.10 Voting Rights of Members.

Only those Members in categories Bi, Bii, Biv, Ei, Eiii, ix in shall be entitled to vote at any meeting of the Club.

Only those members in categories of Active and Honorary and Service membership shall be entitled to vote at any meeting of the club. Associate members shall not have voting rights unless elected to office or position, which is provided voting rights by this constitution.

9. SUBSCRIPTIONS AND FEES..

- (a) All annual membership subscription fees and any other fees or levies payable by Members to the Club are the sole province of the Board and shall be determined by the Board annually at the meeting immediately prior to the Annual General Meeting. The benefits which apply, the time for, and manner of payment, shall also be determined by the Board from time to time.
- (b) All annual membership fees are shall be due and payable on or before the 1st of September each year.
- (c) If the member becomes a member on or after 1 September in any calendar year the member shall pay the annual membership fee on becoming a member and before 1 September in each succeeding calendar year.
- (d) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears and fails to pay any fees by the due date; that member will not be entitled to use the Club premises or facilities, or to enjoy any privileges of the Club, as long as the fees remain outstanding. This includes the right to vote at General Meetings.
- (e) A limit will be placed on the amount of fees that a family of members must pay and that limit shall be determined by the Board, before each Annual General Meeting.

If any Member performs 20 years of Active Patrol Service that member's Annual Membership Fees shall be waived for each succeeding year of Active/Active Award patrol service. When Active/Active Award patrol service has finished, Annual Membership Fees as per Long Service membership will then apply

9. REGISTERS.

10.1. Club to keep a register of Members..

The Director of Administration of the Club in conjunction with the Club Registrar must establish and maintain a register of members of the Club;

- (a) specifying the full name and address of each person who is a member of the Club
- (b) together with the date on which the person Member became a Member,
- (c) and the category classification of the member.
- (d) Any other information determined by the Board.
- (e) For each former Member, the date of ceasing to be a Member.

10.2 Use of Surfguard..

Surfguard shall be used as the Register of Members.

10.3 Changes to Member Details..

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

10.4 Inspection of Register..

Inspection of the Register will only be available as required by the Act.

10.5 Use of register..

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

10. DISCONTINUANCE OF MEMBERSHIP..

11.1 Discontinuance by Notice of resignation.

A member of the Club who has paid all amounts payable by the member to the Club in respect of the member's membership may resign or withdraw from membership of the Club by giving to the Director of Administration written notice of the member's intention to resign or withdraw.

11.2 Discontinuance by Breach.

- (a) Membership of the Club may be discontinued by the Board upon breach of any clause within this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under rule 11.2 (a) without the Board first giving the accused member the opportunity to explain the breach and/or remedy the breach. The accused Member shall be granted seven days notice of their right of appeal and be heard by the Board 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 may be discontinued under rule 11.2(a) by the Club giving written notice of the discontinuance.
- (d) Any Member's membership that is discontinued under rule 11.2(a) shall have the right to appeal the discontinuance under the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time.
- (e) Any Special General Meeting in accordance with rule 11.2(a) shall be convened under this Constitution and in particular rule 14.

11.3 Discontinuance by Failure to Pay Subscriptions.

- (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 subscriptions fees fall due and payable; or
 - (ii) if no annual subscription is payable:
 - (A) the Club has made a written request to the Member to confirm that they wish to remain a Member; and

(B) The Member has not, within three months after receiving that request, confirmed in writing that they wish to remain a member; or

(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 on payment of the amount due (if any).

11.4 Resignation by Failure to Re-Apply.

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

11.5 Amendment to the Register.

Where a Member resigns under this rule 11 and entry, the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable under rule 10.

11.6 Forfeiture of Rights.

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

11.7 Membership May be Reinstated.

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

11.8 Refund of Membership Fees.

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

12. GRIEVANCES, JUDICIAL AND DISCIPLINE.

The Mollymook Surf Life Saving Club has adopted the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time. These have been replicated in the By-Laws of Mollymook SLSC Inc.

13.. ANNUAL GENERAL MEETING..

13.1 The Annual General Meeting will be held on or about the first convenient weekend after the conclusion of each Season after the end of the financial year, at a time, date and venue to be determined by the Board.

13.2 Business..

(i) 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:-

(ii) Adoption of the Annual Report including the reports from Board members and Financial Statement. including Auditor's Reports.

