



**QUEENSLAND**

**TALLEBUDGERA  
SURF LIFE SAVING CLUB INC.**

# **CONSTITUTION**

**Updated July 2020**

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**CLUBS INCORPORATION ACT 1981 (QLD)**  
**CONSTITUTION**  
**of the**  
**TALLEBUDGERA SURF LIFE SAVING CLUB INCORPORATED**

**1. NAME OF CLUB**

The name of the Club is the Tallebudgera Surf Life Saving Club Incorporated (“**Club**”).

**2. DEFINITIONS AND INTERPRETATION**

**2.1 Definitions**

In this Constitution unless the contrary intention appears:

**Act** means the *Clubs Incorporation Act 1981* (Qld) **Club** means Tallebudgera Surf Life Saving Club Incorporated.

**Branch** means Point Danger Branch which includes the affiliated Surf Life Saving Clubs and their members within the boundaries of that Branch as defined by SLSQ and the Branch.

**By Laws** means any By-Laws made by the Management Committee under **Rule 33**.

**Committee Member** means a member of the Management Committee appointed in accordance with this Constitution.

**Constitution** means this Constitution of the Club.

**Delegate** means the person appointed from time to time to act for and on behalf of the Club.

**Financial year** means the year ending 30 April in each year.

**General Meeting** means the annual or any special general meeting of the Club.

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

**Life Member** means an individual appointed as a Life Member of the Club under **Rule 11.2**.

**Management Committee** means the body managing the Club and consisting of the Committee Members under **Rule 28**.

**Member** means a registered member of the Club and can only include junior ("*Nipper*") members; cadet members; active members; reserve active members; general members; long service members; award members; associated members; honorary members; and life members of the Club all of which categories are defined in this Constitution or the By-Laws.

**Membership Year** means the period between 1 October and 30 September the following year.

**Objects** means the objects of the Club under **Rule 3**.

**President** means the President for the time being of the Club.

**Seal** means the common seal of the Club and includes any official seal of the Club.

**SLSA** means Surf Life Saving Australia Limited.

**SLSQ** means the body recognised by SLSA as the body administering surf lifesaving in Queensland.

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

**State** means and includes a State or Territory of Australia.

**Surf Life Saving Club** means a surf lifesaving club which is a member of or otherwise affiliated with SLSQ or SLSA.

## 2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

- (h) A reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (i) References to notice of meetings under this Constitution allows for notice to be given electronically including by electronic mail or other effective electronic means of communicating such written notification.

### **2.3 Severance**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

### **2.4 Expressions in the Act**

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

### **2.5 Sole Purpose**

The Club is established solely for the Objects.

### **2.6 Model Rules**

The model rules under the Act are expressly displaced by this Constitution.

## **3. OBJECTS OF CLUB**

The Club is a charitable community service based institution. The objects for which the Club is established are to:

- (a) provide for the conduct, encouragement, promotion and administration of surf lifesaving in the local vicinity of the club;
- (b) participate as a member of the Branch, SLSQ and SLSA through and by which lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (c) ensure the maintenance and enhancement of the Club, Branch, SLSQ, Surf Life Saving Clubs, SLSA, and surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (d) at all times promote mutual trust and confidence between the Club, Branch, SLSQ, Surf Life Saving Clubs, SLSA, and the Members in pursuit of these objects;
- (e) at all times act on behalf of and in the interest of the Members and surf lifesaving;
- (f) promote the economic and community service success, strength and stability of the Club, Branch, SLSQ, Surf Life Saving Clubs, SLSA, and surf lifesaving;

