

**Surf Life Saving
Mid North Coast Branch
Inc.**



Constitution

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Constitution of SURF LIFE SAVING MID NORTH COAST BRANCH Inc.

1. NAME

The name of the incorporated association is **Surf Life Saving Mid North Coast Branch** Incorporated.

1.1 Boundaries

The boundaries of the Branch shall extend from the Nambucca River in the north to Diamond Head as the southern boundary.

2. INCORPORATION

Branch shall incorporate under the Act and shall remain incorporated.

3. OBJECTS OF BRANCH

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

- (a) Provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout Mid North Coast;
- (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.
- (c) Ensure the maintenance and enhancement of the Branch, SLSNSW, Surf Life Saving Clubs, SLSA and surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (d) At all times promote mutual trust and confidence between the clubs within the Branch, SLSNSW, Surf Life Saving Clubs, SLSA and the Members in pursuit of these objects;
- (e) At all times act on behalf of and in the interest of the Members and surf lifesaving;
- (f) Promote the economic and community service success, strength and stability of clubs within the Mid North Coast Branch, 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 Mid North Coast 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 the aquatic environment;
- (j) Use and protect the Intellectual Property Guidelines
- (k) Apply the property and capacity of the Mid North Coast Branch 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 Mid North Coast.
- (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) Further extend the operations and teachings of the Branch throughout Mid North Coast.
- (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 Delegate/Director;
- (r) Pursue through itself or other such commercial arrangements (which are not in conflict with other SLS bodies), including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in the Mid North Coast;
- (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 surf lifesaving;
- (t) Represent the interests of its Delegates and of surf lifesaving generally in any appropriate forum in the Mid North Coast;
- (u) Have regard to the public interest in its operations;
- (v) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

4. POWERS OF BRANCH

Solely for furthering the Objects set out above, Surf Life Saving Mid North Coast Branch 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. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2009* (NSW).

Annual General Meeting means a meeting of Delegates and Directors convened under rule 12.

Branch Council means Directors as elected under rule 18 and club delegates as nominated by each club in the Branch

Branch means the Surf Life Saving Mid North Coast Branch of SLSNSW.

By-Laws mean any By-Laws made by the Board under rule 24.

Committee means any committee of the Board created under 20.1 from time to time.

Constitution means this Constitution of the Surf Life Saving Mid North Coast Branch as amended from time to time.

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

Director means a Member of the Board appointed under rule 18.

Distinguished Service Honour means an individual awarded for outstanding service of the Surf Life Saving, Mid North Coast under rule 8.4

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

General Meeting means general or any special general meeting of the Branch convened under rule 14.

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

Life Member means an individual appointed as a Life Member of the Surf Life Saving, Mid North Coast under rule 8.3.

Objects means the objects of the Branch under rule 3.

President means the President for the time being of the Branch appointed under rule 17.2(a).

Public Officer means the person appointed to be the public officer of the Branch under rule 22.2.

Register means the register of Clubs kept under rule 9.1.

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

SLSA means Surf Life Saving Australia Limited.

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

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

State means and includes a State or Territory of Australia.

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

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

5.2 Interpretation

In this Constitution:

- (a) A reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) Words importing the singular include the plural and vice versa;
- (c) Words importing any gender include the other genders;
- (d) Headings are for convenience only and shall not be used for interpretation;
- (e) Words or expressions shall be interpreted in accordance with the provisions of the 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.

5.3 Enforceability

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

6. STATUS AND COMPLIANCE OF BRANCH

6.1 Recognition of Branch

Surf Life Saving Mid North Coast Branch shall be affiliated with SLSNSW and SLSA. Through the State and National affiliations with SLSNSW, Surf Life Saving, Mid North Coast Branch will abide by the articles, rules, Constitutions, By-Laws and awards of SLSA, SLSNSW. Subject to compliance with this Constitution, the SLSNSW Constitution and the SLSA Constitution the Branch shall continue to be recognised within SLSNSW and shall administer surf lifesaving activities in Mid North Coast in accordance with the Objects.

