



**QUEENSLAND**

**SURF LIFE SAVING QUEENSLAND  
NORTH QUEENSLAND BRANCH INC**

**CONSTITUTION  
2020**

**“A”**

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# ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

## CONSTITUTION

of

### SURF LIFE SAVING QUEENSLAND NORTH QUEENSLAND BRANCH INC

#### 1. NAME OF BRANCH

The name of the association is Surf Life Saving Queensland North Queensland Branch Inc (**Branch**).

#### 2. DEFINITIONS AND INTERPRETATION

##### 2.1 *Definitions*

In this Constitution unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 1981 (Qld)*.

**Affiliated Club** means a Surf Life Saving Club which has applied for and been granted affiliation with the Branch.

**Board** means the body managing the Branch and consisting of the Directors under **clause 28**.

**Branch** means Surf Life Saving Queensland North Queensland Branch Inc which includes the Affiliated Clubs and their members within the boundaries of the Branch region.

**Branch region** means that area as defined by SLSQ from time to time and currently being from Port Douglas SLSC to Mission Beach SLSC or Ayton to Lucinda Point.

**By Laws** means any By-Laws made by the Board under **clause 36**.

**Club Delegate (Councillor)** means the person appointed by each Affiliated Club to represent the affiliated club at General Meetings. (club president or proxy).

**Constitution** means this constitution of the Branch.

**Council** means the Body consisting of the Councillors under **clause 29**.

**Delegate** means the person appointed from time to time to act for and on behalf of the Branch at meetings of SLSQ.

**Direct Member** means a person who joins the Branch without being an individual member of an Affiliated Club

**Director** means a member of the Board appointed under this Constitution.

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

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

**Individual Members** means Direct Members and any registered members of Affiliated Clubs.

**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 Branch or any championship, competition, series or event or lifesaving activity of or conducted, promoted or administered by the Branch.

**Life Member** means an individual appointed as a Life Member of the Branch under **clause 12**.

**Member** means Affiliated Clubs, Individual Members, Direct Members and Life Members.

**Membership Year** means from 1 October in a year to 30 September in the following year.

**Objects** mean the objects of the Branch under **clause 3**.

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

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

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

**SLSQ** means Surf Life Saving Queensland Inc being the body recognised by SLSA as the body administering surf lifesaving in Queensland.

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

**Surf Life Saving Club** or **SLSC** 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.

### **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 Branch is established solely for the Objects under **clause 3**

### **2.6 Model Rules**

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

## **3. OBJECTS OF BRANCH**

The Branch is a charitable community service-based institution. The Objects for which the Branch is established are to:

- (a) provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout the Branch region
- (b) participate as a member of SLSQ 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 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 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 Branch, SLSQ, Surf Life Saving Clubs, SLSA and surf lifesaving;



- (g) affiliate and otherwise liaise with SLSQ and SLISA, in the pursuit of these objects and the objects of surf lifesaving;
- (h) conduct, encourage, promote, advance and control surf lifesaving in the Branch region in 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 Branch, SLSQ and SLISA;
- (k) apply the property and capacity of the Branch 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 Branch as the authority on aquatic safety and management in the Branch region;
- (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 Branch throughout the Branch region;
- (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 in the Branch region;
- (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 in;
- (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 considered in all surf lifesaving and related activities conducted by the Branch;
- (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 Branch
- (dd) promote uniformity of laws for the control and regulation of the aquatic environment in Branch and 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 the Branch region; 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 BRANCH

Solely for furthering the Objects, the Branch has in, addition to the powers and functions under the Act the powers of a company limited by guarantee under the *Corporations Act 2001*.

#### 5. APPLICATION OF INCOME

- (a) The income and property of the Branch shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution no:
  - (i) portion of the income or property of the Branch shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Individual Member; and
  - (ii) remuneration or other benefit in money or money's worth shall be paid or given by the Branch to any Individual Member who holds any office of or in the Branch.
- (c) Nothing contained in **clauses 5(a)** or **5(b)** shall prevent payment in good faith of or to any Member for:

- (i) any services actually rendered to the Branch whether as an employee or otherwise;
- (ii) goods supplied to the Branch in the ordinary and usual course of operation;
- (iii) interest on money borrowed from any Member;
- (iv) rent for premises demised or let by any Member to the Branch; or
- (v) any out-of-pocket expenses incurred by the Member on behalf of the Branch;

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 Branch is limited.