- (g) affiliate and otherwise liaise with Branch, SLSQ and SLSA , in the pursuit of these objects and the objects of surf lifesaving;
- (h) conduct, encourage, promote, advance and control surf lifesaving in the local vicinity of the club, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (i) conduct or commission research and development for improvements in methods of surf lifesaving and surf lifesaving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (j) use and protect the Intellectual Property of the Club, Branch, SLSQ and SLSA;
- (k) apply the property and capacity of the Club towards the fulfilment and achievement of these Objects;
- (l) promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in surf lifesaving;
- (m) strive for Governmental, commercial and public recognition of the Club as the authority on aquatic safety and management for the Tallebudgera Beach and relevant adjacent areas;
- (n) promulgate, and secure uniformity in, 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;
- (o) further extend the operations and teachings of the Club throughout [insert locality];
- (p) further develop surf lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage assessments, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (q) review and/or determine any matters relating to surf lifesaving which may arise, or be referred to it, by any Member;
- (r) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving and the club;
- (s) adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf lifesaving;
- (t) represent the interests of its Members and of surf lifesaving generally in any appropriate forum;
- (u) have regard to the public interest in its operations;
- (v) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;

- (w) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by the Club;
- (x) promote the health and safety of Members and all other users of the aquatic environment;
- (y) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf lifesaving competition and to award trophies and rewards to successful competitors;
- (z) encourage and promote performance-enhancing drug free competition;
- (aa) establish, grant 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 lifesaving and other distinguished services and acts;
- (bb) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than surf lifesaving;
- (cc) seek and obtain improved facilities for the enjoyment of the aquatic environment in the vicinity of the club;
- (dd) promote uniformity of laws for the control and regulation of the aquatic environment in in the vicinity of the club and to assist authorities in enforcing these laws;
- (ee) effect such objects as may be necessary in the interests of surf lifesaving and the aquatic environment in in the vicinity of the club; and
- (ff) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

#### **4. POWERS OF THE CLUB**

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

#### **5. APPLICATION OF INCOME**

5.1 The income and property of the Club shall be applied solely towards the promotion of the Objects.

5.2 Except as prescribed in this Constitution:

- (a) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.



5.3 Nothing contained in **clauses 5.1 or 5.2** shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Club whether as an employee or otherwise;
- (b) goods supplied to the Club in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Club; or
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Club; provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## 6. LIABILITY OF MEMBERS

The liability of the Members of the Club is limited.

## 7. MEMBERS' CONTRIBUTIONS

Every Member of the Club undertakes to contribute to the assets of the Club in the event of it being wound up while the Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Club contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

## 8. DISTRIBUTION OF PROPERTY ON WINDING UP

1.1 This rule will apply if the association –

- (a) is wound up under part 10 of the Act; and
- (b) has surplus assets

1.2 The surplus assets must not be distributed among the members of the association.

1.3 The surplus assets must be given or transferred to Surf Life Saving Queensland or if that association has ceased to exist to another surf life saving body –

- (a) having objects similar to the association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

1.4 In this rule – **surplus assets** see section 92(3) of the Act.

## **9. STATUS AND COMPLIANCE OF CLUB**

### **9.1 Recognition of Club**

Subject to compliance with this Constitution, the Branch Constitution, the SLSQ constitution, and the SLSA constitution the Club shall continue to be recognised as a Member of SLSQ and shall administer surf lifesaving activities on Tallebudgera Beach and adjacent environs in accordance with the Objects.

### **9.2 Compliance of Club**

The Members acknowledge and agree the Club shall:

- (a) be or remain incorporated in Queensland;
- (b) appoint a Delegate annually to represent the Club at meetings of the Branch;
- (c) nominate such other persons as may be required to be appointed to Branch committees from time to time under this Constitution or the Branch constitution or otherwise;
- (d) forward to SLSQ a copy of its constituent documents and details of its Committee Members;
- (e) adopt the objects of SLSQ (in whole or in part as are applicable to the Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the SLSQ constitution;
- (f) apply its property and capacity solely in pursuit of the Objects and lifesaving;
- (g) do all that is reasonably necessary to enable the Objects to be achieved;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for benefit of the Members and surf lifesaving;
- (i) at all times act on behalf of and in the interests of the Members and surf lifesaving; and
- (j) by adopting the objects of SLSQ, abide by the SLSQ Constitution.

