

Port Noarlunga Surf Lifesaving Club Inc. Constitution

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1. NAME & INTERPRETATION

1.1 Name

The organisation shall be known as Port Noarlunga Surf Life Saving Club Incorporated.

1.2 Definitions

In this Constitution, unless the context or subject matter shall otherwise require:

"Act" means the Associations Incorporation Act 1985 (SA) as amended from time to time.

"Area of Control" means the area approved by SLSSA as being under Port Noarlunga Surf Life Saving Club Incorporated's control

"Board" means the Board of Management of Port Noarlunga Surf Life Saving Club Incorporated established under **clause 7**.

"Board member" means a member of the Board.

"Club" means a South Australian Surf Life Saving Club affiliated with SLSSA.

"Honorary Member" means a person who has or can offer some necessary skill or service to Port Noarlunga Surf Life Saving Club Incorporated and has been accepted to that category of membership by the General Meeting.

"Intellectual Property" means any intellectual or industrial property owned by Port Noarlunga Surf Life Saving Club Incorporated including, but not limited to logos, trademarks, copyright and names in any surf lifesaving equipment, product, publication or event developed by Port Noarlunga Surf Life Saving Club Incorporated.

"Life Member" means any person who has rendered distinguished or special service to Port Noarlunga Surf Life Saving Club Incorporated and has been accepted to that category of membership by the General Meeting.

"Member" means a member of Port Noarlunga Surf Life Saving Club Incorporated under **clause 5**.

"SLSA" means Surf Life Saving Australia Ltd. For the avoidance of doubt SLSA is the supreme controlling authority for the whole organisation of surf lifesaving in Australia within the limitations of its powers as set out in the constitution of SLSA.

"SLSSA" means Surf Life Saving South Australia Incorporated.

1.3 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) words imputing the masculine gender shall include the feminine gender;
- (b) words denoting the singular include the plural and vice versa;
- (c) a reference to a person or entity includes a natural person, a partnership, corporation, trust, association, unincorporated body, authority or other entity;

- (d) headings and the table of contents (if any) are for convenience only and do not affect interpretation;
- (e) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (f) a reference to any document is a reference to that document (and, where applicable, any of its provisions) as amended, novated, supplemented or replaced from time to time;
- (g) a reference to a party to this document includes that party's executors, administrators, and successors and permitted assigns;
- (h) a reference to any legislation or legislative provision includes any regulations or other delegated legislation or instruments made or issued under it and any consolidations, amendments, re-enactments or replacements of it and them and any of them; and
- (i) the word "including" is not to be treated as a word of limitation.

2. OBJECTS OF PORT NOARLUNGA SURF LIFE SAVING CLUB INCORPORATED

2.1 Port Noarlunga Surf Life Saving Club Incorporated is a charitable service provider of emergency services. The objects for which Port Noarlunga Surf Life Saving Club Incorporated is established are to:

- (a) participate as a member of a single uniform entity through and by which surf lifesaving and the preservation of life in the aquatic environment within South Australia can be conducted, promoted and administered;
- (b) conduct, promote, advance and control the work of surf lifesaving in the Area of Control, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (c) produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property;
- (d) cooperate with any organisations in improving methods of life saving (whether in aquatic environment or elsewhere) and the securing of public recognition and financial support for Life Saving Institutions;
- (e) strive for Governmental, commercial and public recognition of SLSSA as the authority on aquatic safety and management within South Australia;
- (f) draft and promulgate such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment and so far as local conditions permit secure uniformity in such rules;
- (g) extend the operations and/or teachings of SLSSA within the Area of Control;