## **7. MEMBERS' CONTRIBUTIONS**

Every Member of the Branch undertakes to contribute to the assets of the Branch if it is wound up whilst the Member is still a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Branch contracted before the time at which they ceased to be a Member and the costs, charges and expenses of winding up the Branch, such an amount not exceeding one dollar (\$1.00).

## **8. DISTRIBUTION OF DGR PROPERTY ON REVOCATION OF DGR OR WINDING UP**

If the Branch is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred or distributed equally amongst the Affiliated Clubs and/or SLSQ or if the Affiliated Club or SLSQ are no longer a deductible gift recipient or have ceased to exist, to another surf lifesaving organisation to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- (c) money received by the organisation because of such gifts and contributions.

Such deductible gift recipient will be determined by the Members at or before the time of dissolution.

## **9. DISTRIBUTION OF PROPERTY ON WINDING UP**

- (a) This will apply if the Branch:
  - (i) is wound up under part 10 of the Act; and
  - (ii) has surplus assets after satisfying **clause 8**.

- (b) The surplus assets must not be distributed among any Individual Members of the Branch.
- (c) The surplus assets must be given or transferred to the Affiliated Clubs on such basis as is determined by SLSQ. If the Affiliated Clubs have ceased to exist, then the surplus assets must be given or transferred to SLSQ.
- (d) In this clause *surplus assets* have the same meaning as in section 92(3) of the Act.

## **10. STATUS AND COMPLIANCE OF BRANCH**

### ***10.1 Recognition of Branch***

Subject to compliance with this Constitution and the SLSQ constitution the Branch shall continue to be recognised as a member of SLSQ and shall administer surf lifesaving activities in the Branch region in accordance with the Objects.

### ***10.2 Compliance of Branch***

The Branch shall:

- (a) be or remain incorporated in Queensland;
- (b) appoint a Delegate annually to represent the Branch at meetings of SLSQ;
- (c) nominate such other persons as may be required to be appointed to SLSQ committees from time to time under this Constitution or the SLSQ constitution or otherwise;
- (d) forward to SLSQ a copy of this Constitution and details of its Directors and Councillors;
- (e) adopt the objects of SLSQ (in whole or in part as are applicable to the Branch 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.

### ***10.3 Operation of Constitution***

The Branch and SLSQ 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 throughout the Branch region;
- (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 SLSQ considers or is advised that the Branch has:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of SLSQ; or
  - (ii) acted in a manner prejudicial to the Objects and interests of SLSQ and/or surf lifesaving; or
  - (iii) brought SLSQ, the Branch, any Surf Life Saving Club or surf lifesaving into disrepute;

SLSQ may after allowing the Branch a reasonable opportunity to explain, adjudicate and if necessary, penalise the Branch with such penalty as it thinks appropriate.

## **11. BRANCH CONSTITUTION**

### ***11.1 Constitution of the Branch***

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 and SLISA;
- (c) recognising SLISA as the peak body for surf lifesaving in Australia;
- (d) recognising SLSQ as the peak body for surf lifesaving in Queensland;
- (e) recognising SLISA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings; and
- (f) any other such matters as are required to give full effect to the SLSQ constitution.

### **11.2 Operation of the SLSQ Constitution**

- (a) The Branch will take all steps to ensure its Constitution is in conformity with the SLSQ constitution at least to the extent set out in **clause 11.1** and in respect of those matters set out in **clause 11.1** shall ensure this Constitution is amended in conformity with future amendments made to the SLSQ constitution, subject to the Act.
- (b) The Branch shall provide to SLSQ a copy of its Constitution and all amendments to this document. The Branch 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.

