Constitution

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WARRNAMBOOL SURF LIFE SAVING CLUB INCORPORATED (REGISTRATION NO. A0010904V)

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Constitution of Warrnambool Surf Life Saving Club Inc

1. NAME

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

2. INCORPORATION

Associations shall incorporate under the Act and shall remain incorporated.

3. OBJECTS OF ASSOCIATION

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

(a) participate as a member of Life Saving Victoria (**LSV**) and Surf Life Saving Australia Limited (**SLSA**) through and by which surf lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;

(b) conduct, encourage, promote and administer surf lifesaving and the Association as a beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community in Warrnambool;

(c) at all times promote mutual trust and confidence within the Association in pursuit of these Objects;

(d) promote the economic, community and emergency service success, strength and stability of the Association;

(e) affiliate and otherwise liaise with LSV and SLSA in the pursuit of these Objects;

(f) conduct, encourage, promote and advance the relief of human distress in the aquatic environment through and by the application and provision of lifesaving standards, equipment, techniques and awards;

(g) conduct, encourage, promote and advance aquatic safety and management and the protection and preservation of life in the aquatic environment in Warrnambool;

(h) use and protect the Intellectual Property in pursuit of these Objects;

(i) apply the property and capacity of the Association solely towards the fulfilment of these Objects;

(j) conduct, encourage, promote and advance education and research in, surf lifesaving standards, equipment, techniques and awards to improve and safeguard the use of the aquatic environment and the protection and safety of the community;

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(k) have regard to the public safety and protection and the public interest in its operations;

(l) ensure that promotion and protection of the aquatic environment in Warrnambool are considered in all activities conducted by the Association;

(m) promote the health, safety and protection of the public and all users of the aquatic environment in Warrnambool;

(n) establish, grant and support awards in honourable public recognition of meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of promoting the health, safety and protection of the public; and

(o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

4. POWERS OF ASSOCIATION

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

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

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

Annual General Meeting or **AGM** means a meeting under **rule 13**.

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

Association means Warrnambool Surf Life Saving Club Incorporated.

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

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

Committee means any committee of the Board created under **rule 22.4**.

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

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

Director means a member of the Board elected under **rule 19**.

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

General Meeting means the AGM or any SGM of the Association.

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

Life Member means an individual appointed as a Life Member under **rule 8.7**.

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

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

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

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

Outstanding means a visible and extra ordinary contribution to the Associations ongoing structures and Associations ongoing service provision

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

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

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

RLSSA means The Royal Life Saving Society Australia.

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

SLSA means Surf Life Saving Australia Limited.

Special General Meeting or **SGM** means a meeting under **rule 14**.

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

State means and includes a State or Territory of Australia.

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;

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(d) headings are for convenience only and shall not be used for interpretation;

(e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;

(f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;

(g) except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.

(h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);

(i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and

(j) the model rules made under the Act are expressly displaced.

(k) In the event of any conflict or inconsistency between this Constitution, and the By-Laws, and the LSV constitution, then the LSV constitution prevail to the extent of that conflict over the provisions in this Constitution unless the LSV board determines otherwise. In the event of any conflict or inconsistency between this Constitution and the By-Laws, this Constitution prevails to the extent of that conflict or inconsistency.

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 ASSOCIATION

6.1 Recognition of Association

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

6.2 Compliance of Association

The Members acknowledge and agree the Association shall:

(a) be or remain incorporated in Victoria;

(b) appoint a Delegate annually to represent the Association at general and other meetings of LSV;

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(c) nominate such other persons as may be required to be appointed to LSV committees from time to time under this Constitution or the LSV constitution or otherwise;

(d) forward to LSV a copy of its constituent documents and details of its Directors;

(e) adopt the objects of LSV (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the LSV constitution;

(f) apply its property and capacity solely in pursuit of the Objects and lifesaving;

(g) do all that is reasonably necessary to enable the Objects to be achieved;

(h) act in good faith and loyalty to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for benefit of the Members and lifesaving;

(i) at all times act on behalf of and in the interests of the Members and lifesaving; and

(j) by, adopting the objects of LSV, abide by the LSV Constitution.