- (h) further develop surf lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful members;
- (i) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by Port Noarlunga Surf Life Saving Club Incorporated;
- (j) promote the health and safety of Members and all other users of the aquatic environment and seek and obtain improved facilities for their enjoyment;
- (k) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf lifesaving activities, regardless of gender or age, within the limits of membership categories;
- (l) encourage and promote performance enhancing drug free competition/environment;
- (m) recommend and support awards to Members and others, in honourable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of life saving and other distinguished services and acts;
- (n) recommend and support where appropriate, recognition for Members to obtain awards, civil honours or public recognition for services to surf lifesaving or other fields of endeavour;
- (o) promote uniformity of laws for the control and regulation of the aquatic environment and to assist the authorities in enforcing these laws;
- (p) effect such purposes as may be necessary in the interests of surf lifesaving and the aquatic environment;
- (q) enforce the observance of the policies, rules and regulations and written directions from time to time of SLSSA and SLISA, deal with any infringement thereof, and adjudicate upon all disputes and difficulties between Members;
- (r) act as arbiter on matters pertaining to the conduct of surf lifesaving in the Area of Control, including disciplinary matters, and refer matters to SLSSA, as appropriate;
- (s) represent the interests of its Members and of surf lifesaving generally in any appropriate forum;
- (t) have regard to the public interest in its operations; and
- (u) undertake or do all such things or activities as may appear to Port Noarlunga Surf Life Saving Club Incorporated to be incidental or conducive to the advancement of these objects and to conduct the affairs of Port Noarlunga Surf Life Saving Club Incorporated in a way that strives to attain a surplus cash position.

3. POWERS OF PORT NOARLUNGA SURF LIFE SAVING CLUB INCORPORATED

3.1 Solely for furthering the objects set out above Port Noarlunga Surf Life Saving Club Incorporated has the powers set out in section 25 of the Act, including the power to:

- (a) acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of Port Noarlunga Surf Life Saving Club Incorporated and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- (c) construct, maintain and alter any houses, buildings or works necessary or convenient for the objects of Port Noarlunga Surf Life Saving Club Incorporated;
- (d) borrow and raise money in such manner as Port Noarlunga Surf Life Saving Club Incorporated may think fit;
- (e) raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of Port Noarlunga Surf Life Saving Club Incorporated or without any such security and upon such terms as Port Noarlunga Surf Life Saving Club Incorporated shall think fit;
- (f) receive money on deposit with or without allowance of interest thereon;
- (g) invest any monies of Port Noarlunga Surf Life Saving Club Incorporated not immediately required in such manner as may from time to time be determined by Port Noarlunga Surf Life Saving Club Incorporated provided such funds shall be invested in securities as defined in the Trustee Act of South Australia;
- (h) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the objects Port Noarlunga Surf Life Saving Club Incorporated;
- (i) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by through any factors, trustees or agents;
- (j) take any donation, bequest, gift of property etc, whether subject to any special trust or not for any one or more of the objects of Port Noarlunga Surf Life Saving Club Incorporated;
- (k) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to

the funds of Port Noarlunga Surf Life Saving Club Incorporated in the shape of donations, annual subscriptions or otherwise;

- (l) print and publish newspapers, periodicals, books or leaflets that Port Noarlunga Surf Life Saving Club Incorporated may think desirable for the promotion of its objects;
- (m) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees, agents and other persons in and for the carrying out of the objects of Port Noarlunga Surf Life Saving Club Incorporated and to define duties and to pay them in return for services rendered to Port Noarlunga Surf Life Saving Club Incorporated, salaries, wages and gratuities;
- (n) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof of Port Noarlunga Surf Life Saving Club Incorporated and for that purpose, utilise any of the assets of or held on behalf of Port Noarlunga Surf Life Saving Club Incorporated;
- (o) promote any other person or company for any purpose calculated to benefit Port Noarlunga Surf Life Saving Club Incorporated;
- (p) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of SLSSA or generally for any purpose calculated to benefit Port Noarlunga Surf Life Saving Club Incorporated;
- (q) advance the interests of SLSSA and other Clubs; and
- (r) carry on any other activity whatsoever which is considered to directly or indirectly enhance or further the interests of Port Noarlunga Surf Life Saving Club Incorporated.

4. AFFILIATION WITH SLSSA

4.1 SLSSA is a member of SLSA and subject to the powers of SLSA is the controlling authority of surf lifesaving within South Australia.

4.2 Port Noarlunga Surf Life Saving Club Incorporated is a Member of SLSSA and recognises SLSSA as the controlling authority of surf lifesaving within South Australia.

4.3 Port Noarlunga Surf Life Saving Club Incorporated is recognised by SLSSA as the controlling authority of surf lifesaving in the Area of Control.

4.4 Port Noarlunga Surf Life Saving Club Incorporated shall apply annually for renewal of affiliation with SLSSA. Such application for renewal of affiliation must be made prior to the date of the annual general meeting of SLSSA and payment of any fees that may from time to time be determined by SLSSA shall be paid prior to the start of the annual general meeting.

