

WARRNAMBOOL

SURF LIFE SAVING

CLUB

CONSTITUTION

Registration No: A0010904V

**This document should be read in conjunction with the
Associations Incorporation Reform Act (2012)
Model Rules for an Incorporated Association: Schedule 4 (2012)**

Ratified: January 2017

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**WARRNAMBOOL SURF LIFE SAVING CLUB
INCORPORATED
[A0010904V]**

CONSTITUTION

Adopted: 1948

**Amended: 1959, 1967, 1978, 1981, 1985, 1996, 2000, 2002, 2004, 2016,
2017**

PART 1 – PRELIMINARY

1. TITLE

- 1.1 The Club shall be known as the “**WARRNAMBOOL SURF LIFE SAVING CLUB INCORPORATED**”

2. AFFILIATION

- 2.1 The Club shall at all times be affiliated with the **LIFE SAVING VICTORIA (LSV)**
- 2.2 The Club shall at all times be Incorporated under the Associations Incorporation Reform Act 2012

3. CLUB COLOURS

- 3.1 The Club’s colours shall be maroon, gold and white

4. DEFINITIONS

- 4.1 Club Board/Club Committee – the elected members who are responsible for the management of the WSLSC
- 4.2 Club/WSLSC – the Warrnambool Surf Life Saving Club
- 4.3 Junior Activities/Nippers – those members aged 7yrs – 14yrs
- 4.4 Surf Life Saving Australia – (SLSA) the National body to which WSLSC is affiliated
- 4.5 Life Saving Victoria – (LSV) the State body to which WSLSC is affiliated
- 4.6 Voting Members – all members who hold the Bronze Medallion Award and Life Members of the WSLSC and current sitting Board Members
- 4.7 Constitution/Rules – this means this document
- 4.8 Season/Year – the Lifesaving Year from 1st October to 30th September
- 4.9 OH&S – this means Occupational Health & Safety

PART 2 – POWERS OF THE CLUB

5. STATEMENT OF PURPOSES AND OBJECTS

The purposes of the Club are:

- 5.1 To conduct and manage the Warrnambool Surf Life Saving Club.
- 5.2 To ensure that members are indemnified for loss or damage incurred as a result of having on behalf of the Club become liable to pay any amount by way of damages or otherwise.
- 5.3 In furtherance of the above purposes the Club shall have in addition the following objects:
 - 5.3.1 To preserve and safeguard life by the study and practice of the methods of lifesaving as taught by SURF LIFE SAVING AUSTRALIA, providing efficient life saving assistance, and rendering first aid as required.
 - 5.3.2 To promote and conduct demonstrations and classes of instruction in lifesaving techniques.
 - 5.3.3 To provide and maintain facilities and equipment for Club Members for life saving and associated recreational activities.
 - 5.3.4 To advise and co-operate with Authorities in taking such measures as are considered necessary by the Club to ensure the safety of the public using the Warrnambool coastal area.

For the purposes of furthering the objects set out in Clause 5.3, the Club shall have power:

- (a) To subscribe to, become a member of and co-operate with any other association, club, or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, association, or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club or under or by virtue of the Rules.
- (b) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Club or persons frequenting the Club's premises.
- (c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club: Provided that in case the Club shall take or hold any property which may be subject to any trust, the Club shall only deal with the same in such manner as is allowed by law having regard to such trust.
- (d) To enter into any arrangements with any Government or other authority that are incidental or conducive to the attainment of the objects and purposes and the exercise of the powers of the Club; to obtain from any such Government or other authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (e) To appoint, employ, engage, remove or suspend such managers, clerks, secretaries, servants, workmen, agents and other persons as may be necessary or convenient for the purposes of the Club.
- (f) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