### **9.3 Operation of Constitution**

The Club and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered;
- (b) to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;

- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of surf lifesaving and its maintenance and enhancement;
- (d) to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of surf lifesaving and the Members;
- (f) where the Club considers or is advised that a Member has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Club; or
  - (ii) acted in a manner prejudicial to the Objects and interests of the Club and/or surf lifesaving; or
  - (iii) brought themselves, the Club, any Surf Life Saving Club or surf lifesaving into disrepute; the Club may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member with such penalty as it thinks appropriate.

## **10. CLUB'S CONSTITUTION**

### **10.1 Constitution of the Club**

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

- (a) the objects of SLSQ;
- (b) the structure and membership categories of SLSQ;
- (c) recognising SLSA as the peak body for surf lifesaving in Australia, in accordance with the SLSA Constitution;
- (d) recognising SLSQ as the peak body for surf lifesaving in Queensland;
- (e) recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings; and
- (f) such other matters as are required to give full effect to the SLSQ constitution.

## **10.2 Operation of the SLSQ Constitution**

- (a) The Club will take all steps to ensure its Constitution is in conformity with the SLSQ constitution at least to the extent set out in **Rule 10.1** and in respect of those matters set out in **Rule 10.1** shall ensure this Constitution is amended in conformity with future amendments made to the SLSQ constitution, subject to any prohibition or inconsistency in the Act.
  
- (b) The Club shall provide to SLSQ a copy of its Constitution and all amendments to this document. The Club acknowledges and agrees that SLSQ has power to veto any provision in this Constitution which, in SLSQ's opinion, is contrary to the objects of SLSQ.

## **11. MEMBERS**

### **11.1 Membership**

The membership of the Club shall consist of the following classes of individual membership:

#### **(a) Probationary Members**

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 Management Committee. Probationary Members shall not have voting rights.

#### **(b) Junior Activities Members ("Nipper")**

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. Junior Activities Members shall not have voting rights.

#### **(c) Cadet Members**

A Cadet Member shall be a Member of the age qualification as defined in SLSA's Manuals (i.e. under 15) and, who has obtained the Surf Rescue Certificate or has passed an annual proficiency test. Cadet Members shall not have voting rights.

#### **(d) Active Membership**

An Active Member shall:

- (i) be a Bronze Medallion holder;
- (ii) fulfil patrol and Club obligations, as provided by SLSA and this Constitution;
- (iii) qualify in an annual proficiency test unless the Member has obtained their Bronze Medallion in that season;
- (iv) have the right to be present, to debate and to vote at General Meetings.

**(e) Reserve Active Members**

Reserve Active Membership may be granted to Active Members who have satisfactorily completed (from the gaining of the Bronze Medallion) 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 Management Committee.

- (i) Reserve Active Members shall perform at least the number of patrols as required by SLSA, and further patrol duties at the discretion of the Management Committee.
- (ii) Reserve Active Members shall complete the annual proficiency test.
- (iii) Reserve Active Members shall have the right to be present, to debate and to vote at General Meetings.

With the approval of the management committee, a member's previous service with another Surf Life Saving Club may be recognised by the Club after a suitable qualifying period with the club, usually one full season of active service which is acceptable to the Management Committee.

**(f) Long Service Members**

Long Service Membership may be granted to Members who have completed ten (10) years active service or to Members who have completed eight (8) years active service plus four (4) years reserve active service.

Such Members may be exempted from all patrol obligations and may be granted other special privileges of Membership as provided in this constitution.

Long Service Members have the right to be present, to debate and to vote at General Meetings.

With the approval of the management committee, a member's previous service with another Surf Life Saving Club may be recognised by the Club after a suitable qualifying period with the club, usually one full season of active service which is acceptable to the Management Committee.