4.5 When applying for renewal of affiliation Port Noarlunga Surf Life Saving Club Incorporated must indicate whether it has adopted any changes to its Constitution in the preceding twelve (12) months. If any amendments have been adopted then a complete new copy of the document must be submitted to SLSSA.

4.6 Port Noarlunga Surf Life Saving Club Incorporated will not be granted affiliation with SLSSA unless it is, and remains, a registered incorporated association, or is in the process of registering under the Act, nor will it remain affiliated with SLSSA unless it subscribes to the constitution and by-laws of SLSSA and to the constitution and regulations of SLSA.

5. MEMBERSHIP OF PORT NOARLUNGA SURF LIFE SAVING CLUB INCORPORATED

5.1 Membership

SLSA has Members in the following categories:

- (a) Junior
- (b) Active
- (c) Community
- (d) Associate
- (e) Honorary/Service

5.1.1 Membership category definitions

The membership categories listed in 5.1 are outlined within the following sub-membership categories. PNSLSC may adopt other membership categories from time to time as adopted by SLSA. These additional categories shall not have voting rights.

JUNIOR MEMBERSHIP

Junior Activities Membership (5-13 years) also known as “Nipper”

- a) A Junior Activity Member shall be a person who shall be a minimum age of five (5) years up to a maximum age of thirteen (13) years and such person shall be required to gain the relevant Surf Education Certificate for that person's age group.
- b) The key focus for five and six year old Junior Activity Members will be play participation and fun. Guidelines which support this focus will include:
 - i. beach activities that emphasise games and group activities,
 - ii. water activities to be limited to shallow water near the water's edge and
 - iii. no competition for these age groups other than that involved in fun games.

Cadet Membership (13-15 years)

A Cadet Member shall be a Member of the age qualification as defined in SLSA's Manuals (i.e. under 15 years) and, who has obtained the Surf Rescue Certificate or has passed an annual skills maintenance test.

ACTIVE MEMBERSHIP

Active Membership (15 -18 years & 18+ years)

An Active Member shall:

- (a) Be aged between 15-18 years or over 18 years.
- (b) Be a Bronze Medallion holder.
- (c) Fulfil patrol and Club obligations, as provided by SLSA and the Member's Club constitution.
- (d) Qualify in an annual skills maintenance test unless the Member has obtained their Bronze Medallion in that season.

Reserve Active Membership

- a) Reserve Active Membership may be granted by a Club to Active Members who have satisfactorily completed at least eight (8) years of patrol and Club obligations as provided by SLSA and Club constitution. Reserve Active Membership shall not be automatic, but shall be granted by resolution of the appropriate club body.

- b) Reserve Active Members shall perform a minimum of patrols in each Affiliated Club where they hold Reserve Active Membership, as required by SLSA and further patrol duties at the discretion of the Affiliated Club/s management.
- c) Reserve Active Members shall complete the annual skills maintenance test.

Note: Reserve Active membership may be granted, under exceptional circumstances to Active Members irrespective of years of service at the discretion of the Board.

Award Membership

- a) Award Membership may be granted by a Club to persons who hold an SLSA award of one, or more, of the following qualifications:- Surf Rescue Certificate, Radio award/s, Resuscitation Certificate, Advanced Resuscitation Techniques Certificate or First Aid Certificate (or equivalent).
- b) Such Members may be called upon to perform patrol and/or other club obligations within the ability of their qualifications.
- c) An Affiliated Club may grant an Award Member voting rights to that Affiliated Club if they are undertaking lifesaving patrol duties.

COMMUNITY MEMBERSHIP

- a) Community Membership may be granted by a Club to persons who do not hold an SLSA award.
- b) Community Members shall not have Affiliated Club voting rights.
- c) Community Members are not eligible to be elected to office or positions including subcommittees within the Club.
- d) Community Members shall have a joining and/or annual membership fee at low cost as it is an opportunity to belong to the club without participation in the day to day activities of the club.

ASSOCIATE MEMBERSHIP

Associate Membership

- a) Associate Membership may be granted by a Club to persons who may or may not hold an SLSA award.
- b) Associate Members shall not have Affiliated Club voting rights unless elected to office or position, which is provided with voting rights by the relevant Affiliated Club constitution.
- c) Associate Members shall have a joining and/or annual membership fee.