- (g) To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit including the operation of any savings, trading or cheque account provided that any money so invested shall be invested only in such forms of investment as may be permitted by the law for the investment of trust funds.
- (h) To lend and advance money or give credit to any person or body corporate provided it is in accordance with the purposes of this Club.
- (i) To borrow or raise money either alone or jointly with any person or legal entity in such manner as may be thought proper and whether upon fluctuation advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Club's property or assets present or future and to purchase, redeem or pay off any such securities.
- (j) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- (k) To take or hold mortgages, liens or charges to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Club's property whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (l) To take any gift of money or subsidy or property whether subject to any special trust or not, for any one or more of the purposes of the Club but subject always to the proviso in paragraph (c).
- (m) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (n) To purchase, apply for or otherwise acquire any privileges, exemptions, certificates, licences, patents, copyrights, trademarks or the like which may be deemed necessary or convenient for any of the purposes of the Club and to transfer and otherwise deal with the same.
- (o) To register the Club as a charitable non-profit organisation under the Charitable Collections Provisions of the Federal and State Laws and in particular, so as to comply with the provisions of the Income Tax and Assessments Acts of the Commonwealth and the State in regard to the allowable deductions for subscriptions and gifts to the Club.
- (p) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its purposes.
- (q) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of the Rules.
- (r) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- (s) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- (t) To make donations for patriotic, charitable or community purposes.

- (u) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

PART 3 – MEMBERSHIP

6. MEMBERSHIP OF CLUB

- 6.1 The Club must have at least 5 members
- 6.2 An application for membership by an individual must be:
- (a) in writing on the form prescribed from time to time by LSV and/or SLSA, from the applicant or its nominated representative and lodged with the Association;
 - (b) accompanied by the appropriate fee, if any.
- 6.3 The Club may accept or reject an application whether the applicant has complied with the requirements in rule 6.2 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- 6.3.1 Where the Club accepts an application the applicant shall, subject to notification to LSV, become a Member.
- 6.3.2 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.
- 6.3.3 If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reasons for rejection need be given.
- 6.4 Renewal of membership must be made annually in accordance with the procedures set down by the Club and accompanied by the fee before 1st October in each year.
- 6.4.1 Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Association

7. CLASSES OF MEMBERSHIP

All age groups for membership shall be consistent with the Life Saving Victoria age groupings

7.1 Probationary Membership

Probationary Membership will be the designation of any person for the time period between applying for membership and the gaining of an award and/or the granting of a formal category of membership by the Club Board.

7.2 Junior (Nipper) Membership

A Junior (Nipper) Member shall be a person who may be a minimum age of seven (7) years or up to a maximum age of thirteen (13) years

7.3 Cadet Membership

- 7.3.1 A Cadet Member shall be member of or over the age of thirteen (13) years up to a maximum age of fifteen (15) years.
- 7.3.2 A Cadet Member shall obtain the appropriate SLSA Award and pass an Annual Proficiency Test.
- 7.3.3 On obtaining the age of fifteen (15) years the Cadet Member shall present for training in the first available Bronze Medallion Squad.
- 7.3.4 Cadet members may be allocated to Patrol Duty by the Club Captain and shall be governed by the Patrol Regulations.

7.4 **Active Membership**

- 7.4.1 An Active Member shall be a Bronze Medallion &/or other SLSA Award/s holder and shall fulfil full patrol and Club obligations and shall qualify in an Annual Proficiency Test each season, unless the member has obtained the Bronze Medallion in that season.
- 7.4.2 Members over the age of fifteen (15) years shall be required to gain S.L.S.A. awards as soon as practical.
- 7.4.3 Active Members over the age of nineteen (19) years shall be classed as SENIOR ACTIVE and those fifteen (15) years and over but under nineteen (19) years shall be classed as JUNIOR ACTIVE as at the 1st October each season.