## **12. MEMBERS**

### **12.1 Membership**

The membership of the Branch shall consist of:

- (a) Affiliated Clubs which subject to this Constitution shall be represented by their Club Delegate who shall have the right to be present, debate and vote at General Meetings;
- (b) Individual Members who shall have the right to be present at General Meetings but shall have no voting or debating rights;
- (c) Direct Members who shall have the right to be present at General Meetings but shall have no voting or debating rights. Direct Members may apply to join the Branch directly without being a member of an Affiliated Club after paying the relevant fee and complying with such other membership requirements as may be set by the Board from time to time; and
- (d) Life Members who shall have the have the right to be present at General Meetings but shall have no voting rights.

### **12.2 Life Members**

- (a) The Board may recommend to the Annual General Meeting that, any natural person who has rendered outstanding service to the Branch and surf lifesaving within the Branch region for a minimum of 10 years, where such service is deemed to have assisted the advancement of the Branch and Surf Lifesaving, be appointed as a Life Member.
- (b) Nominations for life membership will be forwarded, with resumes of service, to the Branch Life Members and Honours Committee
- (c) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Club delegates must be a Special Resolution.
- (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
- (e) A Life Member's life membership may be revoked by resolution of a General Meeting.

### **12.3 Affiliated Clubs**

- (a) Each Affiliated Club shall:
  - (i) be or remain incorporated in Queensland;
  - (ii) appoint a Club Delegate annually to represent the Affiliated Club at General meetings and other Branch meetings;
  - (iii) nominate such other persons as may be required to be appointed to Branch committees from time to time under this Constitution or otherwise;
  - (iv) forward to the Branch a copy of its constituent documents and details of its directors;
  - (v) adopt the Objects and those of SLSQ (in whole or in part as are applicable to the Affiliated Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with this Constitution and the SLSQ constitution;
  - (vi) apply its property and capacity solely in pursuit of the Objects and lifesaving;
  - (vii) do all that is reasonably necessary to enable the Objects to be achieved;
  - (viii) act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for benefit of the Members and surf lifesaving;
  - (ix) at all times act on behalf of and in the interests of the Members and surf lifesaving; and
  - (x) by adopting the objects of the Branch, abide by this Constitution and the SLSQ constitution.
  
- (b) The Branch and each Affiliated Club acknowledges and agrees:
  - (i) 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 throughout the Branch region;
  - (ii) to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
  - (iii) 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;
  - (iv) 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;

- (v) to act in the interests of surf lifesaving and the Members;
- (vi) where the Branch and/or SLSQ considers or is advised that an affiliated Club has:
  - (A) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, any resolution or determination of the Branch or the SLSQ constitution; or
  - (B) acted in a manner prejudicial to the Objects and interests of the Branch, SLSQ and/or surf lifesaving; or
  - (C) brought the Branch, SLSQ, any Surf Life Saving Club or surf lifesaving into disrepute;

the Branch and/or SLSQ may after allowing the Affiliated Club a reasonable opportunity to explain, adjudicate and if necessary, penalise the Affiliated Club with such penalty as it thinks appropriate.

- (c) Any affiliated Club's constitution will clearly reflect the Objects and those of SLSQ and shall generally conform with this Constitution, subject to any requirements in the Act, and at least to the extent of:
  - (i) the Objects;
  - (ii) the structure and membership categories of SLSQ and SLISA;
  - (iii) recognising SLISA as the peak body for surf lifesaving in Australia;
  - (iv) recognising SLSQ as the peak body for surf lifesaving in Queensland; and
  - (v) such other matters as are required to give full effect to this Constitution.

### **13. SUBSCRIPTIONS AND FEES**

The annual membership subscription (if any) and any other fees and levies payable by Members (or any category of Member) to the Branch, the time for and manner of payment shall be as determined by the Board in consultation with the Council.

### **14. APPLICATION**

#### ***14.1 Application for Membership***

An application for membership must be:

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



### **14.2 Public Liability Insurance**

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

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

- (a) The Branch may accept or reject an application whether the applicant has complied with the requirements in **clause 14.1** or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Branch accepts an application the applicant shall, subject to notification to SLSQ, become a Member.
- (c) Membership of the Branch shall be deemed to commence upon acceptance of the application by the Branch. The Register shall be updated accordingly as soon as practicable.
- (d) If the Branch rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Branch. No reasons for rejection need be given and there is no right of appeal.

