

# TEA GARDENS HAWKS NEST SURF LIFE SAVING CLUB INC. CONSTITUTION

## PART 1 – PRELIMINARY

### 1.1 INTERPRETATION

In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

**The Club** means the Tea Gardens Hawks Nest Surf Life Saving Club Inc.

**Member** means a member of the Club.

**Financial member** means a member whose membership is current under the Constitution and in compliance with the Association and its kindred bodies.

**Membership fee** means the fee or subscription payable by each member.

**President** means the president of the Club.

**Secretary** means the secretary of the Club.

**Treasurer** means the treasurer of the Club.

**Public Officer** means the public officer of the Club.

**The Committee** means the management committee of the Club.

**The Executive** means the executive committee of the Club.

**Junior Activities Committee** means the Club's junior activities committee.

**Constitution** means the Constitution of the Club and includes any amendment of same.

**Rule** means a rule of the Club and each rule mentioned in this Constitution shall correspond to the Constitution clause bearing the same number as that rule.

**By-laws** means the by-laws made by the Committee in virtue of this Constitution or the Act or the Regulation.

**Financial Year** means the financial year of the Club which shall be from 1st July in any one year until 30<sup>th</sup> June in the next year unless the Club resolves otherwise.

**The Association** means Surf Life Saving Association of Australia Limited.

**The SLSA Regulations** means the Regulations of the Association.

**The State** means Surf Life Saving New South Wales Inc.

**The Branch** means Hunter Surf Life Saving Inc.

**The Act** means the Associations Incorporation Act 2009 as amended.

**The Regulation** means the Associations Incorporation Regulation 2016 and any amendment or addition made under the Act.

**The Commissioner** means the Commissioner for Fair Trading, Department of Finance, Services and Innovation appointed under the Act and any entity in substitution of that appointment as provided for in the Act.

**Model Constitution** means that in Schedule 1 to the Regulation.

## **1.2 NAME**

The name of the Club shall be Tea Gardens Hawks Nest Surf Life Saving Club Inc.

## **1.3 AFFILIATION**

The Club shall be affiliated with the Association and such other kindred bodies as may be determined by it or on its behalf.

## **1.4 OBJECTS**

The objects of the Club shall be:

- (a) To establish and maintain a vigilant surf life saving service with associated beach and other patrols for the benefit of the public at the ocean beach known as Bennett's Beach forming part of the ocean beach at Providence Bay, Hawks Nest, New South Wales and such other locations as may be feasible.
- (b) To minimise the loss of life from drowning by promotion of that surf life saving service supplemented by efficient life saving apparatus and ready first aid.
- (c) To provide relief and assistance in local instances of personal injury or distress.
- (d) To study, practice, demonstrate and promote the methods of surf life saving as approved and promoted by the Association and like entities.
- (e) To promote the best facilities for local surf bathing.
- (f) To acquire and improve any premises and equipment necessary for carrying out these objects or furthering same and in that respect to apply for and hold any licence relating to such premises and conduct any commercial enterprise thereon.
- (g) To organize and conduct carnivals and social functions for the benefit and assistance of the Club in attainment of the above objects.
- (h) To participate in carnivals and competition relating to surf life saving.
- (i) To affiliate with the Branch and such other organizations as may be appropriate and to engage with them in surf life saving and associated activities.
- (j) To maintain the status of the Club as a charitable entity and as a deductible gift recipient including effecting all registrations and meeting related requirements.
- (k) To encourage and enforce observance of the Constitution, the Rules and By-laws of the Club and address any infringement of same.
- (l) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

## **PART 2 – MEMBERSHIP**

### **2.1 CATEGORIES**

The membership categories shall consist of the following as established by the Association and detailed in the SLSA Regulations in respect of which categories the Committee shall make an appropriate allocation concerning each member:

- (a) Active
- (b) Reserve Active
- (c) Cadet
- (d) Junior Activities ('Nipper')
- (e) Probationary
- (f) Award
- (g) Long Service
- (h) Past Active
- (i) Associate ('General')
- (j) Honorary
- (k) Life.

## **2.2 QUALIFICATION**

A person is qualified to be a member of the Club if -

- (a) The person is a natural person and
- (b) That person has been nominated and approved for membership of the Club as provided for in the Constitution.