7.5 **Active Reserve Membership**

- 7.5.1 Active Reserve Membership may be granted to Active Members who have satisfactorily completed (from the gaining of the Bronze Medallion) at least eight years of patrol and Club obligations as provided by the Club Constitution and By-Laws. Granting of Active Reserve Membership shall not be automatic but shall be granted by resolution of the Board.
- 7.5.2 Such members shall be called upon to perform Patrol Duties at the direction of the Board.
- 7.5.3 Such members shall complete the Annual Proficiency Test. Notwithstanding 7.5.1 above Reserve Membership may be granted under exceptional circumstances to Active Members irrespective of years of service.
- 7.5.4 All submissions for Active Reserve Membership must be in writing to the Board each year

7.6 **Long Service Membership**

- 7.6.1 Long Service Membership may be granted to members who have completed ten (10) years active service or to members who have completed eight (8) years active service plus four (4) years active reserve service. This requirement may be waived in exceptional circumstances.
- 7.6.2 Such members shall be exempted from all patrol obligations and may be granted other special privileges of membership as decided by the Board.
- 7.6.3 All submissions for Long Service Membership must be in writing to the Board each year

7.6.4 Long Service Memberships shall have an annual subscription fee equal to 50% of an Active Member subscription fee.

7.7 **Associate Membership**

7.7.1 Associate Membership may be granted to persons who may or may not hold a SLSA Award.

7.7.2 Such members would not normally have voting rights unless elected to office or position which is provided with voting rights by this Club Constitution

7.7.3 Such membership will have the minimum age qualification of thirty (30) years and shall have an annual subscription fee 100% greater than fees for Senior Active Members of the Club.

7.8 **Family Membership**

7.8.1 Family Membership will be open to adults and their children who are pre-school and/or full time students under twenty-five (25) years of age. If the adult is under the age of thirty (30) years as at 1st October each year the adult will be classified in one of the applicable membership groups. If one or both adults are under thirty (30) years, then one adult shall be required to become an ACTIVE MEMBER. All family members must complete an individual membership form and dependents of a family membership must be classed under the appropriate membership category on the membership form

7.8.2 Subscriptions for this category of membership may be assessed by the Board on an individual basis but will not exceed an amount as determined at the Annual General Meeting.

7.9 **Life Membership**

7.9.1 Life Membership may be granted to persons over thirty (30) years of age and who have given a minimum of fifteen (15) years service to the Club, of which ten (10) years is considered to be outstanding. This requirement may be waived in exceptional circumstances.

7.9.2 Nominations for Life Membership shall be submitted in writing on or before 1st April each year, in a sealed envelope addressed to the Life Membership Chairperson. Qualified voting members only may nominate and second such nominations. The nominator and seconder may only attend the Life Member meeting to verbally support their written submission, but will take no further part at the meeting unless they are a Life Member.

7.9.3 The Life Membership Committee of the Club shall consist of all available Life Members with ten (10) members to form a quorum The Chairperson of this Sub-Committee shall be nominated by the incoming Board at its first meeting following the Annual General Meeting.

7.9.4 The Life Membership Committee shall endorse or reject the nominations without being required to table an explanation. Approval must be by a two-thirds ($\frac{2}{3}$) majority in attendance at the Life Members meeting. Nominations approved shall be submitted to the next Annual General Meeting of the Club.

- 7.9.5 Appointment of Life Membership shall then be by a two-thirds ($\frac{2}{3}$) majority at the Annual General Meeting.
- 7.9.6 Life Members shall not be called upon to perform patrol and/or other Club obligations and shall not pay an annual subscription fee.

7.10 **Honorary Membership**

- 7.10.1 Honorary Members are limited to local Municipal Councillors, distinguished visitors, visiting members of kindred Clubs, past members visiting the Club, or such other persons as may be approved by the Board as being persons who have rendered distinguished services to the Club. Such Honorary membership shall be on a yearly basis and at the end of the season the former Honorary Member may be re-elected if desired by the Board.
- 7.10.2 All members of the medical profession and members of the Victoria Police Force, based in Warrnambool, shall be considered for Honorary Membership of the Club.
- 7.10.3 Honorary Members shall not have a vote at meetings but may use the Club premises and other facilities.
- 7.10.4 All submissions for Honorary Membership must be in writing. No annual subscription fee will apply.