Probationary Membership

Probationary membership shall be the designation of any person for the time period between applying for membership and the gaining of an award and/or the granting of a formal category membership by the appropriate Affiliated Club committee.

Note: Probationary members are not Individual Members for the purposes of clauses 10 and 13 of the SLSA Constitution.

HONORARY/SERVICE MEMBERSHIP

Life Members

The Port Noarlunga Surf Life Saving Club Incorporated General Meeting may appoint an individual as a Life Member, who in the absolute discretion of the General Meeting has rendered distinguished or special service to Port Noarlunga Surf Life Saving Club Incorporated. A Life Member will have voting rights. (Refer By-Law 4.4)

Long Service Membership

- a) Long Service Membership may be granted by a Club 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 reserve active service at Port Noarlunga Surf Life Saving Club Incorporated.
- b) Such Members may be exempted from all patrol obligations and may be granted other special privileges of Membership as provided in their Club constitutions.
- c) Should such Members join another Affiliated Club the receiving Affiliated Club shall determine if such Member's Long Service shall be recognised by that Affiliated Club.

Honorary Membership

Honorary Membership may be granted by a Club to persons who may or may not hold a SLSA award.

Port Noarlunga Surf Life Saving Club Incorporated in General Meeting may appoint an individual as an Honorary Member of Port Noarlunga Surf Life Saving Club Incorporated who, in the absolute discretion of the general meeting, has or can afford Port Noarlunga Surf Life Saving Club Incorporated some necessary skill or service. An Honorary Member will not have voting rights.

5.2 Rights and obligations

Subject to this Constitution, the rights and obligations of membership and for each category of membership in Port Noarlunga Surf Life Saving Club Incorporated shall be as prescribed in the By-Laws from time to time.

5.3 Constitution & By-Laws of SLSA, SLSSA & Port Noarlunga Surf Life Saving Club Incorporated

Port Noarlunga Surf Life Saving Club Incorporated and all Members of Port Noarlunga Surf Life Saving Club Incorporated agree to be bound by the constitution, regulations, resolutions and manuals of SLSA, the Constitution and by-laws of SLSSA and any resolutions and manuals of SLSSA. Where there is any conflict, the constitution, regulations, resolutions and manuals of SLSA will take precedence.

5.4 Payment of Membership Fees

Membership fees are due from the date of application for membership or such other time as is determined by the Board.

5.5 Cessation of Membership

- a) A Member ceases to be a Member of Port Noarlunga Surf Life Saving Club Incorporated if his or her membership with Port Noarlunga Surf Life Saving Club Incorporated is withdrawn or terminated in accordance with clause 5.7 or 5.9.
- b) An Honorary Member or Life Member ceases to be a Member of Port Noarlunga Surf Life Saving Club Incorporated if he:
 - i. dies;
 - ii. is expelled or suspended under clause 5.7; or
 - iii. resigns as Member by giving fourteen (14) days' notice in writing to the Board.
- c) Upon a Member ceasing to be a Member of Port Noarlunga Surf Life Saving Club Incorporated their membership rights cease.

5.6 Suspension and Termination of Honorary Membership and Life Membership

- a) Subject to clauses 5.7 (b) and 5.7 (c), if an Honorary & service member:
 - i. breaches any provision of any constitution, by-laws, regulations or resolutions that are binding on that Member; or
 - ii. engages in any conduct which, in the reasonable opinion of the general meeting, is unbecoming of a Member or which is prejudicial or adverse to the interest of Port Noarlunga Surf Life Saving Club Incorporated, SLSSA or SLSA;
- the general meeting may expel that Honorary Member or Life Member or suspend their membership rights for a period as the general meeting thinks fit.

- b) An Honorary and service member can only be expelled or have their membership rights suspended by a resolution passed at a General Meeting of Port Noarlunga Surf Life Saving Club Incorporated.
- c) Port Noarlunga Surf Life Saving Club Incorporated in General Meeting cannot expel an Honorary and Service Member or suspend his membership rights unless the general meeting:
 - i. gives that Honorary and Service Member not less than fourteen (14) days written notice of its intention to propose a resolution referred to in clause 5.7 (b); and
 - ii. allows the Honorary and Service Member a reasonable opportunity to present reasons why he should not be expelled or have his membership rights suspended.