## **2.3 APPLICATION AND NOMINATION**

- (a) A person can make application for membership of the Club.
- (b) The form of application shall be as determined by the Committee.
- (c) A prospective member is a person seeking membership of the Club and shall be nominated for that membership as specified by the Committee.
- (d) The application form shall be signed by the prospective member and lodged with the Secretary accompanied by the designated membership fee.
- (e) The nomination may be lodged electronically if the Committee so determines.
- (f) The nomination of a prospective member shall be dealt with at the first meeting of the Committee after receipt by the Secretary of the nomination. The Committee may accept or reject the nomination and no reasons for rejection need be given. If defective in any respect the nomination may be deferred until the defect is corrected.
- (g) When the Committee accepts the nomination the membership of the person is current until it ceases according to Rule 2.6

## **2.4 RENEWAL**

- (a) Renewal of membership shall be made as determined by the Committee.

- (b) The renewal application shall be signed by the renewing member and lodged with the Secretary accompanied by the appropriate annual membership fee within the time determined by the Committee or failing such determination within three months following the holding of the Annual General Meeting.
- (c) A member who fails to renew membership within the time specified may, at the discretion of the Committee, be deemed a prospective member for the purpose of renewing such membership and shall be required to comply with the Constitution in that respect unless the Committee otherwise determines.
- (d) The renewal application may be lodged electronically if the Committee so determines.

## **2.5 LIFE MEMBERSHIP**

- (a) Life membership may be conferred upon a financial member who has rendered outstanding service to the Club and who has completed a minimum of ten years membership or who has become incapacitated in the course of performing life saving duties with the Club.
- (b) Nomination for life membership must be made by the Committee and submitted to an Annual General Meeting and carried by a majority of two-thirds of those present and eligible to vote at an Annual General Meeting.
- (c) Life members shall be exempt from payment of annual membership fees unless the Club in general meeting determines otherwise.
- (d) Existing life members of Tea Gardens Hawks Nest Surf Life Saving Club will continue to hold life membership with the Club.
- (e) Associate Life Membership may be provided by the Club in circumstances and upon such conditions as it shall deem appropriate including payment of a designated membership fee but excluding voting rights and any such membership will permit an individual or a family (husband and/or wife and any children under sixteen year of age) to hold such associate life membership of the Club at its absolute discretion and subject to all reasonable requirements concerning same including the next following rule.
- (f) In every case Life Members shall comply with the reasonable requirements of the Club or the Association and its kindred bodies concerning renewal of membership and any failure to comply may suspend or terminate that membership.

## **2.6 CESSATION OF MEMBERSHIP**

- (a) A person ceases to be a member of the Club if the person –
  - (i) Dies, or
  - (ii) Resigns that membership, or
  - (iii) Is expelled from the Club, or

- (iv) Fails to pay the membership fee due within the time directed by the Committee or to comply with the reasonable renewal requirements stipulated by it or by this Constitution.
- (b) Membership entitlements are not transferrable to another person and terminate on cessation of membership.

## **2.7 RESIGNATION OF MEMBERSHIP**

A member may resign membership of the Club by giving notice (for such period as the Committee may from time to time determine) in writing to the Secretary and provided that all obligations, fees and amounts due by the member to the Club have been paid.

## **2.8. SUSPENSION OF MEMBERSHIP**

- (a) A member may be suspended from membership of the Club for a specified period in terms of Rule 2.15.
- (b) Any member so dealt with will be automatically denied all privileges of membership during the period of suspension.

## **2.9 EXPULSION**

A member may be expelled from the Club in terms of Rule 2.15.

## **2.10 APPEAL**

Any member dealt with under Rule 2.8 or Rule 2.9 may, within seven days of being notified thereof, appeal to the Club in General Meeting against a Resolution passed in terms of Rule 2.15 by lodging with the Secretary a notice to that effect, whereupon the hearing of such appeal will proceed as laid down in Rule 2.16.

## **2.11 REGISTER OF MEMBERS**

- (a) The Secretary shall establish and maintain as required by the Act a register of members of the Club specifying the name and address of each person who is a member of the Club together with the date on which the person became a member, plus details of any Surf Life Saving awards and qualifications held by that member as well as such information as the Act specifies.
- (b) The register of members shall be kept in written or electronic form at a location nominated by the Secretary and a hard copy shall be open for inspection at that location, free of charge, by any member of the Club at any reasonable hour.

## **2.12 MEMBERSHIP FEES**

- (a) Annual membership fees shall be determined from year to year by the Committee and that determination approved by the members at the Annual General Meeting.

- (b) Annual membership fees will be paid in accordance with Rules 2.3 and 2.4.
- (c) Life Members and Honorary Members are exempt from payment of annual membership fees unless the Club in general meeting determines otherwise.
- (d) The time for payment of membership fees shall be determined by the Committee.