**(g) Award Members**

Award Membership may be granted 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 Certificate or First Aid Certificate (or equivalent). Such Members may be called upon to perform patrol and/or other club obligations within the ability of their qualifications.

Such Members shall have the right to be present at general meetings.

The Club may grant Award Members, the right to debate and to vote at general meetings if they are undertaking lifesaving patrol duties or where holding a position on the Management Committee.

**(h) Past Active Members**

Past Active Membership may be granted to persons who have held an SLSA Bronze Medallion and been an active patrol member for a minimum of three (3) years.

Past Active Members shall not have voting rights unless holding a position on the Management Committee.

**(i) Associate Members**

Associate Membership may be granted to persons who may or may not hold an SLSA award.

Associate Members shall not have voting rights unless holding a position on the Management Committee.

Associate Members shall have a joining and/or annual membership fee substantially greater than fees for other categories of membership.

**(j) Honorary Members**

Honorary Membership may be granted to persons who may or may not hold on SLSA award. Honorary Members shall not have voting rights

**(k) Life Membership**

Life Membership of a Club may be granted to Members who have rendered distinguished, or special service as provided for in this constitution and is relevant to this Club only. Life Members shall have the right to be present, to debate and to vote at general meetings.

**11.2 Life Members**

- (a) The Executive Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club and surf lifesaving, where such service is deemed to have assisted the advancement of the Club and surf lifesaving be appointed as a Life Member.
- (b) Life Members of the Club may be elected from the members who have rendered at least 15 years special service to the Club, or on behalf of, the Club.
- (c) Prospective nominees' names shall be referred to the Meritorious Awards Committee at a special meeting of this Committee, and from such meeting the selected nominees shall be submitted to the Executive Committee. There shall be no restriction on numbers for consideration and election at the Council Annual General Meeting, and a two-thirds (2/3) majority of those voting is required to confirm the award.
- (d) Upon life membership being conferred the person's details shall be entered in the register, and from the time of entry on the register the person shall be a Life Member.

## **12. SUBSCRIPTIONS AND FEES**

The annual membership subscription (if any) and fees payable by Members to the Club, the time for and manner of payment shall be as determined by the Management Committee from time to time.

## **13. APPLICATION**

### **13.1 Application for Membership**

An application for membership by an individual (“applicant”) must be:

- (a) in writing on the form prescribed from time to time by SLSQ and/or SLSA from the applicant and lodged with the Club; and
- (b) accompanied by the appropriate fee, if any.

### **13.2 Public Liability Insurance**

The Management Committee must ensure that as soon as possible after the person applies to become a member of the Club, and before the Management Committee considers the application, advise the person of the amount of public liability insurance held by the Club.

### **13.3 Discretion to Accept or Reject Application**

- (a) The Club may accept or reject an application whether the applicant has complied with the requirements in Rule 13.1 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Club accepts an application the applicant shall, subject to notification to SLSQ, become a Member.
- (c) Membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Register shall be updated accordingly as soon as practicable.
- (d) If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reasons for rejection need be given and there is no right of appeal.

### **13.4 Re-Application**

- (a) Members must re-apply for membership of the Club in accordance with the procedures set down by the Club from time to time.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

### 13.5 Deemed Membership

- (a) All individuals who are, prior to the approval of this Constitution, members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act.
- (b) The Members shall provide the Club with such details as may be required by the Club under this Constitution within one month of the approval of this Constitution under the Act.
- (c) Any members of the Club prior to approval of this Constitution under the Act, who are not deemed Members under clause 13.5(a), shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

## 14. REGISTER OF MEMBERS

### 14.1 Register

The Club shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, address, class of membership and date of entry of the name of each Member and the current status of that Member, the awards they possess and whether or not they are proficient in each of those awards;
- (b) the full name, address and date of entry of the name of each Committee Member and Delegate.

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

### 14.2 Inspection of Register

Having regard to confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, Committee Member or Delegate, shall be available for inspection (but not copying) by Members, upon reasonable request.

