

# **ASSOCIATIONS INCORPORATION ACT, 1990**

## **CONSTITUTION**

### **PORT MACQUARIE SURF LIFE SAVING CLUB INC.**

## **Contents**

Section I – Title.....	3
Statement of compliance.....	3
Section II – Definitions.....	4
1. Meanings.....	4
2. Reference to function .....	4
3. Provisions of the Act .....	5
Section III – Affiliation.....	5
Section IV – Objects.....	5
Section V – Membership .....	6
1. Membership qualifications.....	6
2. Members’ liability.....	6
3. Disciplining of members .....	6
Section VI – Management Committee .....	7
1. Powers of the Committee.....	7
2. Management Committee membership and duties .....	8
Section VII – General meetings .....	10
1. General meetings.....	10
2. Calling of General and Annual General meetings.....	10
3. Business at General and Annual General meetings .....	10
4. Quorum for General and Annual General meetings .....	11
5. Voting at General and Annual General meetings .....	11
6. Special resolutions .....	12
Section VIII – Public Officer .....	12
1. Appointment and duties .....	12
Section IX – Miscellaneous .....	13

**Section I – Title**

The name of the Club shall be Port Macquarie Surf Life Saving Club Inc. this title shall not be used as a prefix to any subsidiary organisation of Members without the permission of the Committee and such permission may be revoked by the Committee.

This is the annexure of \_\_\_\_ pages marked referred to in the application for incorporation.

Signature .....

Applicant

**Statement of compliance**

The rules of Port Macquarie Surf Life Saving Club Inc. contained herein are in accordance with Section II and contain those matters specified in Schedule I of the Associations' Incorporation Act, 1990

Signature .....

Applicant

## **Section II – Definitions**

### **1. Meanings**

In the Rules and the By-laws of the Club, unless the context or subject matter otherwise indicates or requires -

Any words importing the singular shall include the plural and vice versa.

***In writing*** shall mean by letter or by email

***Branch*** means Mid North Coast Branch of the State Centre

***By-law*** means By-law of the Club

***Casting vote*** is a vote given to the chair of a meeting in order to resolve a deadlock

***Club*** means Port Macquarie Surf Life Saving Club

***Committee*** means Management Committee of the Club

***Constitution*** means the Articles of Incorporation (Rules) and the Bylaws of the Club

***Deliberative vote*** is the term used for the vote that expresses an individual's opinion on a matter being deliberated.

***General Meeting*** means a meeting of club members. The Annual General Meeting is a General Meeting.

***Member*** means a Member of the Club as referred to in Section V

***Nipper*** means a Junior Activities member as defined in the By-Laws

***Rules*** means the Rules of the Club as outlined in the Articles of Incorporation

***Secretary*** means the person holding office under the Rules as Secretary of the Club. Where no person holds the office of Secretary, Secretary shall mean the Public Officer of the Club

***SLS NSW*** means Surf Life Saving NSW

***SLSA*** means Surf Life Saving Association of Australia

***The Act*** means the ***Associations Incorporation Act*** and any amendments to that Act

***The Regulations*** means the ***Associations Incorporation Regulations*** and any amendments to those regulations

### **2. Reference to function**

In the Rules and By-laws

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

### **3. Provisions of the Act**

The provisions of the Interpretation Act, 1897, apply to the Rules and By-laws in same manner as if the Rules and By-laws were instruments made under the Act.

### **Section III – Affiliation**

The Club shall affiliate with Mid North Coast Branch and with Surf Life Saving NSW

### **Section IV – Objects**

The objects of the Club shall be to:

1. prevent or minimise injury and/or loss of life from drowning by the study and practice of methods of life saving and first aid
2. provide efficient patrols for the protection and guidance of the public who use the area allocated to the Club's control by the local governing authorities
3. encourage surf bathing and to assist the local governing authorities in providing and improving facilities for same
4. provide Nippers with an educational and teaching experience in a wide range of subjects and skills within the aquatic/marine environment
5. prepare Nippers for their eventual transition into active involvement in the Club
6. hold funds derived from the fees and subscriptions of Members, donations, grants, payments, subsidies and other such sources as may be approved by the Club
7. use and apply funds in promotion of the objects of the Club
8. provide necessary facilities and equipment for Members and to provide, acquire and maintain premises required for carrying out the objects of the Club
9. acquire, maintain and make available to members, approved life saving apparatus and gear
10. promote participation by members in approved surf life saving competitions
11. promote the physical and social welfare of members and promote their participation in sports and social functions for recreational purposes and for assisting Club finances
12. do all such lawful things as are indicated or conducive to the attainment of the objects and exercise of the powers of the Club
13. promote cooperation with other emergency and rescue services involved in aquatic rescue
14. promote the professional image of surf life savers