5.7 Withdrawal and Termination of Membership

- a) Any Member desirous of withdrawing or resigning from membership will give notice in writing to that effect to the Board and on discharging all arrears and obtaining approval by the Board such resignation will become effective.
- b) Any Member may have their membership terminated by a special resolution at a General Meeting called for that purpose, or on notice of motion. Termination automatically involves the cancellation of membership and all rights of such Member. Notwithstanding this, a Member may re-apply for membership the following season.
- c) Any Member in default of any payment of any liabilities owed to Port Noarlunga Surf Life Saving Club Incorporated or to any other Club may have his membership application held up, or if already a Member, the Member may be debarred by ordinary resolution of the Board from participating at any examination, competition or display held under the control of Port Noarlunga Surf Life Saving Club Incorporated, SLISA or SLSSA until such time as the liability has been paid.
- d) For the purpose of clause 5.9 (c), a Member will be deemed to be in default of payment of any liabilities when such liabilities have been owing for a period of sixty (60) days or more after due notice has been given to the Member. Any Member in default of payment of any liabilities due or on behalf of Port Noarlunga Surf Life Saving Club Incorporated or SLSSA may be suspended or expelled in accordance with clause 5.9 (b).

6. GENERAL MEETINGS

6.1 Annual General Meeting

The Annual General Meeting of the Members will be held not later than 31 August each year.

6.2 Business of Annual General Meetings

The business of the Annual General Meeting will be to:

- (a) receive any reports;
- (b) adopt and approve the annual report and financial statements;
- (c) election of Board Members;
- (d) consider motions to alter this Constitution (if any); and
- (e) any other business as required by the Act or this Constitution or By-Laws.

6.3 Special General Meetings

The Board will upon receipt of a written requisition signed by ten (10) Members, convene a General Meeting of the Members within twenty-eight (28) days of the requisition.

6.4 Notice of Meeting

- a) Notice of intention to convene the Annual General Meeting shall be forwarded to Officers, Members, Life Governors and Life Members at least fourteen (14) days prior to such meeting and specify the place, date, time of meeting and state the general nature of the business to be transacted at the meeting.
- b) All business to be transacted at a Special General Meeting convened under clause 6.3 will be special business.

6.5 Quorum

- a) No business will be transacted at any General Meeting of the Members of Port Noarlunga Surf Life Saving Club Incorporated unless a quorum of Members is present at the time the meeting proceeds to business.
- b) The quorum for a General Meeting of the Members will be a minimum of fifteen (15) persons entitled to vote at the meeting.
- c) If a quorum is not present within thirty (30) minutes of from the time appointed for the meeting, the meeting:
 - i. will be adjourned for seven (7) days to the same place and at the same time. All parties will be notified of the adjournment in writing with at least forty-eight (48) hours notice. In the event of a quorum not being present at the further meeting, the business will proceed in accordance with the original agenda.

- ii. if convened under clause 6.3, will be dissolved.

6.6 Chairperson

The President will preside as chairperson at every General Meeting and Board meeting of which he is present and entitled to preside within the rules provided by this Constitution. In the absence or incapacity of the President, the Members or Board members (as the case may be) present and entitled to vote at the meeting in session will elect a chairperson to preside for the duration of the meeting.

6.7 Voting

- a) At a General Meeting of the Members each Member entitled to vote must vote in person.
- b) At any General Meeting of the Members a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded by the chairperson or by at least four (4) Members present and entitled to vote.
- c) Unless a poll is demanded a declaration by the chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of Port Noarlunga Surf Life Saving Club Incorporated is conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- d) Subject to any rights or restrictions attached to any membership rights, each Member entitled to vote has one vote on a show of hands or poll.
- e) At Annual General Meetings and other Special General Meeting's, the following shall be entitled to vote:
 - a. Active Members over the age of sixteen (16) years inclusive of Active, Reserve Active and Award sub-membership categories
 - b. Honorary and Service members excluding those in the Honorary membership subcategory
 - c. Members of sub committees formed as per the constitution for the efficient running of the club.
- f) The chairperson may exercise a casting vote where all votes are equal.

6.8 Minutes

The chairperson will cause full and accurate minutes of all proceedings and resolutions of General Meetings of the Members to be recorded.

