

**CONSTITUTION
OF
WHALE BEACH PROPERTY SURF LIFE SAVING CLUB INCORPORATED**

In accordance with the Associations Incorporation Act 2009
The name of the Association is

**"WHALE BEACH PROPERTY SURF LIFE SAVING CLUB
INCORPORATED"**

Registration number Y 01891-30

ABN 42 042 068 751

RULES

We, the members, come together as an incorporated association to provide a casual, relaxed and family orientated surf life saving club, supporting the objects of the association and sharing in the common purpose of service to the community for the safe enjoyment of the ocean at Whale Beach. We agree to be bound by this constitution.

DEFINITIONS

1. **"The Association"** is the Whale Beach Property Surf Life Saving Club Incorporated.

"Surf Life Saving Club" shall be the Whale Beach S L S C Incorporated, an incorporated association whose objects include surf life saving patrols at Whale Beach.

"Rules" are the rules of the Constitution of the Association,

"The By-Laws" are the by-laws from time to time adopted by the Management Committee of the Association.

"The Act" is the Association's Incorporation Act 2009

"Honorary Secretary" means the person holding office under these rules as Honorary Secretary of the Association or if no such person holds that office the Public Officer of the Association.

"President" means the President of the Association.

"Public Officer" means the person who in accordance with the Act is appointed to hold the position of Public Officer of the Association and who shall file any returns as required by the Act.

"Association Assets" means all and every interest in real estate, and improvements thereon, leases and registered trade marks and other personal property owned legally and/or beneficially by the Association".

"Member" means subject to rule 45, those persons who have been accepted for membership in accordance with rules 4 and 5 as a person who is a current Senior Active or Reserve Active or Long Serving Member or Life Member of the Surf Life Saving Club."

"Management Committee" is the principal committee of the Association and shall be the President, the Secretary and the Treasurer of the Surf Life Saving Club, and six (6) Life Members of the Surf Life Saving Club.

OBJECTS

2. The objects of the Association are:
 - (a) To support and promote the community service activities of the Surf Life Saving Club at Whale Beach.
 - (b) To provide facilities and other amenities for members to enjoy surfing, swimming, social and other recreational activities.
 - (c) To minimise the loss of life and distress from immersion and drowning by financially and otherwise providing trained and efficient life saving personnel and life saving equipment.
 - (d) To support and strengthen the teaching of the methods of surf life saving as promulgated by the National Association.
 - (e) To raise funds necessary to support the activities of the Surf Life Saving Club and surf life saving generally, and its objectives to minimise the loss of life from drowning.
 - (f) To exercise the power to acquire, mortgage, charge, lease or hire or in any way deal with any real or personal estate.
 - (g) To carry on any other activity whatsoever determined directly or indirectly to enhance or further the interests of the Association and surf life saving.

MEMBERSHIP

3. The Association shall consist of financial members of the Surf Life Saving Club and who accept the Constitution, Objects, Rules and By-Laws of the Association and has been approved for membership of the Association by the Management Committee of the Association, and are:
 - (a) A Senior Active member of the Surf Life Saving Club.
 - (b) A Reserve Active or Reserve Active- Long Serving member of the Surf Life Saving Club.

- (c) A Life Member of the Surf Life Saving Club.

NOMINATION AND ELECTION, OF MEMBERS

- 4. (a) All persons seeking admission as members must be a Senior Active, Reserve Active, Long Serving or Life member of the Surf Life Saving Club.
- (b) A nomination of a person for membership of the Association must be made by the Secretary of the Surf Life Saving Club, in writing and must be lodged with the secretary of the Association.
- (c) As soon as practicable after receiving a nomination for membership the Secretary of the Association must refer the nomination to the Management Committee which is to determine whether to approve or reject the nomination.
- (d) As soon as practicable after the Management Committee makes that determination the Secretary must notify the nominee in writing of the approval or rejection of the nomination.