8. ANNUAL SUBSCRIPTION

- 8.12.1 Annual subscriptions are to be set each year at the Annual General meeting and are payable in advance on or before the 1st October.
- 8.12.2 A person shall not be exempted from the obligation to pay the subscription for membership of the Club unless the person is of a class specified in the Constitution.
- 8.12.3 Members who have completed twenty-five (25) years membership from at least fifteen (15) years of age may be granted a subscription fee equal to 50% of an Active Member subscription fee.
- 8.12.5 There shall be no entrance fees.

9. EFFECT OF MEMBERSHIP

- 9.1 Members acknowledge and agree that:
- (a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
 - (b) they shall comply with and observe this Constitution and the Regulations;
 - (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;
 - (d) this Constitution and Regulations are necessary and reasonable for promoting the Objects of the Club; and
 - (e) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

- 9.2 Members may by virtue of membership of the Club and subject to this Constitution:
- (a) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - (b) make proposals or submissions to the Board;
 - (c) engage and participate in any activity approved, sponsored or recognised by the Club; and
 - (d) conduct any activity approved by the Club.
- 9.3 A right, privilege or obligation of a person by reason of their membership of the Club is not capable of being transferred or transmitted to another person

10. DISCONTINUANCE OF MEMBERSHIP

The membership of a person ceases on resignation, expulsion or death. If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

10.1 Resignation of Members

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

10.1.2 A Member is taken to have resigned if the Member's annual subscription is outstanding more than four months after the date on which subscription fees fall due and payable

10.1.3 If a Member (excluding Life Members) has not re-applied for Membership with the Club within four months of re-application falling due, that Member's membership will be deemed to have lapsed from that time

11. REGISTER OF MEMBERS

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

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

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

11.3 The Club shall provide a copy of the Register at a time and in a form acceptable to LSV, and shall provide regular updates of the Register to LSV. The Club agrees that LSV may utilise the information contained in the Register and the Register itself to further the objects of LSV, subject always to reasonable confidentiality considerations and privacy laws

PART 4 – DISCIPLINARY ACTION & GRIEVANCE PROCEDURES

12. DISCIPLINARY ACTION

12.1 Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with this Clause if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

12.2 Disciplinary subcommittee

12.2.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

12.2.2 The members of the disciplinary subcommittee—

- (a) may be Board members, members of the Club or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

12.3 Notice to member

12.3.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that the Club proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
- (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 23.

12.3.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

12.4 Decision of subcommittee

12.4.1 At the disciplinary meeting, the disciplinary subcommittee must—

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

- 12.4.2 After complying with subrule 12.4.1, the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to subrule 12.4.3 —
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.

12.4.3 The disciplinary subcommittee may not fine the member.

12.4.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

12.5 Appeal rights

12.5.1 A person whose membership rights have been suspended or who has been expelled from the Club under rule 12 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

12.5.2 The notice must be in writing and given—

- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- (b) to the Secretary not later than 48 hours after the vote.

12.5.4 If a person has given notice under sub rule 12.5.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

12.5.5 Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must—

- (a) specify the date, time and place of the meeting; and
- (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

12.6 Conduct of disciplinary appeal meeting

12.6.1 At a disciplinary appeal meeting—

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and

- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 12.6.2 After complying with sub rule 12.6.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 12.6.3 A member may not vote by proxy at the meeting.
- 12.6.4 The decision is upheld if not less than three quarters (3/4) of the members voting at the meeting vote in favour of the decision.

13. GRIEVANCE PROCEDURES

13.1 Application

- 13.1.1 The grievance procedure set out in this Clause applies to disputes under these Rules between—
- (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and the Club.
- 13.1.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

13.2 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

13.3 Appointment of mediator

- 13.3.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 13.2, the parties must within 10 days—
- (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 13.3.2 The mediator must be—
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Club — a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 13.3.3 A mediator appointed by the Board must not be a person who—
- (a) has a personal interest in the dispute; or

- (b) is biased in favour of or against any party.