### **2.13 MEMBERS' LIABILITIES**

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as specified by Rule 2.12.

### **2.14 RESOLUTION OF DISPUTES**

A dispute between a member and another member in their capacity as members of the Club or a dispute between a member or members and the Club shall be resolved in the manner provided by the Model Constitution for such cases.

### **2.15 DISCIPLINING OF MEMBERS**

- (a) Where the Committee is of the opinion that a member of the Club -
  - i. Has persistently refused or neglected to comply with a provision or provisions of the Constitution; or
  - ii. Has persistently or wilfully acted in a manner prejudicial to the interests of the Club which shall include a failure to comply with any reasonable direction by the Committee;

then the Committee may, by resolution -

- iii. Expel the member from the Club; or
  - iv. Suspend the member from membership of the Club for a specified period.
- (b) Any member dealt with pursuant to sub-clause (a) above shall be notified in writing by the Secretary as soon as practicable -
  - i. Setting out the resolution and the grounds on which it is based, and
  - ii. Informing the member of a member's rights of appeal to the Club in terms of Rule 2.16.
- (c) A resolution of the Committee in terms of sub-clause (a) above shall take effect -
  - i. In the event of the member lodging an appeal against the resolution, only after the resolution has been considered and determined in General Meeting in accordance with Rule 2.16.
  - ii. In the event of the member failing to lodge an appeal, only after the period allowed for lodging an appeal in accordance with Rule 2.10 has expired.

- (d) If the Committee so determines, the manner of notification in sub-clause (b) above may be according to the available technology provided for in Rule 5.10 in which case the date of that notification shall be the date the notice was so sent.

#### **2.16 RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- a) On receipt of a notice of appeal from a member in accordance with Rule 2.10 the Secretary shall inform the Committee which shall convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- b) At a General Meeting of the Club convened under sub-clause (a) -
  - i. No business other than the question of the appeal shall be transacted;
  - ii. The Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - iii. The members present shall vote by secret ballot on the question of whether the Committee's resolution should be confirmed or revoked.
- (c) After the ballot the outcome shall be reflected in a resolution of the members present at the General Meeting and that resolution shall affirm or deny the appeal which will be resolved accordingly.

#### **2.17 ASSOCIATE MEMBERS**

- (a) Associate Membership may be provided by the Club in circumstances and upon such conditions as it shall deem appropriate including payment of a designated membership fee.
- (b) An Associate Member shall have all the privileges of Club membership except voting and shall fulfil all membership obligations under the Constitution.
- (c) An Associate Member shall comply with the reasonable requirements of the Club or the Association and its kindred bodies concerning that membership and any failure to comply may suspend or terminate that membership.

#### **2.18 HONORARY MEMBERS**

- (a) The Committee may confer honorary membership of the Club upon a person or persons (not exceeding ten simultaneously) as an acknowledgement of a special relationship with the Club on such conditions as it shall deem appropriate.
- (b) Any such membership shall be limited to such period as the Committee shall determine and shall not confer on any such honorary member any right other than to enter the Club premises and use its facilities.

#### **2.19 PROBATIONARY MEMBERS**

- (a) Probationary Membership may be provided by the Club in circumstances and upon such conditions as it shall deem appropriate including payment of a designated membership fee.
- (b) A Probationary Member shall have all the privileges of Club membership except voting and shall fulfil all membership obligations under the Constitution.
- (c) A Probationary Member shall comply with the reasonable requirements of the Club or the Association and its kindred bodies concerning that membership and any failure to comply may suspend or terminate that membership.

### **PART 3 – OFFICE BEARERS AND COMMITTEE**

#### **3.1 OFFICE BEARERS**

- (a) The office bearers of the Club shall be elected at each Annual General Meeting.
- (b) They shall be honorary unless otherwise provided in the Constitution.
- (c) They shall fill the following positions -
  - Patrons (persons eminent in the community who support the Club's endeavours)
  - Medical Officer
  - Solicitor
  - The Officers of the Club
  - All other members of the Committee
  - Such other positions as the Club in General Meeting may resolve to create.
- (d) The office bearers shall be elected and hold office in terms of Rule 3.4.
- (e) Election of any office bearer may be dispensed with by the Club in General Meeting if the members present at that General Meeting deem it expedient to do so.
- (f) The Committee may in its discretion determine that an office bearer be remunerated for professional work undertaken in a professional context and that such remuneration be at a rate commensurate with the work undertaken provided beforehand the Committee has given approval of that work and rate.