5. TERMINATION OF MEMBERSHIP

Membership of the Association shall terminated when a member ceases to be a Member of the Surf Life Saving Club or is expelled or dismissed in accordance with rule 45.

OFFICERS OF THE ASSOCIATION

- 6. (a) The Officers of the Association are to be the President, Honorary Secretary, Honorary Treasurer, of the Surf Life Saving Club and six (6) Life Members of the Surf Life Saving Club who shall be the Management Committee of the Association.
- (b) All officers of the Association shall be Honorary.
- 7. (a) The Management Committee of the Surf Life Saving Club shall nominate and elect the inaugural six (6) Life Member officers of the Association, who will serve, as members of the Management Committee for a period of three (3) years; thereafter
- (b) The six (6) Life Members will be elected every 3 years at the Annual General Meeting of the Surf Life Saving Association.
- (c) The President, Secretary and Treasurer of the Association shall be the President, Secretary and Treasurer of the Surf Life Saving Club, who are elected annually at the Annual General Meeting of the Surf Life Saving Club provided that in the event of any office not being filled at the Annual General Meeting of the Surf Life Saving Club or becomes vacant thereafter the Management Committee may fill any vacancy.

8. Each three (3) years nominations for the six (6) Life Member officers of the Association shall be given in writing to the Secretary signed by the Proposer, Secunder and Nominee at least two (2) weeks before the date of the Annual General Meeting of the Association, provided however if there are no nominations for any office, other than a Life Member nomination, that office bearer may be elected by the members at the Annual General Meeting.
9. Should any member of the Management Committee decide not to stand for or continue in the position of an officer of the Association then he/she shall give notice of this decision in writing to the Secretary before the last monthly meeting of the Management Committee held before nominations for the position of officer of the Association for the following year or period are closed.

MANAGEMENT

10. (a) The Management of the Association shall be vested in the following Committees:-
 - (i) Management Committee
 - (ii) Finance and Investments Sub-Committee
 - (iii) Legal Sub-Committee.
 - (iv) Building Committee.
- (b) Each Committee shall keep Minutes of its proceedings and submit same to the Management Committee at its next scheduled meeting.

11. MANAGEMENT COMMITTEE

The Management Committee shall be elected in accordance with these rules and:

- (a) Shall consist of six (6) Life Members Surf Life Saving Club, the President Secretary and Treasurer of the Surf Life Saving Club in accordance with Rule 6.
- (b) Should any officer of the Management Committee not be in attendance and should that person nominate in writing another member of the Association his/her deputy officer, then such deputy officer may attend meetings of the Management Committee and speak and vote in lieu of the absent member of the Management Committee. Any member at the invitation of the Chairman may attend and speak at a Meeting of the Management Committee but may not vote.

12. The Management Committee shall subject to any specific powers or duties conferred or imposed upon it by these Rules have the following powers:
 - (a) To determine all matters relating to the Association policy, finance, acquisition and disposal of real or personal property, erection, demolition, alteration, extension maintenance and repair of buildings,

election, expulsion and suspension of members, the employment of servants and workmen and generally to manage and conduct the affairs of the Association in accordance with these rules.

- (b) To elect from time to time any Honorary Officer and to dismiss such Officers.
- (c) In addition, but without limiting to the generality of the foregoing:-
 - (i) To expend the funds of the Association as it shall deem expedient.
 - (ii) To borrow money either by way or mortgage, charge or pledge on the security of the real and personal property of the Association or without security and to execute any necessary documents for this purpose.
 - (iii) To fill any extraordinary vacancies which may occur amongst the Officers of the Association or Members of the Committees.
 - (iv) To make by-laws for the satisfactory administration of the Association, the conduct and responsibility of members and the carrying out of the rules of the Association, and from time to time amend or rescind such by-laws. Such by-laws and any amendment or rescission thereof shall be of full force and effect unless rescinded or amended by the next or any subsequent General Meeting of the Association.
 - (v) From time to time to appoint any Committee and such other sub-committees as it may deem necessary and to give such directions to such committees and all other committees and Officers of the Association as it thinks fit.
 - (vi) To grant or take leases of any property on such conditions and for such periods as the Management Committee thinks fit and to accept or give any surrender of such leases.
 - (vii) To determine any matter or matters for which these rules do not provide and in the event of any doubt or difficulty arising as to the interpretation of any rule or rules, by-law or by-laws to pronounce a decision thereon, such decision to be subject to confirmation at the next General Meeting of the Association and until such confirmation shall be final and binding on all members.
 - (viii) The Management Committee shall meet 4 times each year. Six (6) members present shall form a quorum.