Compliance of Branch

The Members of Affiliated Clubs acknowledge and agree the Branch shall:

- (a) Be or remain incorporated in New South Wales;
- (b) Appoint a Delegate annually to represent the Branch at general meetings of SLSNSW;
- (c) Nominate such other persons as may be required to be appointed to SLSNSW committees from time to time under this Constitution or SLSNSW Constitution or otherwise;
- (d) Forward to SLSNSW a copy of its constituent documents and details of its Directors;
- (e) Adopt the objects of SLSNSW (in whole or in part as are applicable to the Branch) 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 benefit of the members of Surf Life Saving Mid North Coast Branch and surf lifesaving;
- (i) At all times act on behalf of and in the interests of the members and surf lifesaving; and

- (j) By, adopting the objects of SLSNSW, abide by the SLSNSW Constitution.

6.2 Operation of Constitution

The Branch and the Clubs 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 Mid North Coast;
- (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 of surf lifesaving and its maintenance and enhancement;
- (d) To promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) To act in the interests of surf lifesaving and the Members;
- (f) Where the Branch 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 Branch; or
 - (ii) acted in a manner prejudicial to the Objects and interests of the Branch and/or surf lifesaving; or
 - (iii) brought the Branch, any Surf Life Saving Club or surf lifesaving (including SLSNSW and/or SLISA) into disrepute;
- (g) The Branch 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. BRANCH'S CONSTITUTION

7.1 Constitution of the Branch

The Constitution will clearly reflect the objects of SLSNSW and shall generally conform with 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 SLISA;
- (c) Recognising SLISA 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 SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings; and
- (f) Such other matters as are required to give full effect to the SLSNSW Constitution;

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

7.2 Operation of the Branch and SLSNSW Constitution

- (a) The Branch will take all steps to ensure its Constitution is in conformity with SLSNSW 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 SLSNSW and SLSA Constitutions, subject to any prohibition or inconsistency in the Act.
- (b) The Branch shall provide SLSNSW a copy of its Constitution and all amendments to this document. The Branch 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 Constitution

- (a) The Constitution of the Branch 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 BRANCH

8.1 Effect of Membership

- a) The membership of the Branch shall consist of the affiliated Surf Life Saving Clubs throughout the Mid North Coast Branch and their members, and such other persons who may be elected or appointed to the Branch Council
- b) Before the Annual General Meeting of the Branch, Clubs shall seek confirmation of their affiliation with the Branch on the appropriate form and pay the specified fees if any;
- c) A register of clubs shall be kept at the principal place of administration of the Branch and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

8.2 Contract with Branch

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each Affiliated Club and the Branch and that they are bound by this Constitution and the 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 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 Branch Council.

8.3 Life Members Honour

- (a) Nominations for Life Membership shall be submitted in writing to the Director of Administration 60 days prior to Branch Awards Evening of the current season
- (b) Nominations are to be signed by at least two members of the Branch
- (c) All nominations are to be referred to the Life Membership Committee for consideration and recommendation.
 - (i) Life Member Committee shall consist of five (5) Life Members where three (3) shall form a quorum representing more than one (1) club.
- (d) When considering Life Membership, the Committee shall look for members who have
 - (i) rendered special and distinguished service over an extended period
 - (ii) been a member of the Branch for at least fifteen (15) years including at least twelve (12) years as an elected officer or adviser of the Branch Council, Standing Board, Standing Committee or a Subcommittee of the Branch [**NOTE:** A member could qualify if the Committee considers he or she rendered the service over a shorter period
- (e) Any person elected or appointed as an officer or adviser to perform a specific function shall be deemed to be an elected officer or adviser for the purpose of consideration for Life Membership
- (f) In order to be recommended for election as a Life Member, the nominee must receive at least two-thirds support of the Committee
- (g) Life Membership Presentation to be presented at the Branch Awards of Excellence Evening

8.4 Distinguished Service Honour

- (a) Nominations for Distinguished Service Honour shall be submitted in writing to the Director of Administration 60 days prior to Branch Awards Evening of the current season
- (b) Nominations are to be signed by at least two members of the Branch
- (c) When considering Distinguished Service Honours the Board of Directors shall look for members who have rendered outstanding service over five (5) years to Surf Life Saving Mid North Coast Branch

- (d) The Board of Directors may appoint a relevant committee to assess nominations for distinguished service honours
- (e) Any person elected or appointed as an officer or adviser to perform a specific function shall be deemed to be an elected officer or adviser for the purpose of consideration for Distinguished Service Honour
- (f) In order to be recommended for a Distinguished Service Honour, the nominee must receive at least two-thirds support from the Board of Directors or from the appointed committee to assess nominations and be endorsed by Board of Directors
- (g) Distinguished Service Honour Presentation to be presented at the Branch Awards of Excellence Evening

9. REGISTERS

9.1 Branch to Keep Register of Members

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

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

9.2 Use of SurfGuard

SurfGuard shall be used as the Register of Members.