#### **3.2 POWERS AND EXTENT OF THE COMMITTEE**

The Committee shall be the management committee of the Club and subject to the Act the Regulation and the Constitution and to any resolution passed by the Club in General Meeting -

- (a) Shall control and manage the affairs of the Club;
- (b) May exercise all such functions as may be exercised by the Club other than those functions that are required by the Constitution to be exercised by a General Meeting of members of the Club; and
- (c) Has power to make such by-laws, perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

(d) Save as provided in this Constitution, no member of the Committee shall be appointed to any salaried office of the Club nor any officer of the Club be paid a remuneration nor shall any benefit in money or money's worth be given by the Club to any member of the Committee except repayment of out-of-pocket expenses, interest on money lent to the Club at a rate not exceeding the rate for the time being charged by Bankers in Sydney for money lent in like circumstances and reasonable and proper rent for premises let to the Club.

### **3.3 COMPOSITION AND MEMBERSHIP OF THE COMMITTEE**

(a) The Committee shall comprise the following Officers of the Club:-

President

Deputy President

Vice President

Secretary

Treasurer

Public Officer

Club Captain

Vice Club Captain

Registrar

Chief Instructor

Boat Captain

IRB Captain

Vice IRB Captain

Gear Steward

Radio Officer

First Aid Officer

Junior Activities Committee Chairperson

Junior Activities Committee Secretary

Surf Sports Convenor

Carnival Organiser

Social Secretary

Publicity Officer

Licensee

Bar Manager

Hall Hire Director

Member Protection Officer

Work Health & Safety (WHS) Officer

Branch Delegate

Junior Activity Committee Delegate

Board and Ski Supervisor

Such other Committee positions as the Club may determine in General Meeting.

- (b) Any of the above offices may be dispensed with by the Club in General Meeting if the members present at that General Meeting deem it expedient to do so.
- (c) Each member of the Committee shall, subject to the Constitution, hold office until the Annual General Meeting following the date of the member's election and be eligible for re-election.
- (d) A Committee member may hold more than one office up to a maximum of three if approved by the members present at the time of election or by the Committee at the time of appointment.
- (e) There is no maximum number of consecutive terms for which a Committee member may hold office.
- (f) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member shall hold office, subject to the Constitution, until the Annual General Meeting next following the date of the appointment.
- (g) The name accorded any office by the Constitution shall be deemed to include the name accorded that office by the Association or any kindred body for the time being and in every such case the Constitution shall be read with due alteration of detail.

#### **3.4 ELECTION OF COMMITTEE MEMBERS AND OFFICE BEARERS**

- (a) Nomination of candidates for election as committee members and office bearers of the Club with the exception of delegates to the Branch or from the Junior Activities Committee and subject to any exception made by the Committee may be -
  - i. Made in writing, signed by two members of the Club and the nominee, and
  - ii. Lodged with the Secretary of the Club prior to the opening of the Annual General Meeting; or
  - iii. Made from the floor of the Annual General Meeting subject to the nominee's acceptance.
- (b) If insufficient nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- (c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (d) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (e) The ballot for the election of committee members and office bearers shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (f) Nominated candidates shall be voting members of the Club at the time of nomination as determined by Rule 4.7 (a) unless the Club otherwise determines.

- (h) Candidates may be nominated and elected to more than one position on the Committee or list of Office Bearers up to a maximum of three if approved by the members present at the time of election.

### **3.5 CASUAL VACANCIES**

- (a) For the purpose of these rules a casual vacancy occurs in the office bearers or in the Committee if the member;
- i. Dies;
  - ii. Ceases to be a member of the Club;
  - iii. Becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
  - iv. Resigns office by notice in writing given to the Secretary;
  - v. Is removed from office under Rule 3.6;
  - vi. Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - vii. Is absent without the consent of the Committee from three consecutive meetings of the Committee.
- (b) Casual vacancies occurring in the membership of the Committee shall be filled in the manner provided by Rule 3.3(f).
- (c) In the event of a casual vacancy occurring, for whatever reason, in any of the offices of the Club then the Committee may in its absolute discretion deal with that vacancy and its replacement as it sees fit to cover the period until the Annual General Meeting next following the occurrence of such vacancy.