### 14.3 Use of Register

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

### 14.4 Right of SLSQ to Register

The Club shall provide a copy of the Register at a time and in a form acceptable to SLSQ, and shall provide regular updates of the Register to SLSQ. The Club agrees that SLSQ may utilise the information contained in the Register and the Register itself to further the objects of SLSQ, subject always to reasonable confidentiality considerations and privacy laws.



## 15. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and By-Laws, the SLSQ constitution and regulations and the SLSA constitution and regulation;
- (b) they shall comply with and observe this Constitution and the By-Laws, and any determination, resolution or policy which may be made or passed by the Management Committee or any other entity with delegated authority;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club, SLSQ and SLSA;
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of surf lifesaving as a community service in the local vicinity of the club; and
- (e) they are entitled to all benefits, advantages, privileges and services of Club membership.

## 16. DISCONTINUANCE OF MEMBERSHIP

### 16.1 Notice of Resignation

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

### 16.2 Discontinuance by Breach

- (a) Membership of the Club may be discontinued by the Management Committee if the member:
  - i) is convicted of an indictable offence;
  - ii) is in breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the By-Laws or any resolution or determination made or passed by the Management Committee or any duly authorised committee; or
  - iii) conducts him or herself in a way considered to be injurious or prejudicial to the Objects, character or interests of the Club.
- (b) Membership shall not be discontinued by the Management Committee under **clause 16.2(a)** without the Management Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Management Committee's view to adequately explain to remedy the breach, that Member's membership shall be discontinued under **clause 16.2(a)** by the Club giving written notice of the discontinuance.

### **16.3 Failure to Re-Apply**

If a Member has not re-applied for Membership with the Club within one month of reapplication falling due, that Member's membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this **clause 16.3** as soon as practicable.

### **16.4 Member to Re-Apply**

A Member whose membership has been discontinued or has lapsed under **clause 16.3**:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Management Committee.

### **16.5 Forfeiture of Rights**

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

### **16.6 Membership may be Reinstated**

Membership which has been discontinued under this **clause 16** may be reinstated at the discretion of the Management Committee, upon such conditions as it deems appropriate.

### **16.7 Refund of Membership Fees**

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

## **17. GRIEVANCES, JUDICIAL AND DISCIPLINE**

*(amended July 2020)*

The Club adopts the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time. Any Judiciary Committee appointed by the Management Committee will report to the Executive Committee of the Club and any actions or penalties shall be subject to review by the Executive Committee. Any departure from the strict requirements of the Grievances, Judicial and Discipline Regulations of SLSA will not void any such process provided it is conducted in good faith and provides fairness to those involved.

## **18. ANNUAL GENERAL MEETING**

An Annual General Meeting of the Club shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Management Committee.

The date of the Annual General Meeting shall be a minimum of one (1) week prior to that of the branch.



## 19. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Club. The auditor and Committee Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) Preliminary notice of a General Meeting should be issued 42 days prior to the date of the meeting calling for notices of motion and any other business to be conducted at that meeting.
- (c) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
  - (i) At least 21 days' notice of a General Meeting shall be given to financial voting Members, together with:the agenda for the meeting; and
  - (ii) any notice of motion received from Members except for a notice of motion for life membership.
  - (iii) any notice of motion for life membership will be tabled by the Chairman of the meeting at the conclusion of all other business.
- (e) Notice may be given electronically including by electronic mail or other effective electronic means of communicating such written notification.

## 20. BUSINESS

- (a) The business to be transacted at the Annual General Meeting must include;
  - (i) presentation of the reports of the Management Committee;
  - (ii) consideration of the financial statement and audit report for the last financial year;
  - (iii) the election of Committee Members under this Constitution,
  - (iv) the motion for affiliation with the Branch, SLSQ and SLSA;
  - (v) the appointment of the auditors for the present financial year
  - (vi) the election of a person to life membership if there is a notice of motion
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in **clause 20(a)** shall be special business.