(iii) Election of Officers.Directors under this Constitution..

(iv) Affiliations.With the South Coast Branch and SLSNSW.

(v) Alterations to the Rules and By-laws (of which due notice has been given.)

(vi) Motions (of which due notice has been given.)including Special resolutions regarding Life / Honour Memberships.

(vii) General Business. (of which due notice has been given including the appointment and fixing and remuneration of the Auditors.)

(e) All Members shall be entitled to attend, but only those entitled to vote under these rules may do so on any resolution put to the Annual General Meeting.

(f) The minutes of the Annual General Meeting shall be read and confirmed at a subsequent Management Committee Meeting and need not be read at the succeeding Annual General Meeting.

(g) No Member shall be allowed to vote at the Annual General Meeting until all arrears and current subscriptions are paid.

(h) Only members in attendance at the Annual General Meeting are entitled to vote. Proxy votes shall not be accepted.

13.3 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..

14.1 Special General Meetings may be held:-

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

14.2 Request For Special General Meetings

(a) Board of Management must, on the requisition in writing of at least 12 members entitled to vote, convene a special general meeting of the Club.

(b) A requisition of members for a special general meeting:

- (i) must state the purpose or purposes of the meeting; and
- (ii) must be signed by the members making the requisition; and
- (iii) must be lodged with the Director of Administration.

The requisition may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

(c) If the Board of Management) fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Director of Administration, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(a) A special general meeting convened by a Member or Members under this Constitution shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board of Management.

15... GENERAL MEETINGS..

15.1 Notice to be given for General Meetings.

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Director of Administration must, at least 14 days before the date fixed for the holding of the General Meeting, cause to be posted in the Club House and advertised in at least one (1) local newspaper circulating in the district in which the Club is situated, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Director of Administration must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member entitled to vote by pre-paid post to the members address appearing in the register of members specifying the place, date, and time of the meeting and the nature of business proposed to be transacted at the meeting, and of the intention to propose the resolution as a special resolution.

The accidental omission to give any notice of any General meeting to any Member shall not invalidate the meeting or any resolution passed at such meeting,

15.2 Business of Meeting..

(a) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting.

(b) A Member desiring to bring any business before a general meeting shall give at least 30 days notice in writing of that business to the Club who shall include that business in a notice calling the next General Meeting, after receipt of the notice from the Member.

15.3 Quorum.

No item of business shall be transacted at any general meeting unless a quorum of Members entitled under these Rules to vote is present, at the time the meeting is considering that item of business

Twenty (20) members present in person (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a general meeting.

- (a) 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 on the requisition of Members, shall be dissolved; and
 - (ii) in any other case, is to stand adjourned to:
 - (A) The same day in the next week at the same time and (unless Members are notified of an alternate venue) place determined by the Executive Committee.;
 - Or
 - (B) Any date, time and place determined by the chairperson.

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. the members present (being at least 3) is to constitute a quorum.

15.4 President to Chair.

The President or, in the President's absence, the Senior Vice-President, is to preside as chairperson at each General Meeting of the Club except:

- a. In relation to any election for which the President is a nominee;
- or
- b. Where a conflict of interest exists.

If the President and the Senior Vice-President are absent or unwilling to preside, the Members present must shall appoint one of the Directors to preside as chairperson for that meeting only.

15.5 Chairperson May Adjourn Meeting..

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a General Meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given by the Director of Administration as in the case of the original meeting. written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in Rules 43(1) and 43(2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

15.6 Use of Technology

- (a) A member not physically present at a general Meeting may participate in the meeting by the use of technology that allows that member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A member participating in a general meeting under the rule 15.6 (a) above 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..

16.1 Members entitled to Vote.. Subject to any other provision of this Constitution, each category of membership that has a right to vote under rule 8.2 shall be entitled to one vote at General Meetings. A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.

16.2 Voting procedure..

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

16.3 Recording of Determinations.

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

16.4 Where Poll Demanded..

- (a) At a general meeting of the Club, a poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands by:)
- (i) the chairperson; or
 - (ii) by a simple majority of Members .at least 4 members present in person at the meeting.
- (b) If a poll is duly demanded under this Rule 16.4 it shall be taken in such a 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 at a general meeting, the poll must be taken:

16.5 Casting Vote..

This template does not give the chairperson a discretionary casting vote. This is optional. The Australian Sport Commission's '*Governance Principles: A good practice guide*' recommends that "In addition, any issue on which a vote is taken, whether at a board or general meeting, should require a majority of votes for any proposal to be passed". The principle is based on the premise that if a majority cannot agree on an issue then the issue should be forfeited.