## **Section V – Membership**

### **1. Membership qualifications**

- (a) Persons who meet the requirements of membership as set out in the By-laws will be eligible for membership.
- (b) Persons wishing to become Members, other than honorary members and life members, shall apply on the prescribed form for membership.
- (c) The Committee shall determine whether or not to accept any application for membership. Membership shall become effective on the date on which the application is approved.
- (d) Members shall pay such fees and subscription as may be determined by the Committee.
- (e) A register of Members shall be kept by the Club showing name, address and date of commencement of each member, awards held and emergency contact information. Provision for noting the date of cessation of membership shall also be contained in the register.
- (f) Membership shall cease upon resignation or expulsion, or may be terminated by the Committee for failure to pay membership fees or subscription.
- (g) Membership fees and subscription shall fall due and payable in advance on or before the date of the Annual General meeting in each year and shall be in respect of the year then ensuing. The financial year shall run from 1 July to 30 May or such other period as is determined by the Committee and approved at a General meeting.
- (h) The Classes of membership and qualification of membership is as per the By-laws.

### **2. Members' liability**

The Members shall have no liability to contribute towards payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except payment of the amount of any unpaid membership fees and subscriptions.

### **3. Grievance and Issue Handling**

- (a) the Committee shall have a grievance and issue handling policy and the Committee and the Sub Committees shall act in accordance with this policy
- (b) the policy will be made available to all members and allow any member to raise an issue or grievance with the Committee or Sub-Committees. The matter shall be dealt with in a timely manner, taking into account how the member would recommend the issue or grievance to be resolved.

#### **3. (b) Disciplining of members**

Subject to (a), (b), (c) and (d) below, the Committee may commence or cause to be commenced, disciplinary proceedings against a Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the

appeal mechanisms of the Association, Surf Life Saving NSW and SLSA as set out in the Regulations.

- (a) Disciplinary proceedings may be commenced where the Committee is advised or considers that a Member has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the Surf Life Saving NSW Constitution, Regulations, SLSA Constitution or Regulations or any resolution or determination of the Committee, the Surf Life Saving NSW Council or any duly authorised sub-committee; or
  - (ii) acted in a manner unbecoming of a Member, or prejudicial to the objects and interests of the Association, Surf Life Saving NSW, SLSA and/or surf life saving; or
  - (iii) brought the Association, SLSA, Surf Life Saving NSW any other Affiliated Club or surf life saving into disrepute;
- (b) Disciplinary matters are to be referred to the Judiciary Sub-committee. Members may be referred to the Judiciary Sub-committee by
  - a majority vote of the Committee, or
  - by five members, at least one of whom shall be the President, Vice President, Secretary, Treasurer or Club Captain.
- (c) The Judiciary sub-committee, following natural justice principles, may by a majority vote, expel, suspend or discipline a member.
- (d) Any member who wishes to appeal against a decision of the Judiciary sub-committee may do so to a general meeting where a greater than 85% vote of members present is necessary to uphold the appeal..

## **Section VI – Management Committee**

### **1. Powers of the Committee**

The Committee:

- (a) shall control and manage the affairs and finances of the Club. The Committee shall not incur debt without the consent of the members through a motion at a General Meeting.
- (b) shall constitute the administrative body of the Club, and its actions shall be subject only to appeal to any General Meeting of the Club.
- (c) may make policies consistent with this Constitution and Rules of the Branch, SLS NSW and SLSA, and any relevant local, state and federal laws. At a minimum the Committee must maintain and implement the following policies: Club Competitions, Handicaps and Carnivals; Gym Use, Use and Storage of Equipment, IRB's, Emergency Response, Access to Building and Equipment, Grievance and Issues, Hall Hire, Sponsorship and Financial Management. This provision does not prevent the Management Committee from making any other policies as the Committee sees fit.

- (d) may appoint sub-committees consisting of such members as the Committee thinks fit for specific purposes and may amend or rescind any such appointment at their discretion.
- (e) may by motion delegate to any sub-committee the exercise of such of the functions of the Committee as are specified in the motion other than
  - (i.) this power of delegation, and
  - (ii.) a function which is a duty imposed on the Committee by the Act or by any other law and may revoke wholly or in part or amend any such delegation.
- (f) may exercise all of the functions as may be exercised by the Club other than those functions that are required to be exercised by a General Meeting of members.
- (g) may cooperate with fellow clubs, community associations and supporters for promotion of Club activities and assisting Club finances.