6.3 Operation of Constitution

The Association and the Members acknowledge and agree:

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

(b) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of lifesaving and its maintenance and enhancement;

(c) 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;

(d) to act in the interests of lifesaving and the Members;

(e) where the Association considers or is advised that a Member has allegedly:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By Laws, or any resolution or determination of the Board or Association; or

(ii) acted in a manner prejudicial to the Objects and interests of the Association and/or lifesaving; or

(iii) brought themselves, the Association, any Life Saving Club or lifesaving into disrepute;

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

7. ASSOCIATION'S CONSTITUTION

7.1 Constitution of the Association

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

(a) the objects of LSV;

(b) the structure and membership categories of LSV;

(c) recognising SLSA as the national peak body for lifesaving in Australia, in accordance with the SLSA Constitution;

(d) recognising LSV as the peak body for lifesaving in Victoria;

(e) recognising SLSA as the final arbiter on matters pertaining to lifesaving in Australia; and

(f) such other matters as are required to give full effect to the LSV constitution;

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

7.2 Operation of the LSV Constitution

(a) The Association will take all steps to ensure its Constitution is in conformity with the LSV constitution at least to the extent set out in **rule 7.1** and in respect of those matters set out in **rule 7.1** shall ensure this Constitution is amended in conformity with future amendments made to the LSV constitution, subject to any prohibition or inconsistency in the Act.

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

8. MEMBERSHIP OF ASSOCIATION

8.1 Minimum number of Members

The Association must have at least five Members.

8.2 Categories of Member

The Members of the Association shall consist of:

(a) Probationary Members being 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 Board;

(b) Junior (Nipper) Members being any person who is a minimum age of seven (7) years or up to a maximum age of thirteen (13) years;

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(c) Cadet Members being any person of or over the age of thirteen (13) years to a maximum age of fifteen (15) years. A Cadet Member:

(i) must obtain the appropriate SLSA Award and pass an Annual Proficiency Test;

(ii) on obtaining the age of fifteen (15) years, shall present for training in the first available Bronze Medallion Squad; and

(iii) may be allocated to Patrol Duty by the Club Captain and shall be governed by the Patrol Regulations.

(d) Active Members being a Bronze Medallion and/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. Members over the age of fifteen (15) years must obtain relevant SLSA awards as soon as practical. 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.

(e) Active Reserve Membership may be granted to Active Members who have satisfactorily completed (from gaining the Bronze Medallion) at least eight years of patrol and Club obligations as provided by the Constitution and By-Laws. Granting of Active Reserve Membership may only be granted by resolution of the Board.

Such members:

(i) shall be called upon to perform Patrol Duties at the direction of the Board;

(ii) must complete the Annual Proficiency Test.

All submissions for Active Reserve Membership must be in writing to the Board each year.

(f) 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. Such members shall be exempted from all patrol obligations and may be granted other special privileges of membership as decided by the Board. All submissions for Long Service Membership must be in writing to the Board each year. Long Service Memberships shall have an annual subscription fee equal to 50% of an Active Member subscription fee.

(g) Associate Membership (Social) may be granted to persons who may or may not hold a SLSA Award. Such members would not normally have voting rights unless elected to office or position which is provided with voting rights by this Constitution. Such membership must be at least twenty (20) years of age.

(h) Life Members, who subject to this Constitution, shall have the right to notice of, and to be present, debate and vote at General Meetings.

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(i) 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.

(i) Honorary Members shall not have a vote at meetings but may use the Club premises and other facilities.

(ii) All submissions for Honorary Membership must be in writing. No annual subscription fee will apply

(j) 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

8.3 Application for Membership

An application for membership by an individual must be:

(a) in writing on the form prescribed from time to time by LSV and/or SLSA;

(b) from the applicant or their nominated representative;

(c) lodged with the Association; and

(d) accompanied by the appropriate fee, if any.

8.4 Discretion to Accept or Reject Application

(a) The Board may, acting in the best interests of the Association and in good faith, accept or reject an application whether the applicant has complied with the requirements in **rule 8.3** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.

(b) Where the Board accepts an application, the applicant shall, subject to notification to, and approval by, LSV, become a Member. The Association acknowledges that LSV may reject an applicant independently of the Association. LSV is not obliged to provide reasons if it rejects and application.