9.3 Inspection of Register

Inspection of the Register will only be available as required by the Act and under rule 33(b).

9.4 Use of Register

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

9.5 Branch Access

Branch access of SurfGuard must be approved by Branch Board of Directors and endorsed by relevant club delegate.

10. DISCONTINUANCE OF MEMBERSHIP

10.1 Discontinuance by Breach

- (a) Membership of the Branch may be discontinued by the Board upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Branch, 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 10.1(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 to appear 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 10.1(a) by the Branch giving written notice of the discontinuance.
- (d) Any Member's membership that is discontinued under rule 10.1(a) shall have the right to appeal the discontinuation under the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time.
- (e) Any Special General Meeting in accordance with rule 10.1(d) shall be convened under this Constitution and in particular rule 14.

10.2 Resignation by Failure to Re-Apply

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

11. GRIEVANCES, JUDICIAL AND DISCIPLINE

The Branch adopts the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time. These shall be replicated in the By-Laws.

12. ANNUAL GENERAL MEETINGS

12.1 Annual General Meeting to be Held

- (a) The Branch shall convene and hold an Annual General Meeting of its Membership annually by the end of August and in accordance with the Act.
- (b) The Annual General Meeting of the Branch shall, subject to the Act and to rule 12.1(a), be convened at a time, date and venue to be determined by the Board.

12.2 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 consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution, the motion for affiliation with SLSNSW, the appointment of the auditors and any other business of which notice is given in accordance with this Constitution.

12.3 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 General Meeting.

13. SPECIAL GENERAL MEETINGS

13.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Branch 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.

13.2 Request for Special General Meetings

- (a) The Board shall on the requisition in writing of 2 or more clubs to vote convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall:
 - (i) state the object(s) of the meeting; and
 - (ii) be signed by the Members making the requisition; and
 - (iii) be sent to the Branch.

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 Branch, 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.

14. GENERAL MEETINGS

14.1 Notice to be given for General Meetings

- (a) Notice of every General Meeting shall be given to every Director and Delegate entitled to receive notice, at the address appearing in the

Register kept by the Branch. 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 29.
- (c) At least 7 days notice of a General Meeting shall be given to those Directors and Delegates entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any nominations for candidates to be elected to the Board received under rule 18.1; and
 - (iii) any notice of motion received from Directors and Delegates under rule 14.2(b).
- (d) The accidental omission to give any notice of any General Meeting to any Director or Delegate shall not invalidate the meeting or any resolution passed at any such meeting.

14.2 Business of Meeting

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

14.3 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Nine (9) delegates and officers combined, providing that at least five (5) clubs are represented, shall form a quorum at such meeting.

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 Clubs, shall be dissolved; and
- (b) In any other case, shall stand adjourned to:
 - (i) the same day in the next week at the same time and (unless Clubs are notified of an alternate venue) at the same place; or
 - (ii) any date, time and place determined by the chairperson;

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

14.4 President to Chair

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

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

If the President is not present, or is unwilling or unable to preside the Deputy President will preside for that meeting only. If the Deputy President is not present the delegates shall appoint one of the Directors to preside as chairperson for that meeting only.

14.5 Chairperson May Adjourn Meeting

- (a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in rule 14.5(b) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

14.6 Use of Technology

- (a) A Director or Delegate not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Director/Delegate and the Director/Delegate present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Director/Delegate participating in a General Meeting under rule 14.6(a) is taken to be present at the meeting and, if the Director/Delegate votes at the meeting, is taken to have voted in person.

15. VOTING AT GENERAL MEETINGS

15.1 Directors and Delegates Entitled to Vote

Subject to any other provision of this Constitution, each category that has a right to vote under rule 8.2 shall be entitled to one vote at General Meetings.