## **2. Management Committee membership and duties**

- (a) The Committee shall consist of the President, Secretary, Treasurer, Club Captain, Vice President, Chief Training Officer, Chair of the Junior Activities Committee, Regulatory and Legislation Officer, Competition Manager, Gear & Maintenance Officer, Events & Publicity Officer.
- (b) Seven (7) shall form a quorum of the Committee.
- (c) A member of the Committee shall cease to hold office upon resignation in writing, removal as a member of the Club, or regular (at least three successive) absence from meetings of the Committee without approval.
- (c)(i) A member must return all documents to the Club Management Committee within 14 days of the person ceasing to be a member of the Club Management Committee.
- (d) Any casual vacancy on the Committee shall be filled by a member appointed by the Committee.
- (e) In cases of temporary absence, each Committee member is replaceable by their deputy, their assistant or their designated proxy.
- (f) Members of the Committee shall hold office from the Annual General Meeting at which they are elected until the election of Committee members at the Annual General Meeting of the following year. Any vacancy that may occur on the Committee during its term of office shall be filled by nomination at the next general meeting.
- (g) The Committee shall provide for the nomination and election of Committee members and such other positions as are required for the proper management of the Club and attainment of the objects of the Club.
- (h) The Committee shall meet as often as necessary to conduct the business of the Club but at least once a month. The date, time and place of the monthly meeting shall be notified to members by email, and notice placed on the Club website and Clubhouse noticeboard. Any member is entitled to attend a Committee meeting however only Committee members have the right to vote at a Committee meeting.



- (i) Notice of meetings other than the regular monthly meeting shall be given by the Secretary to all members of the Committee at least seven (7) days before the day of the meeting unless such notice has been waived by the full Committee.
- (j) The Committee may function validly provided its number is not reduced below the quorum. Should the Committee numbers fall below the quorum the Committee may act only to increase Committee membership or call a General Meeting.
- (k) Two members of the Committee, other than the President, shall be the delegates of the Club at each Branch meeting. The delegates may not necessarily be the same Committee members each time and shall be determined by the Committee on the basis of availability and the agenda of the Branch meeting.
- (l) Motions arising at any meeting of the Committee shall be decided by simple majority of votes, and determination by a majority of the members of the Committee present shall for all purposes be a determination of the Committee. The Chairman may exercise a casting vote. The Chairman does not have a deliberative vote.
- (m) No business shall be transacted by the Committee unless a quorum is present. If a quorum is not present within one 30 minutes of the time appointed for the meeting the meeting stands adjourned to the same place and at the same hour of the same day in the following week. All Committee members must be given 5 days notice of the adjourned meeting. If a quorum is not present within 30 minutes of the time appointed for the adjourned meeting, the meeting shall be abandoned except as provided by paragraph (j).
- (n) A member of the Committee or any Sub-committee shall not be appointed to any salaried office of the Club or any office of the Club paid by fees.
- (o) No portion of income or property of the Club, remuneration or other benefit in money or money's worth shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by the Club to any Member of the Club except:
  - (i) payment of expenses incurred by the Member with the approval of the Committee or advance payment in expectation of such expenses;
  - (ii) payment for services rendered to the Club;
  - (iii) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Club's bankers for money lent to the Club;
  - (iv) reasonable and proper rent for premises let to the Club.
- (p) A Committee Member shall declare his interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of an uncertainty as to whether it is necessary for a Committee Member to absent himself from discussion or refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.

## **Section VII – General meetings**

### **1. General meetings**

The Club shall convene general meetings for the following purposes.

1. Annual General meeting – to elect Committee members and the chair of each standing sub-committee, report on the financial status of the Club, and attend to motions such as affiliation and signatories to accounts.
2. General meeting - to address special resolutions and/or constitutional matters.

### **2. Calling of General and Annual General meetings**

- (a) An Annual General meeting shall be held as close as practical to the end of each financial year.
- (b) General Meetings may be called:
  - (i) at any time by the President of the Club;
  - (ii) by the Committee;
  - (iii) by the Secretary at the request in writing of ten (10) financial Members entitled to vote stating the reason for such meeting.
- (c) A General Meeting must be convened by the Secretary within one (1) month of receiving a written request to do so.
- (d) At least fourteen (14) days notice in writing of all General meetings and notices of motion shall be given to Members entitled to vote.
- (e) In the case of General meetings where a Special Resolution is to be proposed, written notice of the resolutions shall be given to Members at least twenty-one (21) days before the meeting.
- (f) The President shall, subject to this Constitution, preside as Chairman at every General Meeting of the Club 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 or Vice President is not present, or is unwilling or unable to preside the Members shall appoint one of their number to preside as chairman for that meeting only.

### **3. Business at General and Annual General meetings**

In the case of the Annual General Meeting the following business shall be transacted:

- (a) Members are only able to vote at the Annual General Meeting when their registration &/or subscription for the ensuing year and any outstanding arrears have been paid. Members who have not paid their registration &/or subscription may vote on the adoption of the Annual Report and business arising from that report only. Payment of outstanding monies and clarification of voting eligibility will be the first order of business.
- (b) Confirmation of the Minutes of the last Annual General Meeting and any recent General Meeting.