### **3.6 REMOVAL OF AN OFFICE BEARER OR COMMITTEE MEMBER**

- (a) The Club in general meeting may by resolution remove any office bearer or member of the Committee from office before the expiration of the person's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the person so removed.
- (b) Where an office bearer or member of the Committee to whom a proposed resolution referred to in sub-clause (a) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations made to each member of the Club or, if they are not so sent, the person so affected is entitled to require that the representations be read out at the meeting of members at which the resolution is considered.

### **3.7 REGISTER OF COMMITTEE MEMBERS**

- (a) The Public Officer of the Club shall establish and maintain a register of Committee members of the Club containing the particulars specified in the Act.
- (b) That register shall be kept at the Club's main premises or as determined by the Committee in accordance with the Act and shall be available for inspection, free of charge, by any person at any reasonable hour as required by the Act.

### **3.8 MEETINGS AND QUORUMS OF THE COMMITTEE**

- (a) The Committee shall meet at least seven times in each period of twelve months at such place and time as the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the President or by any member of the Committee for the purpose of transacting specific items of business.
- (c) Oral, written or electronic notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee not less than forty eight hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting called in terms of sub-clause (b) shall specify the nature of the business to be transacted and no business other than that business shall be transacted at the meeting save business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (e) The quorum at any Committee meeting shall be five members of the Committee provided that if the number present is less than the quorum required then the Committee may appoint sufficient available Club members to establish that quorum.
- (f) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a place, time and date to be determined by the Executive.
- (g) Committee meetings can be held at two or more venues using such technology as the Committee approves provided always that each Committee member must be afforded a reasonable opportunity to participate and exercise voting rights.
- (h) Minutes of proceedings at a meeting can be kept in written or electronic form and shall be signed in writing or electronically by the person presiding at that meeting or by the person presiding at the next succeeding meeting.
- (i) At a meeting of the Committee,
  - i. The President, or in the President's absence, the Deputy President, shall preside, or
  - ii. If the President and Deputy President are absent the Vice President shall preside, or

- iii. If none of the persons specified in (i) and (ii) above are present, the remaining Committee members present at the meeting shall elect one of their own number to preside.

### **3.9 THE EXECUTIVE**

- (a) The Executive shall consist of the President, Deputy President, Vice President, Secretary, Treasurer, Public Officer and Club Captain.
- (b) Members of the Executive will hold office subject to the same terms and conditions in the Constitution pertaining to the Committee.

### **3.10 POWERS OF THE EXECUTIVE**

- (a) The Executive shall have the power to deal with all urgent matters requiring immediate attention but shall report their action to the next meeting of the Committee.
- (b) The quorum at any Executive meeting shall be three members of the Executive provided that one of those must be the President, Secretary or Treasurer.

### **3.11 SUB-COMMITTEES**

- (a) Any Sub-committee consisting of Club members may be appointed as required by the Committee and shall function in accordance with the Constitution.
- (b) The President shall be an ex-officio member of any such Sub-committee.
- (c) Each Sub-committee shall report to the Committee through which all power and authority vested in Sub-committees shall be conferred and exercised.
- (d) Notwithstanding the terms of sub-clause(c) above.
  - i. Any act or thing done or suffered by Sub-committees acting in the exercise of their delegated functions has the same force and effect as it would have if it had been done or suffered by the Committee.
  - ii. Any such Sub-committee may choose to elect its own officers for the more effective conduct of its affairs provided always that it complies with directions of the Committee and acts within and according to the standards of the Association and its kindred bodies and also in accordance with the Constitution.

### **3.12 VOTING AND DECISIONS**

- (a) Questions arising at a meeting of the Committee or of any Sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Sub-committee present at the meeting.
- (b) Each member present at a meeting of the Committee or of any appointed Sub-committee (including the person presiding at the 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) Subject to the Constitution, the Committee may act notwithstanding any vacancy on the Committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-committee appointed by it is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-committee.

### **3.13 SECRETARY**

(a) It will be the duty and responsibility of the Secretary to -

- i. Keep minutes of all proceedings at Committee meetings and General Meetings.
- ii. Receive all inward correspondence and prepare and dispatch all outward correspondence as necessary.
- iii. Send all necessary notices to members of the Club and otherwise as the Constitution provides.
- iv. Maintain all records of the Club as deemed necessary by the Committee.
- v. Maintain the registers required by the Constitution, the Act and the Regulation.
- vi. Compile the annual report for presentation to the Annual General Meeting.

(b) Notwithstanding sub-clause (a) all or any of the Secretary's duties and responsibilities may be delegated to other members of the Committee as the Committee may determine.