13.4 Mediation process

13.4.1 The mediator to the dispute, in conducting the mediation, must—

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

13.4.2 The mediator must not determine the dispute.

13.5 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 5 – GENERAL MEETINGS

14. ANNUAL GENERAL MEETING

14.1 The Annual General Meeting must be held before the Annual General Meeting of Life Saving Victoria each year. The Board may determine the time, date & place.

14.2 The ordinary business of the Annual General Meeting shall include the following:

- (a) confirmation of minutes from previous Annual General Meeting and of any special general meeting held since then;
- (b) receive and consider the Annual Reports of the Board; financial statements of the Club; Auditors Report; any other reports as determined by the Board,
- (c) election of office bearers;
- (d) appointment of auditors and any other Honorary Officers as per Clause;
- (e) confirm or vary the annual subscription fees; and
- (f) any other business of which notice is given in accordance with this Constitution.

14.3 Twenty (20) voting members shall form a quorum at the Annual General Meeting.

14.4 Twenty-one (21) days notice of the AGM shall be given in writing to all members as well as by a prominent notice in the Warrnambool Standard. The notice to members will include:

- (a) the agenda for the meeting;
- (b) any nominations for candidates to be elected to the Board received in accordance with Clause 20
- (c) any notice of motion received from Members in accordance with Clause 15

15. SPECIAL GENERAL MEETINGS

- 15.1 Any general meeting of the Club, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting
- 15.2 The Secretary, by the direction of the Board, or upon the request in writing of ten (10) voting members, stating the business to be discussed, shall call a Special General Meeting; twenty-one (21) days notice being given in writing and by a prominent notice in the Warrnambool Standard, twenty (20) voting members shall form a quorum.
- 15.3 If the Board does not cause a Special General Meeting to be held within one month after the date on which the request by members is sent to the Board, the Members making the request, may convene a Special General Meeting to be held not later than three months after that date.
- 15.3.1 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 the Board convenes meetings.

16. VOTING

- 16.1 All members holding the Surf Life Saving Bronze Medallion Award; Life Members and Board Members while they hold office shall be eligible to vote in person at Annual General Meetings and Special General Meetings.
- 16.2 The determination of any resolution on which any vote is taken at an Annual General Meeting or Special General meeting shall be by no less than three-quarters (3/4) of the members voting in favour of the resolution.

PART 6 – BOARD OF MANAGEMENT

17. OFFICERS AND BOARD

17.1 Composition of the Board

17.1.1 The Board of the Club shall consist of the following: -

- (a) President
- (b) Vice President
- (c) Club Captain
- (d) Secretary
- (e) Treasurer
- (f) Members Representative/OH&S Officer
- (g) The Board shall include up to 6 ordinary members in defined roles, which are listed in By Law 1, and can be amended or added to by the Committee for the proper advancement, management and administration of the Club;

who shall be Officers of the Club.

17.1.2 the Annual General Meeting shall have a discretion whether or not to fill any position as provided in By Law 1

17.2 The President will be the Chairperson of the Board and the Vice President will be the deputy Chairperson of the Board. The Executive of the Board shall consist of the President; Vice President; Club Captain; and Secretary.

17.3 To be eligible for election to the position of Club Captain, a member must be the holder of a current Bronze Medallion. To be eligible for appointment to the position of Chief Instructor, a member must be the holder of a current Bronze Medallion and would preferably be the holder of a Training Officers Certificate.

17.4 The management of the Club shall be vested in the Board.

17.5 Honorary Officers of the Club shall consist of the Patron, and Solicitors, all of whom shall be appointed at the Annual General Meeting.

17.6 All Officers elected, including Sub-Committee positions shall hold office from the Annual General Meeting until the Annual General Meeting the following year.

17.7 The quorum of the Executive of the Board shall be three (3). The Executive Committee may, with the approval of the Board, deal with items requiring prompt or urgent attention between the meetings of the Board.

17.8 Should a member of the Board or a member of any Sub-Committee be absent from three (3) consecutive meetings of the Board or Sub-Committee, without furnishing reasonable cause, their position may be declared vacant and subsequently filled by the Board.