- (c) No business other than that provided on the notice shall be transacted at that meeting except for a notice of motion to confer life membership upon a person.

## **21. NOTICES OF MOTION**

Members shall be entitled to submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than 30 days (excluding receiving date and meeting date) prior to the General Meeting.

Notices of motion must include a mover and seconder

## **22. SPECIAL GENERAL MEETINGS**

### **22.1 Special General Meetings May be Held**

The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Club and, where, but for this clause more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

### **22.2 Requisition of Special General Meetings**

- (a) The Secretary shall on the requisition in writing of 25% of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting shall be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Secretary does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Management Committee.

## **23. PROCEEDINGS AT GENERAL MEETINGS**

### **23.1 Quorum**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be such number of Voting Members over the age of 15 years of age that equate to twice the number of current Committee Members plus one (1) Member.

### **23.2 President to Preside**

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

- (a) in relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists. With the approval of a majority of the meeting, the President may temporarily relinquish the chair until a vote is taken on an item that may present a conflict of interest for the President.

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

### **23.3 Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those Members present and entitled to vote will constitute a quorum for that meeting only.
- (b) The chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 23.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **23.4 Voting Procedure**

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairman; or
- (b) a simple majority of Members.

### **23.5 Recording of Determinations**

Unless a poll is demanded under **clause 23.4**, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

### **23.6 Where Poll Demanded**

If a poll is duly demanded under **clause 23.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

## **24. VOTING AT GENERAL MEETINGS**

### **24.1 Members entitled to Vote must be financial**

Each Member over the age of 15 years and entitled to vote as set out in **clause 11.1** shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by that Member, provided that the member is financially current when the meeting takes place.

### **24.2 Casting Vote**

Where voting at General Meetings is equal, the chairman may exercise a casting vote.

## **25. PROXY AND POSTAL VOTING**

- (a) Proxy voting shall not be permitted at any General Meeting.
- (b) Unless otherwise determined by the Management Committee there shall be no postal voting. If the Management Committee determines that a matter be decided by postal vote it shall also determine the process by which such postal vote is undertaken.

## **26. EXISTING COMMITTEE MEMBERS**

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

## **27. POWERS OF THE MANAGEMENT COMMITTEE**

Subject to the Act and this Constitution, the business of the Club shall be managed, and the powers of the Club shall be exercised, by the Management Committee.

## **28. COMPOSITION OF THE MANAGEMENT COMMITTEE**

### **28.1 Composition of the Management Committee**

The Management Committee shall comprise:

- i. President
- ii. Deputy President,
- iii. Secretary,
- iv. Treasurer,
- v. Captain,
- vi. Junior Activities Officer,
- vii. Chief Training Officer,
- viii. Youth Development Officer,
- ix. Director of Surf Sports
- x. IRB captain
- xi. Surf boat captain
- xii. Craft captain
- xiii. IT and Communications officer

In addition, the Chairperson of the Tallebudgera Surf Life Saving Supporters' Association will have a seat on the Management Committee, however such position will not be counted towards a quorum.

### **28.2 The Executive Committee**

- (a) The Executive Committee of the Club shall be the President, Deputy President, Secretary, Treasurer, Club Captain, Chief Training Officer and Junior Activities Officer.
- (b) The Executive Committee may deal with items requiring prompt or urgent attention between the meetings of the Management Committee or where a scheduled meeting of the Management Committee has not achieved a quorum.

### **28.3 Right to Co-Opt**

The Management Committee may co-opt any person with appropriate experience or expertise to assist the Management Committee in respect of such matters and on such terms as the Management Committee thinks fit. Any person so co-opted shall not be a Committee Member, and shall not exercise the rights of a Committee Member, but shall act in an advisory role only.