15.2 Voting Procedure

- (a) Subject to this rule, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 15.4, all questions arising at a General Meeting shall be determined on a show of hands.

15.3 Recording of Determinations

Unless a poll is demanded under rule 15.4, 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 Branch shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

15.4 Where Poll Demanded

- (a) A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:
 - (i) the chairperson; or
 - (ii) a simple majority of Directors/Delegates.
- (b) If a poll is duly demanded under this rule 15.4, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

15.5 Casting Vote

The chairperson shall have a casting vote at General Meetings. Where voting at General Meetings is equal, the motion will be lost.

15.6 Proxy Voting

Proxy voting shall not be permitted at all General Meetings.

15.7 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.

16. MINUTES OF GENERAL MEETINGS

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

17. BRANCH COUNCIL

17.1 Powers of Board

- (a) The affairs of the Branch shall be managed by the Board of Directors constituted under rule 17.2.
- (b) Subject to this Constitution and the Act, the BRANCH COUNCIL:
 - (i) shall control and manage the business and affairs of the Branch;
 - (ii) may exercise all such powers and functions as may be exercised by the Branch other than those powers and functions that are required by this Constitution to be exercised by the Directors/Delegates 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 Branch.
 - (iv) has power to employ salaried staff as required
 - (v) has power to appoint Patrons

17.2 Composition of Board of Directors

The Board shall comprise:

- (a) The President;
- (b) Deputy President
- (c) Director of Administration
- (d) Director of Finance
- (e) Director of Lifesaving
- (f) Director of Education
- (g) Director of Surf Sports
- (h) Director Member Services
- (i) Director of Marketing and Communication

Who shall be elected under rule 18.

17.3 Portfolios

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

17.4 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.

17.5 Appointment of Delegate

- (a) Clubs shall nominate two delegates to represent each club to attend general meetings of the Branch for such term as the Board determines, and otherwise in accordance with the Branch Constitution. One delegate to be the Club President.
- (b) The Clubs must advise the Branch in writing of its Delegates.

17.6 Transitional Arrangements

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

17.7 Term of Office of Executive Directors

- (a) The President, Director of Finance, Director of Surf Sports, Director of Education, and the Director of Member Services shall be elected in each year of even number and the Deputy President, the Director of Administration, the Director of Lifesaving, and the Director of Marketing and Communication shall be elected in the each year of odd number.
- (b) Each Director will be elected for a two year period
- (c) Directors may be re-elected.

18. ELECTION OF DIRECTORS

18.1 Nominations of Candidates

- (a) Surf Life Saving Mid North Coast Branch 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 Branch shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Candidates must:
 - (i) be aged 18 years or over; 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

The Branch shall send the nominations to the Affiliated Clubs entitled to receive notice under rule 14.1.

- (d) If insufficient nominations are received to fill all available vacancies on the Board:
 - (i) the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected; and
 - (ii) all remaining positions will be deemed casual vacancies under rule 19.3.
- (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.

18.2 Voting Procedures

Elections shall be conducted by such means as is prescribed by the Board.

19. VACANCY ON THE BOARD

19.1 Grounds for Termination of Director

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

- (a) Ceases to be a Member;
- (b) Dies;
- (c) Becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) Resigns their office in writing to the Branch;
- (f) Is absent from meetings of the Board held during a period of three months without having previously obtained leave of absence in accordance with rule 20.5 or provided reasonable excuse for such absence;

- (g) Without the prior consent or later ratification of the Delegates in General Meeting holds any office of profit under the Branch;
- (h) Is directly or indirectly interested in any contract or proposed contract with the Delegates and fails to declare the nature of his interest;
- (i) Is removed from office in accordance with this Constitution;
- (j) Has been expelled or suspended from membership (without further recourse under this Constitution or 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 the Objects and interests of the Branch; or
 - (ii) has brought themselves or the Branch into disrepute; or
- (l) Would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

19.2 Removal of Director

- (a) The Branch 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 19.2(a) makes representations in writing to the President or 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.

19.3 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.