17.9 The Delegate to Life Saving Victoria shall be elected annually by the Board and where possible the delegate should have an active association with the Warrnambool Surf Life Saving Club Inc. A proxy delegate may be nominated to attend meetings should the elected delegate be unable to do so. The Delegate or the Proxy will vote on matters as directed by the Board or if not so directed then they shall vote in the best interests of the Club and Surf Life Saving. The Board shall be kept fully informed by the Delegate of any decisions by Life Saving Victoria or Life Saving Victoria Sub-Committees, which may affect the Club.

17.10 In the event of a casual vacancy in any office referred to in sub-rule 17.1, the Board may appoint a member to the vacant office and the member appointed may continue in office up to the next Annual General Meeting following appointment.

17.11 The Club Captain will be responsible for overseeing the lifesaving activities of the Club and shall manage the Lifesaving Sub-Committee that will consist a minimum of Chief Instructor; IRB Captain; First Aid Officer; Radio Officer and Gear Steward

18. POWERS OF BOARD

18.1 Subject to this Constitution and the Act, the Board:

- (a) shall have the control and management of the income and expenditure of the Club, its affairs and concerns, and officers and servants and has the power to

appoint Sub-Committees and Special Committees to consider and report upon any questions referred to them.

- (b) 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 an Officer, and shall not exercise the rights of an Officer, but shall act in an advisory role only
- (c) shall have power to appoint (on such terms as to salary and otherwise as the Board shall determine) a Business Manager in whom shall be vested the day to day management of the Club. The position shall be reviewed annually and the Business Manager shall not hold a position on the Board. The Business Manager shall not have a vote.

18.2 The Board may delegate to a member of the Board, a Subcommittee or member, any of its powers and functions other than—

- (a) this power of delegation; or
- (b) a duty imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Club in a General Meeting

18.2.1 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

18.2.2 The Board may, in writing, revoke a delegation wholly or in part.

18.3 Any decision made by sub-committees shall not be binding until ratified by the Board.

19. BOARD MEETINGS

19.1 The quorum of the Board shall be one more than 50% of Board Members.

19.2 The Board shall meet not less than ten (10) times per year and at such other times as required.

19.3 Each Board Member present at the meeting has one vote. The Chairperson may exercise a casting vote where voting is equal. Voting by proxy is not permitted.

20. ELECTION OF BOARD/SUB-COMMITTEES

20.1 The Club shall call for nominations for candidates to be elected to the Board not less than 42 days prior to the Annual General Meeting. When calling for nominations the Club shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.

20.2 Election of ordinary members

A single election may be held to fill all of those positions detailed in By Law 1.

20.3 Candidates for Board positions must be aged 18 years or over;

20.4 Nominations of candidates for election as, members of the Board referred to in Sub-Clause 17.1 shall be:

20.4.1 made in writing, signed by at least one (1) voting member of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

20.4.2 delivered to the Secretary of the Club not less than twenty-eight (28) days before the date fixed for the holding of the Annual General Meeting; and

20.4.3 included in the notice of meeting for the Annual General Meeting

20.5 If insufficient nominations are received to fill all vacancies on the Board the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

20.6 If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.

20.7 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

20.8 The ballot for the election of Officers and ordinary members of the Board shall be conducted at the Annual General Meeting in the usual and proper manner.

20.9 A candidate may nominate for more than one (1) position, but can be elected to only one position

20.10 If positions remain vacant at the end of the Annual General Meeting, the Board may appoint a member to the vacant office and the member appointed may continue in office up to the next Annual General Meeting following appointment

21. BY LAWS

21.1 The Board may establish, adopt, modify or revoke any By-Law or Standard Operating Procedure for the efficient conduct of the Club affairs.

21.2 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

21.3 All By-Laws or Standard Operating Procedures adopted shall be displayed or be readily available to members at all reasonable times.

21.4 No By-Laws or Standard Operating Procedures adopted shall be in conflict with the meaning of intent of any part of this Constitution.