7. THE BOARD

7.1 Composition of the Board

The Board will consist of seven (7) Board members comprising:

- (a) the President; and
- (b) up to six (6) other Board members elected at a general meeting of Port Noarlunga Surf Life Saving Club Incorporated.
- (c) The officers of the Board of Management shall be:
 - i. Secretary
 - ii. Captain
 - iii. Finance Officer
 - iv. Vice President
 - v. Vice Captain
 - vi. Junior Activities Chairperson

7.2 Powers of the Board of Management

Subject to the Act and this Constitution the management of the business and affairs of Port Noarlunga Surf Life Saving Club Incorporated is vested in the Board. The Board will be responsible for acting on all issues in accordance with this Constitution and the objects of SLSSA and, subject to the Act and to any other provision of this Constitution and By-Laws, may:

- a) draft, monitor and implement strategy and performance objectives of Port Noarlunga Surf Life Saving Club Incorporated set by the general meeting;
- b) ensure that Port Noarlunga Surf Life Saving Club Incorporated conforms to legal and ethical standards and operates in accordance with any relevant strategic and performance objectives set by the general meeting;
- c) authorise expenditure and purchase assets on behalf of Port Noarlunga Surf Life Saving Club Incorporated;
- d) prepare and implement financial and operating budgets; and
- e) appoint chairpersons to any standing committees established under clause 7.9.

7.3 Reporting to General Meeting

The Board will report to the Annual General Meeting on all matter's material to the performance of its duties and powers.

The minutes of the Annual General Meeting and Special General Meetings shall be read and signed as a true and correct record within the next two (2) Board meetings and need not be read at the succeeding Annual General Meeting.

7.4 Nomination of Board Members

- a) Nominations for Board members will be called for from the Members by the Board not less than two (2) calendar months prior to the date set for the annual general meeting.
- b) Nominations must be received by the Board at least one (1) calendar month prior to the date set for the Annual General Meeting:
 - i. in writing; and
 - ii. signed by the nominee expressing his willingness to accept the position for which he is nominated;and will be sent to the Members with the agenda for the meeting fourteen (14) days prior to the Annual General Meeting.

7.5 Term of Office of Board Members

- a) Board members will be elected for a term of two years. This term will commence from the conclusion of the Annual General Meeting of Port Noarlunga Surf Life Saving Club Incorporated at which their election occurred until the conclusion of the second Annual General Meeting of Port Noarlunga Surf Life Saving Club Incorporated following appointment.
- b) The Board shall alternate election terms with President, Vice Captain, Finance Director and Junior Activities elected one year and Club Captain, Vice President and Secretary the other.
- c) Board members will be eligible to stand for nomination and re-election at the conclusion of each term.

7.6 Vacation, Disqualification and Removal of Board Members

- (a) In addition to the circumstances in which the office of a Board member becomes vacant by virtue of the Act, the position of a Board member will immediately become vacant if the Board member:
 - (i) is absent from two (2) consecutive meetings of the Board without approved leave of absence from the Board;
 - (ii) acts in a manner unbecoming or prejudicial to the objects of Port Noarlunga Surf Life Saving Club Incorporated or SLSSA or through his actions brings the Board or Port Noarlunga Surf Life Saving Club Incorporated or SLSSA into disrepute;
 - (iii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;

- (iv) resigns that office by twenty-eight (28) days written notice to the Board;
 - (v) becomes prohibited from being a Board member by reason of any order made under any law; or
 - (vi) is convicted of any Indictable Offence.
- (b) If any Board member resigns or is removed that person will immediately cease to be a Board Member upon resignation or removal and the Board will appoint another Board member in his absence under **clause 7.6 (c)**.
- (c) The Board may appoint an appropriately qualified person to fill a casual vacancy on the Board and that person will hold office for the remainder of the term of the Board member whose resignation or removal caused the casual vacancy.