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

16.6 Proxy Voting..

Proxy voting is optional and does not need to be provided for under the Act.

Proxy voting shall not be permitted at all General Meetings.

16.7 Postal Voting..

No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

17. MINUTES OF GENERAL MEETINGS..

The following shall be the order of business at all meetings except Annual or Special General Meetings.

- (a) Apologies
- (b) Confirmation of minutes of previous meeting *The Board must ensure that minutes are taken and kept of each General Meeting.*
- (c) Business arising from minutes
- (d) Correspondence
- (e) Financial Report
- (f) Accounts for payment

- (g) Reports from Committees/Sub-Committees, Delegates, Officers
- (h) Nomination of Members
- (i) Motions of which notice has been given
- (j) Notices of Motion
- (k) General Business

18. BOARD OF MANAGEMENT..

18.1 The Powers of the Board...

(a)The affairs of the Club shall be managed by the Board constituted under rule 18.2.

(b)Subject to the Constitution and the Act, the Board...

(i) shall control and manage the business and affairs of the club.

(ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this constitution to be exercised by the Members in General Meeting and..

(iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the club.

See also the Mollmook SLSC Policy of Governance.

(iv)Board Members may appoint their Assistant Officers as their proxy in order to furnish their report.

(v) The Board suspend or expel any Officer or Member on the grounds of misconduct, breach of Rules, By-Laws or neglect of duty, according to the the relevant By-Laws.

(w)

18.2 The Composition of the Board..

The following officers shall constitute the Board of Management

President
 Senior Vice President
 Director of Administration
 Director of Finance
 Director of Lifesaving
 Director of Surf Sports
 Director of Education & Training,
 Director of Social Activities
 Director of Junior Activities.
 Director of Gear & Equipment.

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

18.3 Portfolios.. .

(a) The position of President and Director of Administration shall be elected by Members from nominations received prior to the Annual General Meeting

(b) If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, or leave it up to the members to elect these positions at the Annual General Meeting.

18.4 Right to Co-Opt..

It is expressly acknowledged that the Board may co-opt any person with appropriate experience or expertise, including Life Members, 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.

18.5 Appointment of Delegate.

(a) The Board shall, from amongst its Members, appoint Delegates to attend General Meetings of the South Coast Branch for such term as the Board determines, and otherwise in accordance with the Branch Constitution.

(b) The Club must advise the South Coast Branch in writing of its delegates.

18.6 Transitional Arrangements.

Notwithstanding, any other rule of this Constitution, the transitional arrangements set out in rule 23 shall apply from the date of adoption of this Constitution.

18.7 Term of Office of Directors.

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

(b) Directors may be re-elected.

19.. ELECTION OF DIRECTORS..

19.1 Nominations of Candidates

(a) The Club shall call for nominations for candidates to be elected to the Board not less than 28 days prior to the Annual General Meeting. When calling for nominations the Club shall also provide details of the necessary qualifications and job descriptions for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.

(b) Candidates must...

- (i) be aged 18 years or over; and
- (ii) 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) Delivered to the Club not less than 10 days before the date fixed for the holding of the Annual General Meeting.

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

(d) If insufficient nominations are received to fill all portfolio positions on the Board;

- (i) The candidates nominated shall, by declaration by the chairperson, be deemed to be elected; and
- (ii) All remaining positions will be deemed casual vacancies under rule 20.3. and
- (iii) Nominations to these positions will then be called from the floor of the Annual General Meeting.

(e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to declaration of 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.

19.2 VOTING PROCEDURES.

Elections shall be conducted by such means as prescribed by the Board as set out in the By-Laws.