- (c) Receipt and adoption of the Annual Reports upon the activities of the Club in the last financial year including receipt and consideration of an audited annual financial report from the Committee which gives a true and fair view for the last financial year of the Club's
  - income and expenditure
  - assets and liabilities
  - mortgages, charges and other securities
  - trust properties.
- (d) Business arising from the Annual Reports
- (e) Election of Committee members
- (f) Confirmation of the Chair of each of the following standing Sub-committees.
  - a. Awards
  - b. Building
  - c. Finance
  - d. Governance
  - e. Judiciary
  - f. Junior Activity Committee
  - g. Life Member
- (g) Declaration of Life Memberships determined in the previous year according to the By-laws
- (h) Business of which notice has been given to the Secretary not less than twenty-one (21) days before the Meeting.
- (i) Such general business as may be brought forward with the consent of the Meeting.

#### **4. Quorum for General and Annual General meetings**

- (a) The quorum for a General meeting shall be 20 members financial and entitled to vote. In the case of Annual General meetings, the members must be financial for the ensuing year.
- (b) If a quorum is not present within 30 minutes of the time appointed, the General meeting shall be adjourned to a time and place within one (1) month and all members shall be given at least two weeks notice of that meeting.
- (c) Should a quorum not be present within 30 minutes of the time set for commencement of the adjourned General meeting, the members present shall constitute the quorum.

#### **5. Voting at General and Annual General meetings**

- (a) Voting shall be by show of hands unless the Chairman or three (3) Members present demand a secret ballot.
- (b) Unless a secret ballot is demanded, a declaration by the Chairman that a motion has on a show of hands been

- carried or
- carried unanimously or
- carried by a particular majority or
- lost

and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of or against the resolution. The demand for a secret ballot may be withdrawn.

- (c) Where voting at General Meetings is equal the Chairman may exercise a casting vote. The Chairman does not have a deliberative vote.
- (d) Those entitled to vote at the Annual General Meeting and General Meetings include life governors, life members, long service members, active members and award members.

## **6. Special resolutions**

A Special Resolution must be passed by a General Meeting of the Club to effect the following changes:

- (a) A change of the Club's name
- (b) A change of the Club's rules
- (c) A change of the Club's objects
- (d) An amalgamation with another Incorporated Association;
- (e) To voluntarily wind up the Club and distribute its property;
- (f) To apply for registration as a Company or a Co-operative.

A Special Resolution shall be passed in the following manner:

- (a) A notice must be given to all financial Members entitled to vote advising that a General Meeting is to be held to consider a special resolution
- (b) The notice must give details of the proposed special resolution and give at least twenty-one (21) days notice of the meeting
- (c) A quorum must be present at the meeting
- (d) To be passed, at least 75% of financial members present and entitled to vote must vote in favour of the resolution
- (e) Where voting is equal the Chairman may exercise a casting vote. The Chairman does not have a deliberative vote.

## **Section VIII – Public Officer**

### **1. Appointment and duties**

- (a) The Committee must ensure that a person is appointed as Public Officer.
- (b) The Public Officer shall be at least eighteen (18) years of age, a resident of Port Macquarie and a member of the Club.

- (c) The Committee may at any time remove the Public Officer and appoint a new Public Officer who meets the requirements in (b).
- (d) The Public Officer is required to meet all public responsibilities of the Club according to law.
- (e) When a vacancy occurs in the position of the Public Officer the Committee shall within fourteen (14) days notify the Department of Fair Trading (or equivalent) by the prescribed form and appoint a new Public Officer.

## **Section IX – Miscellaneous**

- (a) The Club shall effect and maintain insurance as required by Surf Life Saving NSW policy and relevant legislations and regulations or may be regarded as necessary by the Committee.
- (b) The Committee shall by By-law, maintain the standing Sub-committees described in the By-laws, including the Junior Activities Committee (JAC).
- (c) The Club shall follow best practice in the handling of all money and funds.
- (d) The Common Seal shall only be affixed to any instrument or document with the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of the Secretary and one other member of the Committee.
- (e) Except as otherwise provided by these Rules, the Secretary shall keep in their custody, or under their control, the Common Seal and all records, books and other documents relating to the Club including information technology based records and security passwords.
- (f) A Member is deemed to have received a document, letter email, fax or any other communication as per the standards rules of contract law.
- (g) On signing their membership application form, all members are deemed to be aware of and understand and agreed to abide by the rules of the Club.
- (h) In the event of the Club's inability to operate, any assets of the Club will be divested to the Mid-North Coast Branch to be held in trust for five years. After this period, if the Club remains unable to operate, the Mid-North Coast Branch has discretionary power over all Club assets.
- (i) The records, books and other documents of the Club must be open to inspection, free of charge, by a member of the Club upon written request to the Club Secretary.