- 13.** (i) The President shall occupy the Chair of each meeting and at the first meeting of the Management Committee; a permanent Deputy Chairperson shall be elected. Should both the President and Deputy Chairperson be

absent from any meeting then the Management Committee present may elect a Chairperson.

(ii) Should any member of the Management Committee be absent from any three (3) consecutive committee meetings without leave of the Management Committee that persons office in the Association and position as a member of the Management Committee may be declared vacant by the Management Committee. The Management Committee may elect another member to hold office and fill the vacant place on the Management Committee until the next Annual General Meeting.

- 14. The Executive Committee** shall consist of the President (who shall be the Chairperson), the Honorary Secretary, and Honorary Treasurer of the Surf Life Saving Club and four (4) Life Members of the Surf Life Saving Club. Five (5) members present shall form a quorum. The Executive Committee shall subject to any specific powers or duties conferred or imposed upon them by these rules have powers to determine all matters requiring immediate action which cannot wait until the next meeting of the Management Committee. Any action decided or matter determined by the Executive Committee shall be reported to the next Meeting of the Management Committee. Committee shall be subject to ratification by the Management Committee.
- 15. The Finance and Investment Sub-Committee** shall consist of the Honorary Treasurer, who shall be the Chairperson and three (3), other members with financial expertise who shall be elected by the Management Committee. The Sub-Committee shall advise the Management Committee on all matters appertaining to finance and investment. Three members present shall form a quorum.
- 16. The Building Committee** shall have the same membership as the Property Committee of the Surf Life Saving Club and will act as advisors to the Management Committee on all matters referred to it appertaining to the Association's assets, including proposed refurbishment, building works, alterations or demolitions, of or to the Association's assets.
- 17. The Legal Sub-Committee** shall be appointed from time to time by the Management Committee and shall consist of a Chairperson and two (2) other members. It shall be subject to any specific powers or duties conferred or imposed upon them by the Management Committee. It shall advise the Management Committee on such legal matters, including matters relating to the constitution and by-laws of the Association and such other matters as may be referred to it. Two members present shall form a quorum.

FINANCIAL

- 18.** The Association's financial year shall be from the first day of May in each year to the thirtieth day of April in the year next succeeding.

- 19.** (a) The real and other property of the Association shall be utilised for the objects of the club.
- (b) Any improvements to the premises shall vest legally and beneficially in the Association.
- (c) The funds of the Association are to be derived from, fund raising activities including donations, sponsorships, appeals, promotion sales, leasing, hire or rentals and such other sources as the Management Committee shall determine or approve.
- (d) The funds raised by the Management Committee or available to the Association from any source shall be applied to the achievement or the attainment of the objects of the Association.
- (e) The use and occupation of the Associations real estate or other assets by members or others shall be upon terms and conditions as determined by the Management Committee of the Association
- 20.** The collection of the funds of the Association shall be under the absolute and direct control of the Management Committee and all moneys received by or for on behalf of the Association shall be paid to the credit of the Association at the bank determined from time to time by the Management Committee.
- 21.** (a) The Management Committee shall ensure that proper books of account are kept recording the Association's funds and its liabilities and that all entries are regularly and correctly made therein, and that all moneys owing to the Association are duly collected and deposited in the Association's bank account and that all proper accounts owing by the Association are duly paid.
- (b) The Honorary Treasurer shall as soon as practicable after receiving such money issue an appropriate receipt.
- (c) The Honorary Treasurer shall report on the Association's financial position to the meetings of the Management Committee.
- (d) If so resolved by the Management Committee, all or any accounts for payment shall first be submitted to and be approved by the Finance and Investments Sub-Committee.
- (e) All payments on behalf of the Association shall be made by cheque signed by any two Members of the Management Committee appointed by such Committee.
- (f) Subject to any resolution passed by the Association in General Meeting the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Management Committee determines.