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

PART 7 – FINANCIAL MATTERS

22. FUNDS

22.1 The funds of the Club shall be derived from annual subscriptions, donations and such other sources as the Board determines.

22.2 The income and property of the Club howsoever derived, shall be applied solely towards the promotion of the objects of the Club, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise to any individual Member/s of the Club.

22.3 Nothing in this rule 22 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:

- (a) any services actually rendered to the Club whether as an employee or otherwise;
- (b) goods supplied to the Club in the ordinary and usual course of operation;
- (c) any out-of-pocket expenses incurred by the Member on behalf of the Club,

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.

23. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments including electronic banking, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by the Treasurer and by any one (1) of the other Executive of the Board.

24. DISPOSAL OF ASSETS

24.1 The Club may be wound up voluntarily by Special Resolution.

24.2 In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.

24.3 If the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club and which is a fund, authority or institution approved by the Commissioner of Taxation

PART 8 – GENERAL MATTERS

25. COMMON SEAL

18.1 The Common seal of the Club shall be kept in the custody of the Secretary.

18.2 The Common seal shall not be used except by the authority of the Board and must be witnessed by the signatures of any two of the President, the Vice President and the Secretary.

26. NOTICES

26.1 A notice may be served by or on behalf of the Club upon any member either personally or by sending it by post, facsimile or by email to the member at their address shown in the Register of Members or as directed by the member.

26.2 Where a document is properly addressed prepaid, posted or sent electronically to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been delivered to the person.

27. CUSTODY OF BOOKS

- 27.1 Except as otherwise provided for in this Constitution the Secretary shall keep in their custody or under their control all books, documents and securities of the Club.
- 27.2 All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member within seven (7) days following a request in writing, with the exception of any confidential information, or commercial in confidence information contained within any legal documents.
- 27.3 Subject to subrule 27.2, a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record
- 27.4 The Board must on request make copies of these rules available to members and applicants for membership free of charge

28. LIQUOR CONTROL

The Club shall comply with the provisions of the Liquor Control Act 1998 and the regulations there under and any Local Laws as it applies to the Liquor Licence.

28.1 No Payments

No officer or servant of the Club can be paid by way of commission or allowance from the receipts of the Club from the sale and disposal of liquor.

28.2 Guests

A visitor to the Club's premises must not be supplied with liquor in those premises unless the visitor is:

- (a) a guest in the company of an adult Member; or
- (b) an authorised gaming visitor admitted in accordance with any relevant rules of the Club.

28.3 Records

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

29. ALTERATION OF RULES

- 29.1 These Rules and the statement of purposes of the Club shall not be altered except in accordance with the Associations Incorporation Reform Act 2012.
- 29.2 No alteration to these Rules can be made except at a Special General Meeting or Annual General Meeting and twenty-eight (28) days notice of such proposed alterations must be given in writing to the Secretary.
- 29.3 Proposed alterations to these Rules must be notified to all voting members in writing together with a notice of meeting by a prominent notice in the Warrnambool Standard at least twenty-one (21) days before consideration at such Special General Meeting or Annual General Meeting.
- 29.4 Three-quarters ($\frac{3}{4}$) of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed

PART 9 – BY LAWS

By Laws are the key “designated legislation” of the Club. These are key rule and policy documents which can address a whole range of issues for the Club. The By Laws must be consistent with the LSV and SLSA constitutions and Regulations.

By Law 1 – Board of the Club Ordinary Member Roles

By Law 1 – Board of the Club Ordinary Member Roles

In addition to the Board members detailed in the constitution, the Board shall also include the following office bearers:

- Director of Nippers
- Chief Instructor (who shall also be known as Director of Training and Assessment)
- Director of Competition
- Director of Water Sports

The Club Administrator (non-voting member). The Club Administrator is non-voting as appointed by the Executive Committee, although they can put forward recommendations. If this role were to become voluntary, the position would become a voting role.

All of whom shall be elected at the Annual General Meeting, provided that those offices not filled at that Meeting shall be filled by the Committee as soon thereafter as possible.