### **3.14 TREASURER**

(a) It will be the duty and responsibility of the Treasurer to ensure that -

- i. All money due to the Club is collected, receipted and banked and that all payments due by the Club are made with the authority of the Committee.
- ii. Correct books and accounts are kept showing the financial affairs of the Club including details of all receipts and expenditure on behalf of the Club.
- iii. Periodically a financial statement is prepared and presented to the Committee at each of its meetings.
- iv. Annually a financial statement for the financial year is prepared in the prescribed form and presented to the Annual General Meeting.
- v. Annually the books of account and financial records of the Club are audited and the audited financial statement duly certified is lodged with the Commissioner and such other entities as may be prescribed.

vi. Any statutory return required for tax or otherwise is duly prepared and lodged as may be necessary.

(b) Notwithstanding sub-clause (a) all or any of the Treasurer's duties and responsibilities may be delegated to other members of the Committee as the Committee may determine.

### **3.15. PUBLIC OFFICER**

(a) It will be the duty and responsibility of the Public Officer to ensure that -

- i. The office of Public Officer is executed in accordance with the Act and the Regulation and that the responsibilities pertaining thereto are discharged in every respect.
- ii. The Club complies with the provisions of the Act and the Regulation.
- iii. All returns required by the Act and the Regulation are filed appropriately.

(b) Notwithstanding sub-clause (a) all or any of the Public Officer's duties and responsibilities may be delegated to other members of the Committee as the Committee may determine.

### **3.16. AUDITOR**

(a) A properly qualified Auditor shall be appointed and the remuneration of such auditor fixed and duties regulated in accordance with the Australian Auditing Standards and Guidance Statements.

(b) The appointment shall be made by the Committee and confirmed at the Annual General Meeting.

(c) The Auditor shall conduct an audit of the books of account of the Club at the end of each financial year.

(d) The Club shall provide all necessary access to its books of account, vouchers and other records as may be required for audit purposes.

(e) The Auditor is entitled to attend and address the Annual General Meeting.

(f) In the event of a vacancy occurring in the office of Auditor, the Committee may appoint another properly qualified person as Auditor.

(g) A member of the Club shall not be eligible for appointment as Auditor.

## **PART 4 – MEETINGS**

### **4.1 ANNUAL GENERAL MEETING**

(a) The Club shall convene annually, to be held within a period of two months after the end of the financial year, an Annual General Meeting of its members.

- (b) The Annual General Meeting of the Club shall, subject to the Act and to the Constitution, be convened on such date and at such place and time as the Committee thinks fit.
- (c) Notice of the Annual General Meeting shall be given to the Auditor as well as to the members in accordance with Rule 4.3.
- (d) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –
  - i. To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting.
  - ii. To receive from the Committee reports upon the activities of the Club during the preceding financial year comprised in the form of an Annual Report which includes the annual financial statement.
  - iii. To elect office bearers of the Club and members of the Committee.
  - iv. To affiliate with the Association, the State and the Branch.
  - v. To appoint the Auditor and the Public Officer as required by the Act and the Regulation.
  - vi. To process any other matter that is required by the Act or the Regulation to be dealt with or otherwise processed by the Annual General Meeting.
- (e) An Annual General Meeting shall be specified as such in the notice convening it.
- (f) Minutes of proceedings at an Annual General Meeting shall be signed by the person presiding at that meeting or by the person presiding at the next succeeding Annual General Meeting.

#### **4.2 SPECIAL GENERAL MEETINGS**

- (a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club
- (b) The Committee shall, on the requisition in writing of not less than twenty members, convene a Special General Meeting of the Club.
- (c) A requisition of members for a Special General Meeting -
  - i. Shall state the purpose or purposes of the meeting.
  - ii. Shall be signed by the members making the requisition.
  - iii. Shall be lodged with the Secretary.
  - iv. May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Committee fails to convene a Special General Meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.
- (e) A Special General Meeting convened by a member or members as referred to in sub-clause (d) above shall be convened as nearly as is practicable in the same

manner as General Meetings are convened by the Committee and a member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

#### **4.3 NOTICE OF GENERAL MEETINGS**

- (a) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, written notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause written notice to be sent to each member in the manner provided in sub-clause (a) of the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to the Constitution.
- (d) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.
- (e) If the Committee so determines technology approved by it may be used to give each member the notice required by the provisions of this clause.

#### **4.4 PROCEDURE AT GENERAL MEETINGS**

- (a) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Ten members present in person (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present then the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to a date, time and venue which the committee in its absolute discretion may decide subject to a genuine effort being made by the Committee to advise members of the adjournment arrangements.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present

(being not less than the number required for a meeting of the Committee) shall constitute a quorum.