### **14.4 Re-Application**

- (a) Members must re-apply for membership of the Branch in accordance with the procedures set down by the Branch 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 Branch.
- (c) The Branch has a similar discretion to accept or reject a renewal application as under **clause 14.3**.

### **14.5 Deemed Membership**

- (a) All individuals and entities who are, prior to the approval of this Constitution, members of the Branch shall be deemed Members of the Branch (in the relevant category) from the time of approval of this Constitution under the Act.
- (b) The Members shall provide the Branch with such details as may be required by the Branch under this Constitution within one month of the approval of this Constitution under the Act.
- (c) Any members of the Branch prior to approval of this Constitution under the Act, who are not deemed Members under **clause 14.5(a)**, shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

## **15. REGISTER OF MEMBERS**

### **15.1 Register**

The Branch 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 Councillor, Director and Delegate.

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

### **15.2 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, Director, or Delegate, shall be available for inspection (but not copying) by Members, upon reasonable request.

### **15.3 Use of Register**

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

### **15.4 Right of SLSQ to Register**

The Branch 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 Branch 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.

## **16. EFFECT OF MEMBERSHIP**

- (a) Members acknowledge and agree that: this Constitution constitutes a contract between each of them and the Branch and that they are bound by this Constitution and By-Laws, the SLSQ constitution and regulations and the SLSA constitution and regulations;
- (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 Board or any other entity with delegated authority;
  - (i) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Branch, SLSQ and SLSA; neither membership of the Branch nor this Constitution gives rise to:
    - (A) any proprietary right of Members in, to or over the **Branch** or its property or assets;
    - (B) any automatic right of a Member to renewal of their membership of the Branch; or
    - (C) subject to the Act and the Branch acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;

- (c) 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 Branch Region; and
- (d) they are entitled to all benefits, advantages, privileges and services of Branch membership.

## **17. DISCONTINUANCE OF MEMBERSHIP**

### ***17.1 Notice of Resignation***

- (a) Subject to **clause 17.1(b)** a Member having paid all arrears of fees payable to the Branch may resign or withdraw from membership of the Branch by giving notice in writing to the Branch of resignation or withdrawal.
- (b) Where the Member seeking to resign is an Affiliated Club the notice in writing advising of the purported resignation must be accompanied by a copy of the Special Resolution passed by the members of the Affiliated Club authorising or confirming the Affiliated Club's resignation.

### ***17.2 Discontinuance by Breach***

- (a) Membership of the Branch may be discontinued by the Board if the Member:
  - (i) is (if an Individual Member) convicted of an indictable offence (subject to SLSQ and SLSA policies and regulations);
  - (ii) is in breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Branch, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee; or
  - (iii) conducts themselves in a way considered to be injurious or prejudicial to the Objects, character or interests of the Branch or surf lifesaving.
- (b) Membership shall not be discontinued by the Board under **clause 17.2(a)(ii)** or **(iii)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain to remedy the breach, that Member's membership shall be discontinued under **clause 17.2(a)** by the Branch giving written notice of the discontinuance.

### ***17.3 Failure to Re-Apply***

If a Member has not re-applied for Membership with the Branch 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 17.3** as soon as practicable.

### ***17.4 Member to Re-Apply***

A Member whose membership has been discontinued or has lapsed under **clause 17.3**:

- (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 Board.

#### **17.5 Forfeiture of Rights**

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

#### **17.6 Membership May Be Reinstated**

Membership which has been discontinued under this **clause 17** may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

#### **17.7 Refund of Membership Fees**

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

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

The Branch adopts the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time. These shall be replicated in the By-Laws but cannot be amended from the SLSA Regulations without the prior written approval of SLSQ and SLSA.

### **19. ANNUAL GENERAL MEETING**

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

### **20. NOTICE OF GENERAL MEETING**

- (a) Notice of every General Meeting shall be given to every Affiliated Club and life members, at the addresses appearing in the Register kept by the Branch. The auditor, Councillors and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address (electronically if available). 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.
- (d) At least 28 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - (i) the agenda for the meeting; and

- (ii) any notice of motion received from Members.