DUTIES OF OFFICERS

- 22. The President** shall be the Chief Executive Officer of the Association and shall be an ex-officio member of all Committees of the Association and the Officers and members will be subject to his direction:-
- 23. The Honorary Secretary** shall (inter alia) carry out the following duties:-
- (a) Keep carefully all correspondence, books, vouchers, and other papers belonging or relating to the business and affairs of the Association.
 - (b) Attend all meetings, as far as possible, of the Management Committee and take minutes of the proceedings in a book kept for the purpose.
 - (c) Upon receipt of moneys paid to the Association hand all moneys to the Treasurer.
 - (d) Keep at the principal place of administration of the Association correct lists of the office bearers, members of Committees and Sub-Committees, a register of all members including the date on which the person became a member and copies of all rules and by-laws of the Association. Lists of members of the Association shall be made available to members upon payment of a fee as prescribed by the Management Committee.
 - (e) The Secretary shall be an ex-officio member of all Committees of the Association.
- 24. The Honorary Treasurer** shall keep appropriate books of account, which will be required to show the financial position of the Association as well as the financial status of all members. The Treasurer shall in the absence of the appointment of also fulfil the responsibility of Public Officer. It shall be the Treasurers duty to collect the subscriptions of members and to report to the Management Committee any member whose subscription is in arrears. The Treasurer shall be empowered to receive such subscriptions and all other moneys on behalf of the Association and shall be responsible for the same being paid into the Association's bank account. The Treasurer shall receive and enter all accounts to be paid by the Association and draw and forward cheques required for any such payments.
- 25. The Public Officer** except as otherwise provided by these rules must keep in custody or control all records, books and other documents relating to the Association and file necessary documents with the relevant Government Department or Institution as required by legislation.

GENERAL MEETINGS

- 26. The Annual General Meeting** of the Association shall be held on the second Sunday in August in each year or soon thereafter following the conclusion of the Annual General Meeting of the Surf Life Saving Club, to receive the Annual Report and Financial Statement for the past year,

determine Notices of Motion, and transact general business. A quorum of 15 members will constitute the meeting.

- 27.** The Secretary shall cause to be prepared prior to the Annual General Meeting, a report of the activities of the Association during the preceding season. A copy of this report together with the Balance Sheet and Income and Expenditure Account of the Association in respect of the preceding financial year (each duly certified by the Auditors, signed by the Treasurer and ratified by the Management Committee) shall be submitted to members at or prior to the Annual General Meeting.
- 28.** All reports, balance sheets, accounts and statements required be publishing and circulating prior to the Annual General Meeting and all Notices of Motion signed by the proposer and seconder shall be delivered by hand or posted to the Secretary on or before the third Monday of June in each year.
- 29.** The Agenda for the Annual General Meeting shall be in the following order:-
 - (i) Confirmation of Minutes
 - (ii) Adoption of Annual Report
 - (iii) Adoption of Balance Sheet and Financial Statement
 - (iv) Notices of Motion
 - (v) Election or confirmation of Officers.
 - (vi) General Business
- 30.** All Life Member Officers of the Association, shall, each three (3) years vacate their positions at the time election of office bearers takes place at the Annual General Meeting in accordance with the constitution. Life Members shall be eligible for re-election for a further three (3) year term.
- 31.** In the event of no quorum being present at the Annual General Meeting of the Association such meeting at the discretion of the Chairperson shall stand adjourned to be held within one (1) month. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (being not less than fifteen [15]) shall be a quorum.
- 32.** The President shall be the Chairperson of any General Meeting or if the President is not present then the Immediate Past President, and in the absence of both the President and the Immediate Past President then the members present shall elect a Chairperson to preside at the meeting.
- 33.** (a) Voting at an Annual General Meeting or other General Meeting shall be restricted to members
 - (b) Each member present at an Annual General Meeting or other General Meeting is entitled to one vote but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
 - (c) The use of a proxy vote by a member is not allowed.