- (e) A question arising at a General Meeting shall be determined by a show of hands or such other method as the Committee determines.

#### **4.5 PRESIDING MEMBER AT GENERAL MEETINGS**

(a) At any General Meeting of the Club -

- i. The President, or in the President's absence, the Deputy President, shall preside; or
- ii. If the President and Deputy President are absent, the Vice President shall preside; or
- iii. If none of the persons specified above are present, the remaining members present at the meeting shall elect one of their own number to preside.

(b) Minutes of proceedings at a General Meeting of the Club shall be signed by the person presiding at that meeting or by the person presiding at the next succeeding meeting.

#### **4.6 ADJOURNMENT OF GENERAL MEETINGS**

(a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(b) Where a General Meeting is adjourned for more than 14 days, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(c) Except as provided in sub-clauses (a) and (b), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### **4.7 VOTING RIGHTS AT GENERAL MEETINGS**

(a) Voting rights are conferred upon financial members in any of the following categories:

- i. Active
- ii. Reserve Active
- iii. Life.

(b) Upon any question arising at a General Meeting of the Club a voting member has one vote only and all votes shall be given personally.

- (c) 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.
- (d) A voting member is not entitled to vote at any General Meeting of the Club unless all money due and payable by the member to the Club has been paid.
- (e) No member of the Club shall be entitled to appoint another member as proxy for the purpose of voting at General Meetings.

#### **4.8 MANNER OF VOTING AT GENERAL MEETINGS**

- (a) A question arising at a General Meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute Book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a General Meeting of the Club, a poll may be demanded by the Chairperson or by not less than three members present in person at the meeting.
- (c) Where the poll is demanded at a General Meeting, the poll shall be taken -
  - i. Immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment, or
  - ii. In any other case, in such manner and at such times before the close of the meeting as the Chairperson directs, and then the resolution of the poll shall be deemed to be the resolution of the meeting on that matter.

#### **4.9 SPECIAL RESOLUTIONS**

A resolution of the Club is a special resolution if –

- i. It is passed by a majority which comprises not less than three-quarters of such members of the Club as, being entitled under these rules so to do, vote in person at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- ii. Where it is not possible or practicable for the resolution to be passed in the manner specified then the resolution may be passed in a manner specified by the Act.

### **PART 5 - MISCELLANEOUS**

#### **5.1 INDEMNITY**

- (a) Every officer, committee member and other member acting on the Club's behalf or in its interests shall be indemnified out of the assets of the Club against any liability incurred by them in such capacity.
- (b) The Club shall indemnify its officers, committee members and other members duly appointed to act on its behalf against all damages and costs including legal costs for which any such officer, committee member or other member may be or become liable to any third party in consequence of any act or omission except wilful misconduct whilst acting on behalf of the Club or with its authority.

## **5.2 INSURANCE**

- (a) The Club shall effect and maintain such insurance as is required by the Act.
- (b) In addition to the insurance required under sub-clause (a), the Club shall effect and maintain such other insurance as is prudent including any insurance which may be required by the Association from time to time.

## **5.3 FUNDS – SOURCE AND PURPOSE**

- (a) The funds of the Club shall be derived from Annual Subscriptions, donations, grants and, subject to any resolution passed by the Club in general meeting, all such other sources as the Committee determines.
- (b) All funds received by the Club shall be deposited as soon as practicable and without deduction (save approved reimbursement) to the credit of the Club's bank account and an appropriate receipt for same shall be issued provided that in the case of electronic transfer to that account the deposit receipt shall suffice.
- (c) The Club shall apply its funds and assets entirely in accordance with its objects and in compliance with the Act and the Regulation.

## **5.4 FUNDS – MANAGEMENT**

- (a) Subject to any resolution passed by the Club in General Meeting, the funds of the Club shall be managed and applied in pursuance of the objects of the Club in such manner as the Committee by resolution determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments or withdrawals shall be signed by any two members of the Committee duly authorized to do so by the Committee.
- (c) All accounts shall be presented to and payments disclosed therein be approved by a meeting of the Committee and full details of all such accounts and approvals shall be included in the minutes for that meeting and entered in the Minute Book.