(c) Membership of the Association shall be deemed to commence upon acceptance of the application by LSV. The Register shall be updated accordingly as soon as practicable.

(d) If the Board rejects an application (or if LSV rejects and application), the Association shall refund any fees forwarded with the application, and the application shall be deemed rejected. No reasons for rejection need be given.

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(e) There is no right of appeal where the Board rejects an application for membership, whether a new application or a renewal application.

8.5 Renewal of membership

(a) Members must re-apply for membership of the Association in accordance with the timeframes and procedures set down by the Board from time to time. Members acknowledge and agree that membership renewal is not automatic.

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

(c) The Board may, acting in the best interests of the Association and in good faith, accept or reject a renewal application whether the applicant has complied with the requirements in **rules 8.5(a)** and **(b)** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.

(d) If the Board rejects an application, the Association shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association. No reasons for rejection need be given.

(e) There is no right of appeal where the Board rejects an application for membership, whether a new application or a renewal application.

8.6 Membership Transitional Arrangements

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

8.7 Life Members

(a) The Board may recommend to the AGM that any natural person who has rendered distinguished service to the Association and lifesaving, where such service is deemed to have assisted the advancement of the Association and lifesaving in Warrnambool be appointed as a Life Member. Distinguished service is seen as a minimum of fifteen (15) years' service to the Club, of which ten (10) years is considered to be outstanding.

(b) A resolution of the AGM Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.

(c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a Life Member.

8.8 Effect of Membership

(a) Members acknowledge and agree that:

(i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;

(ii) they shall comply with and observe this Constitution and the Regulations;

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(iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;

(iv) this Constitution and Regulations are necessary and reasonable for promoting the Objects of the Association;

(v) neither membership of the Association nor this Constitution gives rise to:

(A) any proprietary right of Members in, to or over the Association or its property or assets;

(B) any automatic right of a Member to renewal of their membership of the Automatic;

(C) subject to the Act and the Association acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and

(vi) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

(b) Members may, by virtue of membership of the Association, and subject to this Constitution:

(i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;

(ii) make proposals or submissions to the Board;

(iii) engage and participate in any activity approved, sponsored or recognised by the Association; and

(iv) conduct any activity approved by the Association.

(c) A right, privilege or obligation of a person by reason of their membership of the Association:

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

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

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8.9 LSV discretion

Irrespective of a Member satisfying the Association's membership requirements, LSV may acting reasonably and in good faith (subject to consultation with the Association) at its absolute discretion decline, or remove from, Membership an Individual Member including for reasons relating to the Individual Member's character, concerns that the Individual Member is not a fit and proper person, or that the Individual Member has or may bring the Association, LSV or lifesaving into disrepute.

8.10 Liability of Members

The liability of the Members of the Association is limited.

9. SUBSCRIPTIONS AND FEES

(a) Annual Subscriptions and any other fees payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time in its absolute discretion.

(b) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings. There is no right to natural justice or any right of appeal where the Board exercises its power under this **rule 9(b)**.

10. REGISTERS

10.1 Association to Keep Register of Members

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

(a) the full name and address of the Member;

(b) the category of membership of the Member;

(c) the date on which the Member became a Member;

(d) whether the Member has been granted voting rights;

(e) any other information determined by the Board; and

(f) for each former Member, the date of ceasing to be a Member.

10.2 Changes to Member details

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

10.3 Inspection of Register

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

10.4 Use of Register

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

10.5 Right of LSV to Register

The Association shall provide a copy of the Register at a time, and in a form, acceptable to LSV, and shall provide regular updates of the Register to LSV. The Association agrees that LSV may utilise the information contained in the Register and

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the Register itself to further the objects of LSV, subject always to reasonable confidentiality considerations and privacy laws.

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Discontinuance by Notice of Resignation

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

11.2 Discontinuance by Breach

(a) Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By Laws or any resolution or determination made or passed by the Board or any duly authorised Committee.

(b) Membership shall not be discontinued by the Board under **rule 11.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

(c) Where a Member fails, in the Board's reasonable view to adequately explain or remedy the breach, that Member's membership shall be discontinued under **rule 11.2(a)** by the Board giving written notice of the discontinuance.