## **21. BUSINESS**

- (a) The business to be transacted at the Annual General Meeting must include;
  - (i) presentation of the reports of the Board;
  - (ii) consideration of the financial statement and audit report for the last financial year;
  - (iii) the election of Directors under this Constitution,
  - (iv) the motion for affiliation with SLSQ;
  - (v) the appointment of the auditors for the present financial year; and
  - (vi) notification of Life Members
- (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 21(a)** shall be special business.
- (c) No business other than that provided on the notice shall be transacted at that meeting.

## **22. NOTICES OF MOTION**

Affiliated Clubs 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 (Director of Administration &IT) or if appointed the Branch Administrator not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting. Notices of motion must include a mover and seconder.

## **23. SPECIAL GENERAL MEETINGS**

### ***23.1 Special General Meetings May Be Held***

The Board or may, whenever it thinks fit, convene a Special General Meeting of the Branch 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.

### ***23.2 Requisition of Special General Meetings***

- (a) The Secretary (Director of Administration &IT) or if appointed the Branch Administrator shall on the requisition in writing of 50 percent of Affiliated Clubs 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 appointed Delegates of the Affiliated Clubs making the requisition and be sent to the Branch. The requisition may consist of several documents in a like form, each signed by one or more of the Delegates making the requisitions.

- (c) If the Secretary (Director of IT & Administration) or if appointed the Branch Administrator does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Branch, the Affiliated Clubs making the requisition may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by the Affiliated Clubs under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

## **24. PROCEEDINGS AT GENERAL MEETINGS**

### ***24.1 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 a simple majority of Club Delegates.

### ***24.2 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.

If the President or Deputy President are not present or are unwilling or unable to preside the Club Delegates or Directors shall appoint one of the Directors to preside as chairman for that meeting only.

### ***24.3 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 24.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

#### **24.4 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 majority of Members.

#### **24.5 Recording of Determinations**

Unless a poll is demanded under **clause 24.4**, 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 Branch shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

#### **24.6 Where Poll Demanded**

If a poll is duly demanded under **clause 24.4** 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.

#### **24.7 Use of technology**

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting under **clause 24.7(a)** is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **25. VOTING AT GENERAL MEETINGS**

#### **25.1 Members entitled to Vote**

Each Affiliated Club shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by that Affiliated Club's Club Delegate. No other Member is entitled to vote.

#### **25.2 Casting Vote**

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

### **26. PROXY AND POSTAL VOTING**

- (a) Proxy voting shall not be permitted at any General Meeting; however Affiliated Clubs may substitute their appointed Club Delegate at any time on the proviso of due written notice being received by the Branch, authorising the nominated substitute to act on the Affiliated Club's behalf.

- (b) If the Board determines that a matter be decided by electronic or postal vote it shall also determine the process by which such electronic or postal vote is undertaken

## **27. EXISTING DIRECTORS**

The members of the governing or managing body (by whatever name called) of the Branch 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 Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

## **28. POWERS OF THE BOARD**

Subject to the Act and this Constitution, the business of the Branch shall be managed, and the powers of the Branch shall be exercised, by the Board

## **29. COUNCIL**

- (a) In addition to any General Meetings held under this Constitution the Council shall meet at least once per year. The object of this Council meeting is to:
  - (i) inform the Board of significant membership issues;
  - (ii) assist the Board to (as relevant) design or review Branch strategic plan and direction;
  - (iii) discuss Branch issues;
  - (iv) provide feedback to the Board on the results of its governance decisions in practice at Member level; and
  - (v) discuss such other issues as a Councillor may wish to raise
- (b) The Council shall determine who should be invited and who attends Council meetings.
- (c) A member of the Council other than the President may be removed at a joint meeting of the Board and Council by a special resolution of the combined number of votes present at the meeting. Such joint meeting must be called in the same manner as a Special General Meeting under this Constitution.