## **5.5 ALTERATIONS OF OBJECTS AND RULES**

- (a) The Constitution may be altered, rescinded or added to only by a special resolution of the Club, provided that the Commissioner and any other statutory authority with responsibility for administering charitable entities shall be notified of every such amendment
- (b) Any such amendment shall not be effective unless and until the Commissioner and any such authority has signified approval of same.

## **5.6 COMMON SEAL**

- (a) The common seal of the Club shall be kept in the custody of the Public Officer.
- (b) The common seal shall not be affixed to an instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of any two members of the Executive.

## **5.7 CUSTODY OF BOOKS ETC.**

- (a) Except as otherwise provided by these rules, the Public Officer shall be responsible for and have custody of all records, books and other documents belonging to the Club.
- (b) The records, books and other documents of the Club shall be kept at its premises or as determined by the Committee in compliance with the Act.
- (c) Notwithstanding the provisions contained in sub-clause (a), the Public Officer may at his or her discretion, delegate the custody of any technical records to the relevant office bearer of the Club to facilitate its better operation.

## **5.8 INSPECTION OF BOOKS ETC.**

- (a) The records, books and other documents of the Club shall be open to inspection, free of charge, by a member of the Club on reasonable notice and at any reasonable hour.
- (b) The Committee may refuse to allow such inspection to maintain confidentiality or when such is prejudicial to the interests of the Club.

## **5.9 SERVICE OF NOTICES**

- (a) For the purpose of the Constitution a notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to that member at the member's address shown in the register of members.
- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of the Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- (c) If the Committee so determines the manner of service of notices may be in accordance with the available technology, which it shall specify, and in such case the date of service shall be deemed the date on which the notice was sent electronically.

## **5.10 USE OF TECHNOLOGY**

- (a) If the Committee so determines technology approved by it may be used to give each member any required notice of and a reasonable opportunity to participate in any meeting and in the latter event the member will be taken to be present and if that member votes that vote is taken to be in person.
- (b) Members who participate in any meeting using such technology have the same rights as members who are present at the meeting including voting rights.

- (c) If the Committee so determines the Club may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under Rule 2.10).
- (d) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- (e) If the Committee so determines technology approved by it may be used to facilitate the renewal of membership annually to effect service of any notice and to enable such other Club processes as it shall from time to time identify.
- (f) In the event of a determination being made pursuant to the last sub-paragraph then the process followed and the technology to be adopted in that respect shall be at the discretion of the Committee and it may resolve accordingly.

#### **5.11 SURPLUS PROPERTY**

In the event of the winding up of the Club, any surplus property pursuant to the Act shall not be paid to or distributed amongst the members of the Club but shall be given and vested in the Branch or by default in the Association or if neither exist as a charitable entity at the time of such winding up then given and vested in some other registered or exempt charity engaged in and for life saving purposes or objects similar to those of the Club.

#### **5.12 RECISSION MOTIONS**

- (a) Resolutions passed at General Meetings or Committee Meetings may be rescinded either at the same meeting or as set out in the following sub-clauses (b) and (c).
- (b) Resolutions passed at a General Meeting may be rescinded at a Special General Meeting called and conducted in terms of the Constitution.
- (c) Resolutions passed at a Committee Meeting may be rescinded at the following regular Committee Meeting or at an additional Committee Meeting called and conducted in terms of the Constitution or at a Special General Meeting so called and conducted.

#### **5.13 CLUB COLOURS AND INSIGNIA ETC.**

- (a) The Club colours and other insignia such as badges and items of wearing apparel shall be as recommended by the Committee and determined by a General Meeting which may delegate any such determination to the Committee.
- (b) Until such times as a decision is made in accordance with sub-clause (a), the colours, designs and insignia at present observed by the Club shall continue to be those of the Club.
- (c) By-laws governing the entitlement of members to wear Club colours and insignia may be made by the Committee or at a General Meeting and in the meantime the Committee shall supervise and give any necessary direction pertaining to same.

#### **5.14 PROVISIO**

- (a) In the event of any question arising or anything occurring outside the scope of the Constitution that requires decision then the Committee may deal with same at its discretion and any consequential decision so made will be binding on the Club.

- (b) A full report of any matter arising in terms of sub-clause (a) shall be made to the next Annual General Meeting of the Club unless a Special General Meeting is convened to deal with such matter.
- (c) In exercising its discretion concerning any such question arising the Committee shall have regard to the Model Constitution and any provision in it which is material to that question.
- (d) In the absence of any provision in the Constitution concerning any such matter pertaining to the Club or its functions including matters of interpretation then the pertinent provisions of the Model Constitution shall apply in accordance with the Act and the Regulation.