11.3 Discontinuance by failure to pay Subscription

(a) A Member is taken to have resigned if:

(i) the Member's Annual Subscription is outstanding for more than one month after the date on which the fees fall due and payable; or

(ii) if no Annual Subscription is payable:

(A) the secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and

(B) the Member has not, within one month after from the secretary sending the request, confirmed in writing that he or she wishes to remain a Member.

(b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board may restore the Membership upon payment of the amount due (if any).

11.4 Resignation by failure to re-apply

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

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11.5 Amendment to the Register

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

11.6 Forfeiture of Rights

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

11.7 Membership may be Reinstated

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

11.8 Refund of Membership Fees

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

12. GRIEVANCES, JUDICIAL AND DISCIPLINE

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

(b) A Member who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

13. ANNUAL GENERAL MEETINGS

13.1 AGM to be Held

(a) The Association shall convene and hold an AGM of its Members annually within five months after the end of the financial year and in accordance with the Act.

(b) The AGM shall, subject to the Act and to **rule 13.1(a)**, be convened at a time, date and venue to be determined and/or approved by the Board.

13.2 Business

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

(a) confirmation of minutes from previous AGM and of any special general meeting held since then;

(b) receive and consider:

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(i) reports of the Board;

(ii) reports of auditors (if any);

(iii) financial statements of the Association; and

(iv) any other reports as determined by the Board,

(c) election of office bearers (if applicable);

(d) confirmation of the appointment and fixing of the remuneration of auditors (if an audit is required under the Act); and

(e) any other business of which notice is given in accordance with this Constitution.

13.3 Additional Meetings

The AGM shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an AGM is an SGM.

14. SPECIAL GENERAL MEETINGS

14.1 SGMs may be held

The Board may, whenever it thinks fit, convene an SGM and, where, but for this clause more than 15 months would elapse between AGMs, shall convene a SGM before the expiration of that period.

14.2 Request for SGM

(a) The Secretary shall on the requisition in writing of twenty (20) voting Members convene an SGM.

(b) The requisition for an SGM shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

(c) If the Board does not cause an SGM to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene an SGM to be held not later than three months after that date.

(d) An SGM convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

15. GENERAL MEETINGS

15.1 Notice to be Given for General Meetings

(a) Notice of every General Meeting shall be given to every Member entitled to receive notice under **rule 8.2**, at the address appearing in the Register kept by the Association. The auditor (if any) and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified

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address. No other person shall be entitled as of right to receive notices of General Meetings.

(b) A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the business to be transacted at the meeting. Notice may be given in any form permitted under **rule 31**.

(c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:

(i) the agenda for the meeting;

(ii) any nominations for candidates to be elected to the Board received in accordance with **rule 19.1**; and

(iii) any notice of motion received from Members under **rule 15.2(b)**.

15.2 Business of Meeting

(a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.

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

15.3 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be twenty (20) Members entitled to vote present personally.

(a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

(i) if convened upon the requisition of Members, shall be dissolved; and

(ii) in any other case, shall stand adjourned to:

(A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or

(B) any date, time and place determined by the chairperson;

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.

(b) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the other Members present at the meeting to clearly and simultaneously communicate with each other. This Member is taken to be present at the meeting and, if the Member (being entitled to vote) votes at the meeting, is taken to have voted in person.

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15.4 President to Chair

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

(a) in relation to any election for which the President is a nominee; or

(b) where a conflict of interest exists.

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

15.5 Chairperson May Adjourn Meeting

(a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.

(c) Except as provided in **rule 15.5(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

15.6 Procedural irregularities

(a) No decision of the Association, the Board or any Board authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the By-Laws or other irregularity in procedure required by this Constitution or the Regulations unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.

(b) The Association, the Board or other Board authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

16. VOTING AT GENERAL MEETINGS

16.1 Members entitled to Vote

All Members holding the SLSA bronze medallion, Life Members and Directors (whilst in office) shall have one vote at General Meetings which, subject to this Constitution.

16.2 Voting Procedure

(a) Subject to this **rule 16**, votes at a General Meeting shall be given in person by those present and entitled to vote.