20.0 VACANCY ON THE BOARD.

20.1 Grounds for Termination of Director

For the purposes of these Rules, a casual vacancy in any office of the Club occurs if the officer:

- (a) dies; or
- (b) ceases to be a member of the Club; or
- (c) resigns office by notice in writing given to the secretary; (in writing to the Club) or
- (d) is removed from office under rule 24; or
- (e) becomes a mentally incapacitated person; or
- (f) is absent without the consent of the Board from three (3) consecutive meetings (months) of the Board of Management to which that officer belongs, in which event the Director of Administration shall advise the departing officer that his position has been declared vacant.
- (g) Without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the club.
- (h) Is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of the interest.
- (i) Is removed from office in accordance with his constitution.
- (j) Has been expelled or suspended from membership (without further recourse under this constitution or any of the Constitutions of the Branch, SLSNSW or SLSA);
- (k) In the opinion of the Board (but subject always to this Constitution):

(i) Has acted in a manner unbecoming or prejudicial to Objects and Interests of the Club OR

(ii) Has brought themselves or the Club into disrepute; OR

(iii) Would otherwise be prohibited from being a director of a corporation under the Corporations Act.

20.2 Removal of Director..

- (a) The Club in general meeting may by Special Resolution remove any member Director of any committee including the Board of Management from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the first mentioned Director member so removed.
- (b) Where the Director to whom a proposed resolution referred to in Rule 20.2 (a) relates, makes representations in writing to the Director of Administration or President (not exceeding a reasonable length) and requests that such representations be notified to the members of the Club, the Director of Administration or the President may send a copy of the representations to each member or, if the representations are not so sent, the Director may require that the representations be read out at the meeting at which the resolution is considered, and the representation shall be so read.

20.3 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 OF MANAGEMENT MEETINGS..

21.1 Convening a Board Meeting.

- (a) The Board shall meet on the last Tuesday of each new month or as often as deemed necessary and any 5 members of the Board of Management shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (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 Directors last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

21.2 Urgent Board Meetings.

- (a) In cases of urgency, a meeting can be held without notice being given under rule 21.1 provided that as much notice as practicable is given to each Director by the most effective means.

- (b) Any resolution made at an urgent Board meeting must be passed by a majority of the Board.

21.3 Quorum

- (a) At meetings of the Mollymook SLSC Board, the number of Directors whose presence is required to constitute a quorum is 5 (five).
- (b) No business is to be transacted by the Committee 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. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

21.4 Procedures at Board Meetings..

At a meeting of the Board of Management;

- (a) the President or, in the President's absence, the Senior Vice-President is to preside; if the President and the Senior Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.
- (b) Questions arising at any meeting of the Board (or sub-committee) 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 of those present and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors shall have one vote on any question. In the case of an equality of votes, the person appointed to chair the meeting shall have a second or casting vote.
- (d) Voting by proxy is not permitted at Board meetings.
- (e) Board Directors must produce reports to each meeting of the Board.
All Management Committee members must produce written reports to each meeting.

21.5 Leave of Absence..

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

21.6 Material Personal Interests.

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

21.7 Financial Interest

- (a) A Director is disqualified from:
 - (i) Holding any place of profit or position of employment in the Club, or in any company or incorporated Club in which the Club is a shareholder or otherwise interested; or
 - (ii) Contracting with the Club either as vendor, purchaser or otherwise; except with express resolution of approval of the Board.

Any contract or arrangement in which any Director is in anyway interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.

- (b) 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.
- (c) 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.
- (d) Any declaration made or any general notice as aforesaid given by a Director in accordance with rule 21.7 must be recorded in the minutes of the relevant meeting.

21.8 Conflicts.

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

22 DELEGATED POWERS.

22.1 Board may Delegate Functions.. by Management Committee to Sub-Committee

- (a) The Management Board may, by instrument in writing, create, establish or appoint delegates to one or more special committees, sub-committees (consisting of such member or members of the Club as the by-laws shall specify or as the Board thinks fit) , 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;:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law, or this Constitution or by resolution of the Club in General Meeting.
- (c) At any time the Board may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

22.2 Exercise of Delegated Functions.

- (a) A function, the exercise of which has been delegated to a sub-Committee under this Rule or the By-laws may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation and the By-laws.
- (b) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the delegation.

Shoalhaven City Council Committee by Delegation

- (1) Each member of the Board of Management, upon election to the Board in each year shall automatically accept nomination as a committee member of the “Shoalhaven City Council Committee by Delegation” (the “Committee by Delegation”) in charge of the managing administering, hiring, repairing and maintaining the Club House erected on the land owned by the Shoalhaven City Council at Mollymook Beach.
- (2) The Director of Administration shall be responsible for submitting the nomination for membership of the Committee by Delegation to Shoalhaven City Council in each year immediately following the Annual General Meeting of the Club.
- (3) Upon the Shoalhaven City Council accepting the nominations for membership from the Club and electing the nominees to the Committee by Delegation for the Club House each member so elected shall accept the position and serve on the Committee by Delegation until the next Annual General Meeting of the Club or until the member becomes a casual vacancy in accordance with the rules of this Club.