### **28.4 Appointment of Delegate**

- (a) The Management Committee shall, from amongst its members, appoint a Delegate to attend general meetings of the Branch for such term as the Management Committee determines, and otherwise in accordance with the Branch and SLSQ Constitution.
- (b) The Club must advise the Branch in writing of its Delegate.



## **29.ELECTION OF COMMITTEE MEMBERS**

### **29.1 Nominations of Candidates**

- (a) Nominations for candidates to be elected to the Management Committee should be called for by the Club forty-two days prior to the Annual General Meeting.
- (b) Nominations of candidates for election as Committee Members (including the President) shall be:
  - (i) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
  - (ii) delivered to the Club not less than 14 days before the date fixed for the holding of the Annual General Meeting.
- (c) If insufficient nominations are received to fill all available vacancies on the Management Committee the candidates nominated shall, subject to a secret ballot by the Members confirming their election and if elected declaration by the chairman, be deemed to be elected.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to a secret ballot by the Members confirming their election and if elected, declaration by the chairman be deemed to be elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Management Committee.

### **29.2 Voting procedures**

Elections shall be conducted by secret ballot and otherwise by such means as is prescribed by the Management Committee.

### **29.3 Term of Office of Committee Members**

The Committee Members shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting. Committee Members may be re-elected.

## **30. VACANCIES OF COMMITTEE MEMBERS**

### **30.1 Grounds for Termination of Office of Committee Member**

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Club;
- (e) is absent without the consent of the Management Committee from meetings of the Management Committee held during a period of 6 months;
- (f) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Club;
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his interest;
- (h) is removed by Special Resolution;
- (i) has been expelled or suspended from membership (without further recourse under this Constitution or the SLSQ Constitution); or
- (j) would otherwise be prohibited from being a Committee Member of a corporation under the *Corporations Act 2001 (Cth)*.

### **30.2 Remaining Committee Members May Act**

In the event of a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of Committee Members, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.

### **30.3 Casual Vacancy**

In the event of a casual vacancy in the office of any Committee Member, the Management Committee may appoint a Member to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

### **30.4 No right of appeal**

A Committee Member has no right of appeal against their removal from office under this **clause 30**.

## 31. MEETINGS OF THE MANAGEMENT COMMITTEE

### 31.1 Management Committee to Meet

The Management Committee shall meet as often as is deemed necessary and is required by the Act in every calendar year for the dispatch of business and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Committee Member may at any time convene a meeting of the Management Committee within a reasonable time.

### 31.2 Decisions of Management Committee

Subject to this Constitution, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall be deemed a determination of the Management Committee. All Committee Members shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.

### 31.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (b) Without limiting the power of the Management Committee to regulate its meetings as it thinks fit, a meeting of Management Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Management Committee or this Constitution and such notice specifies that Committee Members are not required to be present in person;

(iii) in the event that a failure in communications prevents **clause 31.3(b)(i)** from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **clause 31.3(b)(i)** is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and (iv) any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

### **31.4 Quorum**

At meetings of the Management Committee the number of Committee Members whose presence is required to constitute a quorum is a majority of the Committee Members (apart from the position of Chairperson of the Tallebudgera Surf Life Saving Supporters' Association).

### **31.5 Notice of Management Committee Meetings**

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days oral or written notice of the meeting of the Management Committee must be given to each Committee Member.

### **31.6 Conflict of Interest**

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 unless otherwise determined by the Management Committee absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of 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 Management Committee, or if this is not possible, the matter shall be adjourned or deferred. All disclosed interests must be submitted to the Annual General Meeting in accordance with the Act.

## **32. DELEGATIONS**

### **32.1 Management Committee may Delegate Functions**

The Management Committee may by instrument in writing create or establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Management Committee determines.

### **32.2 Delegation by Instrument**

The Management Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Management Committee by the Act or any other law, or this Constitution or by resolution of the Club in General Meeting.