(b) Subject to **rule 16.4**, all questions arising at a General Meeting shall be determined on a show of hands.

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16.3 Recording of Determinations

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

16.4 Where Poll Demanded

A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:

(a) the chairperson; or

(b) a simple majority of Members.

If a poll is duly demanded under this **rule 16.4**, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

16.5 No casting vote

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

16.6 Proxy and Postal Voting

Unless otherwise determined by the Board, there shall be no proxy or postal voting on any matter.

17. MINUTES OF GENERAL MEETINGS

(a) The Board must record and keep minutes of each General Meeting.

(b) The minutes must record:

(i) the business considered at the meeting;

(ii) any resolution on which a vote is taken and the result of the vote; and

(iii) the names of persons present at all meetings.

(c) In addition, the minutes of each AGM must include any:

(i) reports or financial statements submitted to Members at the AGM; and

(ii) audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

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18. BOARD

18.1 Powers of Board

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

(b) Subject to this Constitution and the Act, the Board:

(i) shall control and manage the business and affairs of the Association;

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

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

18.2 Composition of Board

The Board shall comprise:

(a) the President;

(b) the Vice-President;

(c) the Secretary;

(d) the Club Captain (who must hold a current bronze medallion); and

(e) up to eight (8) other Directors one (1) of whom will be Finance – Director (Treasurer);

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

18.3 Portfolios

(a) The Club Captain must hold a current bronze medallion. 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.

(b) The Board may appoint an executive comprised of the President, Vice-President, Secretary and Club Captain. The Board may delegate such powers and responsibilities to such executive as it considers necessary.

18.4 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.

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18.5 Appointment of Delegate

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

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

18.6 Transitional Arrangements

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

18.7 Term of Office of Directors

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

(b) Directors may be re-elected.

19. ELECTION OF DIRECTORS

19.1 Nominations of Candidates

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

(b) Candidates must:

(i) be Members (and must be financial);

(ii) be aged 18 years or over; and

(iii) reside in Australia.

(c) Nominations of candidates for election as Directors shall be:

(i) made in writing, signed by two Members (who must be financial) and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and

(ii) delivered to the Association not less than 30 days before the date fixed for the holding of the AGM.

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

(d) If insufficient nominations are received to fill all available vacancies on the Board:

(i) candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected; and

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(ii) remaining positions will be deemed casual vacancies under **rule 20.3**.

(e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to a secret ballot of the Members approving their election, be deemed to be elected.

(f) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.

19.2 Voting procedures

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

20. VACANCY ON THE BOARD

20.1 Grounds for Termination of Director

The office of a Director becomes vacant if the Director:

(a) ceases to be a Member;

(b) dies;

(c) becomes bankrupt or makes any arrangement or composition with their creditors generally;

(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;

(e) resigns their office in writing to the Association;

(f) is absent from meetings of the Board held during a period of three months without having previously obtained leave of absence under **rule 21.5** or provided reasonable excuse for such absence;

(g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;

(h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of 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 the LSV constitution); or

(k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

20.2 Removal of Director

(a) The Association in a General Meeting may by 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.

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(b) Where the Director to whom a proposed resolution referred to in **rule 20.2(a)** makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

20.3 Casual Vacancy

If a casual vacancy occurs in the office of any Director, the Board may appoint a Member to the vacant office and the person so appointed may continue in that office up to the conclusion of the AGM at which the term of the previous appointee would have expired.

21. QUORUM AND PROCEDURE AT BOARD MEETINGS

21.1 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 21.2**, not less than seven days' written notice of Board meeting shall be given to each Director.

(c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:

(i) delivering it to that Director personally;

(ii) sending it in writing by means of available electronic communications (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Director's last notified contact details.

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

21.2 Urgent Board Meetings

(a) In cases of urgency, a meeting can be held without notice being given in accordance with **rule 21.1** provided that as much notice as practicable is given to each Director by the quickest means practicable.

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

21.3 Quorum

(a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of the 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

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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.

21.4 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 shall have one vote on any question. If voting is equal the motion is lost.

(d) Voting by proxy at Board meetings is not permitted.