7.7 Board Meetings

- (a) The President will be the chairperson of the Board and the Board may elect an alternate chairperson to preside at any meetings of the Board at which the President is unable to attend.
- (b) The Board will meet at least monthly, or as otherwise determined by the Board from time to time, for the dispatch of business and adjourn and otherwise regulate meetings and proceedings of the Board as it thinks fit.
- (c) The chairperson will, on the requisition in writing of at least two (2) Board members, convene a meeting of the Board within seven (7) days of the requisition.
- (d) At a meeting of the Board the number of members whose presence is necessary to constitute a quorum will be fifty per cent (50%) plus one of the Board members, exclusive of the President.
- (e) If a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be adjourned for seven (7) days to the same place and at the same time. All parties shall be notified of the adjournment in writing with at least forty-eight (48) hours notice. In the event of a quorum not being present at the further meeting, the business shall be proceeded with in accordance with the original agenda.
- (f) Subject to this Constitution, questions arising at a meeting of the Board will be decided by a majority of votes of Board members present and voting.
- (g) All Board members will have one vote on any question and the chairperson will have a casting vote where voting is equal.
- (h) The chairperson will cause full and accurate minutes of all proceedings and resolutions to be recorded.
- (i) Proxy Voting Permitted

Proxy voting shall be permitted at all Board Meetings provided a proxy form in the form set out in **Appendix 5** (or as otherwise approved by the Board from time to time) has been duly completed and executed and is lodged with the Secretary before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one time.

Proxy

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Club Officer shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

7.8 Disclosure of Interest of Board Members

- (a) A Board member must not hold an office of profit in Port Noarlunga Surf Life Saving Club Incorporated without the prior approval of the general meeting.
- (b) A Board member who has a direct or indirect pecuniary interest in any contract or proposed contract with Port Noarlunga Surf Life Saving Club Incorporated must:
 - (i) as soon as that Board member becomes aware of his interest disclose the nature and extent of his interest to the Board; and
 - (ii) disclose the nature and extent of his interest at the next general meeting.
- (c) Subject to the Act, a Board member who has a direct or indirect pecuniary interest in any matter that is being considered at a meeting of the Board must not:
 - (i) vote on the matter; and
 - (ii) be present while the matter (or proposed resolution of that kind) is being considered at the meeting.

7.9 Standing Committees

- a) The Board may establish any standing committees as it sees fit for the purpose of assisting the Board perform its functions.
- b) A standing committee established under clause 7.9 (a) will exercise the powers delegated to it by the Board in accordance with any directions of the Board.
- c) Any standing committee established by the Board will report to the Board at Board meetings held under clause 7.7 (b) on all matter's material to the performance of its powers and functions.

7.10 Remuneration of Board Members

Board Members will not be paid remuneration.

8. FINANCE, BANKING & PAYMENTS

8.1 Receipt of Money by Port Noarlunga Surf Life Saving Club Incorporated

An official receipt shall be issued for monies received on behalf of Port Noarlunga Surf Life Saving Club Incorporated and such monies will immediately be banked in its name, in such banks as the Board may from time to time direct.

8.2 Payments by Port Noarlunga Surf Life Saving Club Incorporated

- (a) Payments on behalf of Port Noarlunga Surf Life Saving Club Incorporated may be made only by cheque or electronic transfer signed by:
 - (i) any two (2) Board members; or
 - (ii) by such other person(s) and within such other limits as the Board may from time to time appoint.
- (b) Accounts payable shall be duly certified as correct and be passed by the Board, signed by the Chairman of the meeting and a record made in the minutes.

8.3 Financial Year

The financial year of Port Noarlunga Surf Life Saving Club Incorporated will close at 30th April in each year after which financial accounts of that financial year shall be prepared.

8.4 Records

- (a) Port Noarlunga Surf Life Saving Club Incorporated shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of Port Noarlunga Surf Life Saving Club Incorporated in accordance with the Act.
- (b) The Board shall cause the accounts of Port Noarlunga Surf Life Saving Club Incorporated, together with the auditor's report on the accounts and any required statements and reports of the Board to be laid before the Members at the Annual General Meeting of the Members of Port Noarlunga Surf Life Saving Club Incorporated.

8.5 Accounts and Audit

- (a) The accounts of Port Noarlunga Surf Life Saving Club Incorporated shall, if required by the Act, be audited once at least in every year and the correctness of the profit and loss account and balance sheet ascertained by one or more auditor or auditors approved by the Members of Port Noarlunga Surf Life Saving Club Incorporated in a General Meeting.

- (b) Auditors of Port Noarlunga Surf Life Saving Club Incorporated will be appointed and may resign or be removed and their remuneration, rights and duties will be regulated in accordance with the Act.