- 34. A Special General Meeting** may be called at any time by:-
- (a) The President
 - (b) Five (5) members of the Management Committee
 - (c) Fifteen (15) members of the Association entitled to vote, provided such request shall be in writing addressed to the Secretary and shall state the business to be discussed.
- 35.** A special resolution is a resolution of the Association passed by a majority which comprises at least seventy five per centum (75%) of such members of the Association as, being entitled under the constitution so do so, vote in person at a General Meeting of which at least 14 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.
- 36.** The Notice convening any General Meeting shall state the business to be discussed and shall be sent, in accordance with Rule 57; fourteen (14) days prior to such meeting, to all members entitled to vote thereat.
- 37.** Fifteen (15) members entitled to vote shall form a quorum at any General Meeting and no item of business shall be transacted unless a quorum of such members is present during the time the meeting is considering that item.
- 38.** In the event of no quorum being present at a Special General or General Meeting other than an Annual General Meeting then that meeting shall lapse.
- 39.** On any question arising at a General Meeting of the Association a member has one vote only.
- 40.** In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 41.** Any notice of motion that alters or amends the constitution of this Association shall require to be carried or passed by a vote of seventy five per centum (75%) of the members present at such meeting and entitled to vote.
- 42.** The Statement of objects and this constitution may be altered rescinded or added to only by a special resolution of the Association which shall be required to be carried or passed by a vote of seventy five per centum (75%) of the members present at such meeting and entitled to vote.
- 43.** The accidental omission to give any notice of any General Meeting abovementioned to any member shall not invalidate any resolution passed at any such meeting.
- 44.** The Rules of Debate as set out in the By-Laws shall govern all procedures at meetings.

EXPULSION OF MEMBERS AND DISMISSAL OF OFFICERS

- 45.** (a) Where in the opinion of the Management Committee any member has violated any rule of the constitution of the Association or any by-law there under or otherwise been guilty of any conduct prejudicial to the interests of the Association or unbecoming a member of the Association that member may by resolution of the Management Committee be expelled from the Association or if an Officer of the Association, may in the discretion of the Management Committee be dismissed from such office only.
- (b) The offending member shall be notified in writing by the Secretary at least fourteen days prior to the Meeting of the date, time and place of the meeting of the Management Committee to consider the proposed resolution and be given notice of what is alleged against the Member.
- (c) The offending member shall have the right to appear and be heard at the meeting of the Management Committee or may give in writing to the Management Committee any explanation or defence to the complaint. The offending members shall not be entitled to legal or other representation as of right but may apply at the commencement of the Meeting for such representation and the Management Committee may grant or refuse such application as it thinks fit.
- (d) At least seven (7) days notice of the proposed resolution must be given by the Secretary to each member of the Management Committee of the Agenda of such Meeting.
- (e) A resolution of expulsion or dismissal from office shall be passed on the affirmative vote of not less than seventy five per centum (75%) of the Management Committee members present at the meeting.

GENERAL

- 46.** Members shall communicate their address to the Secretary and all notices delivered to or posted by pre-paid post to such address shall be considered as fully served and service shall be deemed to have been effected on the day on which such notice is delivered if delivered personally or on the day on which such notice would ordinarily be received in the ordinary course of post if posted.
- 47.** The Association shall not:
- (a) trade,
- (b) secure pecuniary gain for its members. Or
- (c) as a trustee trade or secure pecuniary gain for members of the club.
- 48.** (a) No member shall use or allow to use the name of the Association in any advertisement, prospectus or business announcement, nor shall give the name and address of the Association as an address or

otherwise for the purpose of identification in connection with legal proceedings. No member shall appoint the Association's premises as a meeting place for the transaction of any business.