(e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

(f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:

(i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;

(ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;

(iii) in the event that a failure in communications prevents **rule 21.4(f)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 21.4(f)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and

(iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is

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there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

21.5 Leave of absence

The Board:

(a) may grant a Director leave of absence from Board meetings for a period not exceeding three months; and

(b) 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.

21.6 Material Personal Interests

(a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.

(b) A Director with such a material personal interest must not:

(i) be present while the matter is being considered at the meeting; and

(ii) must not vote on the matter.

(c) This **rule 21.6** does not apply to a material personal interest that:

(i) exists only because the Director belongs to a class of persons for whose benefit the Association is established; or

(ii) that the Director has in common with all, or a substantial proportion of the Members.

(d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice, it is not necessary for such Director to give a special notice relating to the said matter.

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

21.7 Financial Interest

(a) A Director is disqualified from:

(i) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or

(ii) contracting with the Association either as vendor, purchaser or otherwise;

except with express resolution of approval of the Board.

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(b) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Association without the express resolution of approval of the Board, will be voided for such reason.

(c) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.

(d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **rule 21.7(c)** for such Director and the said transactions. After such general notice, it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

(e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with **rule 21.7.**

21.8 Conflicts

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

22. DELEGATED POWERS

22.1 Board May Delegate Functions

Subject to this Constitution:

(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 Association in General Meeting.

(c) At any time, the Board may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

22.2 Exercise of Delegated Functions

(a) A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

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(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.

22.3 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 **clause 21**. This includes those rules governing conflicts of interest.

(b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.

(c) The entity shall also provide any other reports, minutes and information required by the Board.

22.4 Committees

(a) As set out in **rule 22.1**, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

(b) The Board may establish an unrestricted number of committees.

(c) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or By Laws that may be prescribed by the Board.

(d) Any Director may be an *ex-officio* member of any committee so appointed.

23. DUTIES

23.1 General Duties

(a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.

(b) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Directors comply with this Constitution.

(c) In addition to any duties imposed by this Constitution, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.

(d) The Board must ensure that the Association complies with all requirements in the Act regarding financial statements.

23.2 Secretary

(a) The Board will determine from time to time whether the President or another person acts as the Association's secretary under the Act. Such person shall

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be appointed by the Board for such term and upon such conditions as the Board thinks fit.

(b) The Secretary must give the registrar notice of their appointment within fourteen days after the appointment.

(c) If the position of Secretary becomes vacant, the Board must appoint a person to the position within fourteen days after the vacancy arises.

23.3 Financial Duties

(a) The Board must:

(i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

(ii) ensure that all moneys received are paid into the account of the Association as soon as practicable after receipt;

(iii) make any payments authorised by the Association or by a General Meeting of the Association from the Association's funds;

(iv) ensure that the financial records of the Association are kept in accordance with the Act;

(v) coordinate the preparation of the financial statements of the Association and their submission to the AGM;

(vi) ensure that at least two Directors have access to the accounts and financial records of the Association; and

(vii) keep in their custody or under their control:

(A) the financial records for the current financial year; and

(B) any other financial records as authorised by the Board.

(b) The Board may allocate responsibility for the financial duties described at **rule 23.3(a)** to a portfolio or Director in accordance with **rule 18.3(a)**.

24. MINUTES OF BOARD MEETINGS

(a) The Board must record and keep minutes 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 **rule 21.6** or **21.7**.

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25. BY LAWS

25.1 Board to Formulate By-Laws

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and lifesaving in Warrnambool as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the LSV constitution, the SLSA constitution and any regulations or by laws made by LSV or SLSA. If any By-Laws are inconsistent with the LSV or SLSA constitution and regulations the By-Laws shall be null and void and will be inapplicable.

25.2 By-Laws Binding

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

25.3 Transitional Arrangements

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

25.4 Notices Binding on Members

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

26. TRANSITIONAL ARRANGEMENTS

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

(b) The members of the governing or managing body (by whatever name called) of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next AGM following such approval, and thereafter the positions of the President and other Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

(c) All clauses, rules, by laws and regulations of the Association 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 **rule 25**.

(d) All individuals who are, prior to the approval of this Constitution, Members of the Association shall be deemed Members of the Association (in the relevant category) from the time of approval of this Constitution under the Act. All such Members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval of this Constitution under the Act.