- (4) This Committee by delegation shall meet prior to each monthly meeting of the Board.

22.3 Procedure of Delegated Entity..

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

23 DUTIES..

23.1 General Duties..

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

PUBLIC OFFICER

23.2 Public Officer

- (a) The Board of Management shall ensure that a person is appointed as Public Officer under Section 34 of the Act.
- (b) The Board will determine from time to time who will act as the Club's Public Officer under the Act. Such person shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (c) The Public Officer shall be deemed to have vacated the position in the following circumstances:-
- (i) death;
 - (ii) resignation;
 - (iii) removal by the Management Committee or at a general meeting;

- (iv) bankruptcy or financial insolvency;
 - (v) mental illness; or
 - (vi) residency outside new South Wales.
- (d) When a vacancy occurs in the position of Public Officer the Board must within twenty eight (28) after the vacancy arises notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- (e) The Public Officer is required to notify the RegistrarDepartment by the prescribed form in the following circumstances:
- (i) appointment (within 28 days);
 - (ii) a change of residential address (within 28 days);
 - (iii) a change in the Club's objects or rules (within one month);
 - (iv) the Club's financial affairs (within one month after the annual general meeting);
 - (v) a change in the Club's name (within one month).
- (f) The Public Officer may be an office bearer, committee member or any other person regarded as suitable for the position by the Board.

24. MINUTES OF BOARD MEETINGS.

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

25. BY-LAWS

25.1 Board to Formulate By-Laws.

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Club, and the advancement of the Objects of surf lifesaving in the area of the Mollymook SLSC as it thinks necessary or desirable.

This Club shall adopt Such By-laws which must be consistent with the Constitution Objects and Rules of this Club, the South Coast Branch Constitution, the SLSNSW Constitution, the SLSA Constitution and any regulations or By-Laws or the Standard Operating Procedures

made by SLSNSW or SLSA. If any By-Laws are inconsistent with the SLSNSW or SLSA Constitution and Regulations the By-Laws shall be null and void and will be inapplicable.

NOTE Such By-laws may be amended from time to time by the Board and any such amendments shall be approved of and ratified by the members entitled to vote at the next General Meeting of the Club following any meeting or resolution of the Board which amends the By-laws. If the members at the General Meeting do not approve or ratify the amendments then the By-laws applying before any resolution by the Board to amend, shall stand as though unamended.

25.2 By-Laws Binding..

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

25.3 By-Law Transitional Arrangements.. Notwithstanding any other rule of this Constitution, the transitional arrangements set out in rule 37, shall apply from the date of adoption of this Constitution.

25.4 Notices binding on Members..

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

26. FUNDS, RECORDS AND ACCOUNTS..

26.1 .Funds source

- (1) The Board will determine the sources from which the funds of the Club are to be or may be derived.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

26.2 Club to Keep records.

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

26.3 Board to Submit Accounts

The Clubs statements of account are required to be audited as per the Charitable Fundraising Act 1991. At the Clubs Annual General meeting the audited statements of account will be presented to the Members.

26.4 Accounts Conclusive

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

26.5 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 full auditor's report and every other document required under the Act (if any).

27 APPLICATION OF INCOME..Funds management

- (a) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in promotion of the purposes and objects of the Club as set out in this Constitution in such manner as the Board determines.
- (b) No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) Nothing in this rule 27 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to;
 - (i). any services actually rendered to the club whether as an employee or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; OR
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Club,
- (d) Provided that any such payment shall not exceed the amount ordinarily payable between ordinary parties dealing at arm's length in a similar transaction.

28. NEGOTIABLE INSTRUMENTS.

Negotiable Instruments All cheques, drafts, bills of exchange, banker's drafts, bills of exchange promissory notes 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. by any member of the Committee or employees of the Club, being members or employees authorised to do so by the Committee.

29 . AUDITOR.

- a) A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Club in General meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act 2001 and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Club in General Meeting.

b) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year, and presented to the Clubs Annual General Meeting.

c) 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.

30 SERVICE OF NOTICES..

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or facsimile transmission or where available by electronic mail, to the member's registered address or facsimile number or electronic mail address.
- (b) Where the 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 the 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 has been 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.