20. QUORUM AND PROCEDURE AT BOARD OF DIRECTORS MEETINGS

20.1 Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with rule 20.2, 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);
 - (iii) In accordance with the Directors last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

20.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given under rule 20.1 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.

20.3 Quorum

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

20.4 Procedures at Board Meetings

- (a) At meetings of the Board, the President shall chair the meeting. If the President is absent or unwilling to act, the Board shall appoint one of its Members to chair the meeting.
- (b) Questions arising at any meeting of the Board shall be determined on a show of hands, or if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors and Delegates 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 at Board of Directors meetings.
- (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 20.4(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 20.4(f)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the President of the meeting is located.

20.5 Leave of Absence

- (a) The Board may grant a Director leave of absence from Board meetings for a period not exceeding three 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.

20.6 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.

- (c) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (d) Any declaration made or any general notice as aforesaid given by a Director in accordance with this rule 20.7 must be recorded in the minutes of the relevant meeting.

20.7 Financial Interest

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Branch, or in any company or incorporated Club in which the Branch is a shareholder or otherwise interested; or
 - (ii) contracting with the Branch 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 Branch 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 20.7(c) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) Any declaration made or any general notice as aforesaid given by a Director in accordance with rule 20.7 must be recorded in the minutes of the relevant meeting.

20.8 Conflicts

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

21. DELEGATED POWERS

21.1 Board May Delegate Functions

- (a) The Board may, by instrument in writing, create, establish or appoint from amongst its own Members, or otherwise, special committees,

sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.

- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Branch 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.

21.2 Exercise of Delegated Functions

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

21.3 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 20.
- (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.

22. DUTIES

22.1 General Duties

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

22.2 Public Officer

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

23. 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 20.6 or 20.7.

24. BY-LAWS

24.1 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 Branch, the advancement of the Objects and surf lifesaving in Mid North Coast as it thinks necessary or desirable. Such By-Laws must be consistent with the 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.

24.2 By-Laws Binding

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

24.3 By-Law Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 24.2 shall apply from the date of adoption of this Constitution.

24.4 Notices Binding on Members

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

25. FUNDS, RECORDS AND ACCOUNTS

25.1 Sources of Funds

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

25.2 Branch to Keep Records

- (a) The Branch 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 Branch and the Board.
- (b) The Branch shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

25.3 Board to Submit Accounts

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

25.4 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.

25.5 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).

26. APPLICATION OF INCOME

- (a) The income and property of the Branch shall be applied solely towards the promotion of the purposes of the Branch as set out in this Constitution.
- (b) No portion of the income or property of the Branch shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Club or delegate.
- (c) Nothing in this rule 27 shall preclude payment to a Delegate in good faith for expenses incurred or services rendered, including, but not limited to:

- (i) any services actually rendered to the Branch whether as an employee or otherwise;
- (ii) goods supplied to the Branch in the ordinary and usual course of operation;
- (iii) interest on money borrowed from any Club or delegate;
- (iv) rent for premises demised or let by any Member to the Branch;
or
- (v) any out-of-pocket expenses incurred by Director/Delegate on behalf of the Branch,
- (d) Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

27. NEGOTIABLE INSTRUMENTS

All cheques, direct deposit transfers, 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.

28. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed. 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 Branch in General Meeting.
- (b) The accounts of the Branch 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.

29. 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.

30. REGISTERED ADDRESS

The registered address of the Branch is:

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

31. INDEMNITY

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

32. DISSOLUTION

- (a) The Branch may be wound up voluntarily by Special Resolution.
- (b) In the event of the Branch being wound up, the liability of the Branch shall be limited to any outstanding monies due and payable to the Branch, including the amount of the Affiliation Fee payable in respect of the current Financial Year. No other amount shall be payable by the Branch.
- (c) If upon winding up or dissolution of the Branch 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 Clubs but shall be given or transferred to some registered or exempt charity, having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Branch by this Constitution.

Such registered or exempt charity will be determined by the Delegates 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.

33. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall keep in its custody or control all books, minutes, documents and securities of the Branch.
- (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, accounts, books, securities or other relevant documents of the Branch will be open for inspection by the Delegates.

34. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this rule 34 shall apply from the date of adoption of this Constitution.
- (b) The Members of the governing or managing body (by whatever name it is called) of the 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 the 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 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.