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27. FUNDS, RECORDS AND ACCOUNTS

27.1 Sources of Funds

Subject always to this Constitution the Board will determine:

(a) the sources from which the funds of the Association are to be, or may be, derived; and

(b) the manner in which such funds are to be managed.

27.2 Management of funds

(a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(b) The Board may authorise one Director to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended. This may be as a part of a designated portfolio in accordance with **rule 18.3(a)**.

(c) All funds of the Association must be deposited into the financial account of the Association as soon as practicable after receipt.

27.3 Association to Keep Records

(a) The Association shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board. These records and minutes shall be produced as appropriate at each Board or General Meeting.

(b) All records and minutes kept in accordance with **rule 27.3(a)** shall be kept in the care and control of the Board.

27.4 Board to Submit Accounts

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

27.5 Accounts Conclusive

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

27.6 Accounts to be made available to Members

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

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28. APPLICATION OF INCOME

(a) The income and property of the Association shall be applied solely towards the promotion of the Objects.

(b) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Director.

(c) Nothing in this **rule 28** shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:

(i) any services actually rendered to the Association whether as an employee or otherwise;

(ii) goods supplied to the Association in the ordinary and usual course of operation;

(iii) interest on money borrowed from any Member;

(iv) rent for premises demised or let by any Member to the Association; or

(v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

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

29. NEGOTIABLE INSTRUMENTS

Subject to this Constitution, all negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Directors or in such other manner as the Board determines.

30. AUDITOR

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

(b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

31. SERVICE OF NOTICES

(a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or by electronic mail, to the Member's registered address or electronic mail address, or by posting the notice prominently on the Association's website.

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(b) Where a notice is sent by post, service of the notice 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 electronic mail, service of the notice shall be deemed to be effected upon sending, unless a report advising the electronic mail message was not sent is received by the sender.

(d) Where a notice is sent posting the notice prominently on the Association's website, service of the notice shall be deemed to be effected one day after it is posted on the website.

32. COMMON SEAL

(a) The Association may have a Seal upon which its corporate name shall appear in legible characters.

(b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Association's minute book. Unless the Board determines otherwise two directors must witness every use of the Seal.

33. REGISTERED ADDRESS

The registered address of the Association is:

(a) the address determined 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 secretary.

34. ALTERATION OF CONSTITUTION

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

35. INDEMNITY

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

(b) The Association shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of:

(i) a Director of officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

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(ii) an employee, performed or made in the course of, and within the scope of his employment by the Association.

36. DISSOLUTION

(a) The Association may be wound up voluntarily by Special Resolution.

(b) If the Association is wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.

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

(i) gifts of money or property for the objects of the organisation;

(ii) contributions made in relation to an eligible fundraising event held for the objects of the organisation; or

(iii) money received by the organisation because of such gifts and contributions; then

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

(iv) having objects similar to the Objects; and

(v) which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution; and

(vi) which is charitable at law and to which income tax deductible gifts can be made.

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

37. CUSTODY OF BOOKS AND OTHER DOCUMENTS

(a) Except as otherwise provided in this Constitution, the Board shall keep in its custody or control all books, minutes, documents and securities of the Association.

(b) If requested by a Member, the Board must permit such Member to inspect:

(i) the rules of the Association;

(ii) the minutes of each General Meeting.

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

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(c) Upon written request and payment of a fee determined by the Board, a Member may obtain a copy of the documents listed at **rule 37(b)**.

(d) If:

(i) requested by a Member and subject to the Act; and

(ii) the Board determines the Member's request is in good faith and for a proper purpose;

the Board must permit such Member to inspect the register of members.

(e) Subject to the Act and **rules 37(b)** and **37(d)**, no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Board meetings or other Relevant Documents of the Association, unless authorised in writing by the Board. Before granting such authority under this **rule 37(e)** the Board must be satisfied that such inspection is in good faith and for a proper purpose.

38. LIQUOR LICENCE OBLIGATIONS

38.1 No payments

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

38.2 Guests

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

(a) a guest in the company of an adult Member; or

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

38.3 Records

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

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