31. REGISTERED ADDRESS..

The registered address of the Club is the address determined from time to time by resolution of the Board. At present it is Mollymook Surf Life Saving Club; PO Box 59 ULLADULLA NSW 2539.

33. INDEMNITY

(a) Every Director, officer, auditor, manager, employee or agent of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by 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/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

(b) The Club shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Directors, officers, managers and employees 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 authority, express or implied of the Club; AND

(ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Club.

34. **DISSOLUTION**

- (a) The Club may be dissolved or wound up **voluntarily** on the adoption of a special resolution. passed by a three-fourths majority of financial Members present and entitled to vote at an Annual General Meeting or at a Special General Meeting called for that purpose.

Notice of the intention to move a resolution to dissolve the Club must have been:

- (i) given in writing to every Member at least twenty one (21) days before the meeting;
- (ii) posted in the Club House at least twenty one (21) days before the meeting and have been maintained for such period; and
- (iii) advertised in at least one newspaper circulating in the district in which the Club is located on at least two (2) occasions within twenty one (21) days before the meeting.

Upon the passing of a resolution to dissolve the Club the Board of Management shall forthwith proceed to realise the assets, property and any other possessions of the Club and after discharge of all the liabilities of the Club, and any surplus property of such realisation, together with any other monies standing to the credit of the Club shall be distributed in accordance with the Associations Incorporation Act.

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

(c) If upon winding up or dissolution of the Club or upon revocation of its endorsement as a deductible gift recipient (if relevant) (whichever occurs first), there remains after satisfaction of all its debts and liabilities any surplus assets or property as follows:

- (i) gifts of money or property for the objects of the club;
- (ii) contributions made in relation to an eligible fundraising event held for the objects of the club; OR
- (iii) money received by the Club because of such gifts and contributions; THEN

(d) such surplus assets of property shall not be paid to or distributed amongst the Members, but shall be given or transferred to some organisation (s)

- (i) having objects similar to the Objects (of the Club); AND
- (ii) which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club by this Constitution; AND
- (iii) which is charitable at law and to which income tax deductible gifts can be made.

Such organisation(s) will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

35. CUSTODY OF BOOKS.

(a) Except as otherwise provided by this Constitution, the Board shall keep in their custody, or under their control, all financial records, books, minutes, securities and other relevant documents relating to the Club.

(b) Inspection of books

(b) Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, books, minutes, securities and other relevant documents relating to the Club will be open for inspection by the members..

The records, books and other documents of the Club must be open to inspection, free of charge, by a member of the Club at any reasonable hour.

37 TRANSITIONAL ARRANGEMENTS.

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this rule 37 shall apply from the date of adoption of this Constitution
- (b) The Members of the Board of Management of Mollymook Surf Life Saving Club, in place immediately prior to approval of this Constitution, under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c) All clauses, rules, By-Laws and regulations of the Club in force at the date of approval of this Constitution insofar as such clauses, rules, By-Laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this rule 25.
- (d) All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one month of the approval of this Constitution under the Act.

38. MISCELLANEOUS

38.1 The Executive Committee.

- (i) The following officers shall constitute the Executive of the Club:

President
 Senior Vice-President
 Director of Administration
 Director of Finance
 Director of Lifesaving.

- (ii) The Executive shall be empowered to deal with any matters of urgency or emergency. Any matters so dealt with shall be reported to the first meeting of the Management Committee meeting occurring thereafter for confirmation and endorsement.
- (iii) Three (3) members of the Executive Committee shall form a quorum.

38.2. Insurance

- (1) The Club must effect and maintain insurance under section 44 of the Associations Incorporation Act.
- (2) In addition to the insurance required under Rule 61(1), the Club may effect and maintain other insurance.

38.3 Political and Sectarian

The Club shall be non-party political and non-sectarian, and the introduction of any matter or subject bearing either directly or indirectly on politics or religion at any meeting of the Club or within the Club premises will not be permitted. Any Member who publicly participates in any political or sectarian gathering or meeting shall not act as if the Member represented the views of the Club.

This Constitution of Mollymook Surf Life Saving Club Inc, has been revised 2019 using the previous Constitutions (revised 2003, 2012, 2018) and the Template of the SLSNSW Constitution; to be put before the Annual General Meeting 2019, as a Special resolution for adoption.