### **32.3 Delegated Function Exercised in Accordance With Terms**

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

### **32.4 Procedure of Delegated Entity**

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Management Committee under **clause 31**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Club with details of all material decisions and shall provide any other reports, minutes and information as the Club may require from time to time.

### **32.5 Delegation may be Conditional**

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

### **32.6 Revocation of Delegation**

The Management Committee may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

## **33. BY-LAWS**

### **33.1 Management Committee to Formulate By-Laws**

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

### **33.2 By-Laws Binding**

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

### **33.3 By-Laws Deemed Applicable**

All clauses, rules, by-laws and regulations of the Club in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this clause.

### **33.4 Notices Binding on Members**

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

## **34. FUNDS, RECORDS AND ACCOUNTS**

### **34.1 Source of Funds**

The Management Committee will determine the sources from which the funds of the Club are to be or may be derived and the manner in which such funds are to be managed.

### **34.2 Club to Keep Records**

The Club shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Club and the Management Committee and shall produce these for verification at each Management Committee or General Meeting.

### **34.3 Records Kept in Accordance with Act**

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Management Committee.

### **34.4 Club to Retain Records**

The Club shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

### **34.5 Management Committee to Submit Accounts**

The Management Committee shall submit to the Members at the Annual General Meeting the Statements of Account of the Club in accordance with this Constitution and the Act.

### **34.6 Accounts Conclusive**

The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

### **34.7 Accounts to be sent to Members**

The Management Committee shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the Statements of Account, the Management Committee's report, the auditor's report (if any) and every other document required under the Act (if any).

### **34.8 Negotiable Instruments**

- (a) All monies shall be banked as soon as practicable after receipt thereof.
- (b) All amounts of one hundred dollars or over shall be paid by electronic transfer or by cheque signed or authorized by any two of the Chairman President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- (c) Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- (d) The Management Committee shall determine the amount of petty cash, which shall be kept on hand.
- (e) All the expenditure shall be approved or ratified at a Management Committee meeting.

### **34.9 Members' Access to books, minutes and other documents**

- (a) Members of the Club may apply to the Management Committee to access the financial records, books, securities and other relevant documents of the Club. Upon receiving such a request, the Management Committee may, at its absolute discretion, decide to permit or refuse the request. If the Management Committee permits the request, it may impose conditions upon the member's access.
- (b) Members of the Club may request to access the Minutes of Management Committee Meetings. Upon receiving such a request, the Management Committee may, at its absolute discretion, decide to permit or refuse the request.

### **35. CAPITAL EXPENDITURE**

Any capital expenditure above the amount of \$100,000 must be approved by an express resolution of the members present at a General Meeting. Capital expenditure is defined in the SLSQ Capital Expenditure policy.

### **36. AUDITOR**

- (a) A properly qualified auditor or auditors shall be appointed by the Club in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001 (Cth)* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Club in General Meeting.
- (b) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

### **37. NOTICE**

#### **36.1 Manner of Notice**

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

### **36.2 Notice of General Meeting**

Notice of every General Meeting shall be given in the manner authorised in this Constitution.

## **38. SEAL**

### **37.1 Safe Custody of Seal**

The Management Committee shall provide for safe custody of the Seal.

### **37.2 Affixing Seal**

The Seal shall only be used by authority of the Management Committee and every document to which the seal is affixed shall be signed by two Committee Members.

## **39. ALTERATION OF CONSTITUTION**

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

## **40. INDEMNITY**

### **39.1 Committee Members to be indemnified**

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

### **39.2 Club to Indemnify Committee Members**

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

- (a) in the case of a Committee Member or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Club.

## **41. DISSOLUTION**

Subject to **clauses 6 and 7**, the Club may be wound up in accordance with the provisions of the Act.



**Verified as a true and correct copy**  
Signed:

.....  
John Cullen,  
President  
Tallebudgera SLSC Inc.

.....  
Ross Calvert,  
Secretary  
Tallebudgera SLSC Inc.