9. THE COMMON SEAL

9.1 The Board will be responsible for the safe custody of the Common Seal of Port Noarlunga Surf Life Saving Club Incorporated.

9.2 The Seal will only be used by the authority of the Board and every document to which the Seal is affixed will be signed by a Board member and countersigned by another Board member or any other person appointed by the Board to countersign that document or a class of documents in which that document is included.

10. ALTERATIONS TO THE CONSTITUTION AND BY-LAWS

10.1 Alterations to the Constitution

- (a) This Constitution may be amended, altered, repealed or replaced by a special resolution passed at a General Meeting of the Members entitled to vote.
- (b) Notice of the proposed alterations will be given in writing to all Members of Port Noarlunga Surf Life Saving Club Incorporated entitled to vote not less than three (3) weeks prior to the date of the meeting to approve the amendments is to be held and will specifically state that it is a notice of a motion to amend the Constitution of Port Noarlunga Surf Life Saving Club Incorporated.
- (c) Any alteration to the Constitution will become effective when passed and must be promulgated to all Members.

10.2 Alterations to the By-Laws and Appendices

- (a) The By-Laws of Port Noarlunga Surf Life Saving Club Incorporated may be amended, altered, repealed or replaced by the Board.
- (b) Any alteration to the By-Laws or Appendices will become effective when passed and must be promulgated to all Members.

11. DISSOLUTION

No resolution for the dissolution of Port Noarlunga Surf Life Saving Club Incorporated will be deemed to have been passed unless passed by a special resolution of the Members at a General Meeting and on dissolution the property and assets of Port Noarlunga Surf Life Saving Club Incorporated shall revert to SLSSA.

12. DISPOSAL OF ASSETS

12.1 If Port Noarlunga Surf Life Saving Club Incorporated becomes inactive, goes into recess, or has its affiliation as a Club terminated, or is dissolved under this Constitution; the Board is empowered by this Constitution to take any necessary action in winding up the affairs of Port Noarlunga Surf Life Saving Club Incorporated.

12.2 Upon dissolution of Port Noarlunga Surf Life Saving Club Incorporated under **clause 12.1** the books, accounts, assets, property - both real and personal - of Port Noarlunga Surf Life Saving Club Incorporated shall be handed over to SLSSA, including the seizure of Port Noarlunga Surf Life Saving Club Incorporated's property, wherever it may be situated.

12.3 The property may be sold or disbursed by SLSSA and all funds seized or raised through sale of property would be held in Trust by SLSSA for a period of three (3) years at which time SLSSA shall, in its absolute discretion, decide upon its future use for Surf Life Saving activities.

13. INDEMNITY

13.1 To the extent permitted by the Act, every Board member of Port Noarlunga Surf Life Saving Club Incorporated will be indemnified out of the property of Port Noarlunga Surf Life Saving Club Incorporated against any liability to any person (other than Port Noarlunga Surf Life Saving Club Incorporated) incurred by them in their capacity as a Board member.

13.2 To the extent permitted by the Act, every Board member of Port Noarlunga Surf Life Saving Club Incorporated will be indemnified out of the property of Port Noarlunga Surf Life Saving Club Incorporated against any liability to Port Noarlunga Surf Life Saving Club Incorporated incurred by them other than any liability arising as a result of any negligence, default, breach of duty or breach of trust on the part of the Board member of which he may be guilty

13.3 Without limiting **clauses 13.1** and **13.2**, Port Noarlunga Surf Life Saving Club Incorporated may indemnify out of the property of Port Noarlunga Surf Life Saving Club Incorporated each Board member against any liability for costs and expenses incurred by the person acting in their capacity as a Board member in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted.

14. GENERAL

14.1 Notices

- (a) A notice may be given by Port Noarlunga Surf Life Saving Club Incorporated to any Member or Board member by:
 - (i) personal service;
 - (ii) sending it by post to the address supplied by that person for the delivery of notices;
 - (iii) email or
 - (iv) other approved electronic methods.
- (b) Where a notice is sent by post, service of that notice will be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected on the day after the date of its posting.
- (c) Notice of every General Meeting must be given to every Member entitled to vote at the meeting Port Noarlunga Surf Life Saving Club Incorporated