- (b) The Association shall be strictly non-political and non-sectarian and shall not directly or indirectly allow the subject of politics or religion to be introduced or discussed at any meeting under its control or publicly by members or other persons in any premises or place under its control.
- (c) No member of the Association shall as a member:
 - (i) Publicly participate in any political gathering or meeting.
 - (ii) In any publication or on television, film, internet or radio or like media or in any other manner express an opinion or belief which supports or tends to support or discredits or tends to discredit any political party or religious group, activity or belief.
 - (iii) Draw a comparison or compare the discipline, procedures or activities of the Association or of any part thereof with that of any political or religious group or organisation.
 - (iv) At any time publicly profess or claim to represent the view or belief of the Association or of members thereof without the prior consent and approval of the Management Committee.
- (d) No member of the Association shall offer any gratuity to any servant or officer of the Association.
- (e) No member shall take away from the place of possession of the Association any of its property and any member destroying or injuring the property of the Association may by resolution of the Management Committee be held liable to compensate or restore the same.

49. Every member of the Management Committee, officer or servant of the Association shall be indemnified by the Association against loss suffered or incurred or which he/her may become liable by reason of any contract entered into, any act or deed done as such member, officer or servant in the proper discharge of his/her duties provided the same shall have been or be authorised by the Management Committee. It shall be the duty of the Management Committee out of the funds of the Association to pay all costs, losses and expenses which any such member of the Management Committee, officer or servant may incur or so become liable. The amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority as between the members over all other claims.

50. No member of the Management Committee or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Management Committee or officer or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the

Association through the insufficiency or deficiency of title to any property acquired by order of the Management Committee for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of each respective office or in relation thereto unless the same shall happen through the member's or officer's own wilful act or default.

51. Insurance - The Association must effect and maintain insurance suitable to provide in the event of claim or loss, in accordance with the Act and such other insurance requirements of the Association as may be designated by the Management Committee.

52. Common Seal

(a) The common seal of the Association must be kept in the custody of the Honorary Treasurer or the Public Officer.

(b) The common seal must not be affixed to any instrument except by the authority of the Management Committee, and the affixing of the common seal must be attested by the signatures of two persons being the President, or a person authorised to sign on behalf of the President, the Secretary the Treasurer or the Public Officer.

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

DISSOLUTION

54. The members of the Association shall have no liability to contribute toward the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount, if any, of unpaid membership fees.

55. The Association may be dissolved at any time at a Special General Meeting convened for the purpose by a resolution of at least seventy five per centum (75%) of the members present and being entitled, pursuant to the constitution, to vote in favour of dissolution of the Association.

56. If upon the winding up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to the extent at least as great as is imposed on the Association, such institution or institutions to be determined by Special Resolution of the members of the Association at or before

the time of dissolution and if and so far as effect cannot be given to the aforesaid provisions, then to some institution, organisation or association nominated by the President.

SERVICE OF NOTICES

- 57.** For the purpose of these rules, a notice may be served on or given to a person:
- (a) By email.
 - (b) by delivering it to the person personally, or
 - (c) by sending it by pre-paid post to the last known address of the person, or
 - (d) by sending it by facsimile transmission or some other form of electronic transmission to an address specified for receiving or serving notices or other correspondence or
 - (e) By posting on an authorised web site of the association.
- 58.** For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the person, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by email or placed on the associations official web-site by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent records that the notice was sent, on that date.

ACCEPTANCE

- 59.** Each member of the Association shall be deemed to have accepted and agreed to be bound by the foregoing constitution it's rules and all by-laws made there under upon his/her election as a member of the Association by the Management Committee.