## **30. COMPOSITION OF THE COUNCIL AND BOARD**

### ***30.1 Composition of Council***

The Council shall comprise:

- (a) the Branch President;
- (b) the Branch Deputy President;
- (c) the president of the each of the Affiliated Clubs; and
- (d) the Branch Secretary (non-voting) Director of IT and Branch Administrator if appointed (non-voting).



### **30.2 Composition of the Board**

The Board shall comprise:

- (a) the President;
- (b) the Deputy President;
- (c) Director of Finance (Treasurer);
- (d) the Secretary (Director of IT & Administrator); and
- (e) four other Directors; who must all be Individual Members and who shall be elected under **clause 31**.
- (f) Director of Lifesaving  
Director of Surf Sports  
Director of Youth & Membership services  
Director of Junior Activities

All Directors must be at least 18 years of age.

### **30.3 Portfolios**

If the Board considers it appropriate, in order to further the Objects, it may allocate to specific portfolios, with specific responsibilities, as determined in the discretion of the Board.

### **30.4 Right to Co-Opt**

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

### **30.5 Appointment of Delegate**

- (a) The Council shall appoint a Delegate to attend general meetings of SLSQ for such term as the Board determines, and otherwise in accordance with this Constitution and the SLSQ constitution.
- (b) The Branch must advise SLSQ in writing of its Delegate.

## **31. ELECTION OF DIRECTORS**

### **31.1 Nominations of Candidates**

- (a) Nominations for candidates to be elected to the Board shall be called for by the Branch forty-two days prior to the Annual General Meeting.
- (b) When calling for nominations the Branch shall also provide details of the necessary qualifications including the requirements under the Act and job

description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.

- (c) Professionally employed staff of the Branch, or of any Affiliated Club or SLSQ, are not permitted to hold an elected position in the Branch. Such staff may seek election as Directors with the proviso that if elected, they shall immediately forfeit their salaried position and resign from such office.
- (d) Nominations of candidates for election as Directors (including the President and Deputy President) shall be:
  - (i) made in writing, signed by two Members as nominator and seconder, and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination) and endorsed by their Affiliated Club as a Member in good standing; and
  - (ii) delivered to the Branch not less than 28 days before the date fixed for the holding of the Annual General Meeting. The Branch shall send the nominations to Members entitled to receive notice under this Constitution together with the agenda for that General Meeting not less than 14 days before the date fixed for the holding of the Annual General Meeting.
- (e) If insufficient nominations are received to fill all available vacancies on the Board the candidates nominated shall, subject to a secret ballot by the Club Delegate confirming their election and if elected, declaration by the chairman, be deemed to be elected.
- (f) 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 Club Delegates confirming their election and if elected, declaration by the chairman, be deemed to be elected.
- (g) 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 Board.
- (h) Vacancies on the Board the candidates nominated shall, subject to a secret ballot by the Club Delegate confirming their election and if elected, declaration by the chairman, be deemed to be elected.

### **31.2 Voting procedures**

Elections shall be conducted by secret ballot and otherwise by such means as is prescribed by the Board-

### **31.3 Term of Office of Directors**

- (a) **The President, Director of Finance, Director of Life Saving, Director of Youth & Membership** shall be elected in even years by the members of Council from amongst nominations submitted as set out in **clause 31.1** for terms of 2 years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.

- (b) **The Deputy President, Secretary (Director of IT & Administration), Director of Surf Sports and Director of Junior Activities** shall be elected in each year of odd years from amongst nominations submitted as set out in **clause 31.1** for terms of 2 years which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (c) Should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with the Constitution, this shall be determined by the Board, by lot. Elections to subsequent Boards positions shall then proceed in accordance with the procedures in these Rules with approximately half the elected Board members retiring each year.

## **32. VACANCIES OF DIRECTORS**

### ***32.1 Grounds for Termination of Office of Director***

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

- (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 Branch;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of 6 months;
- (f) holds any office of profit under the Branch;
- (g) is directly or indirectly interested in any contract or proposed contract with the Branch 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, the member's Affiliated Club constitution, the SLSQ constitution or SLSA constitution); or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001*.

### ***32.2 Remaining Directors May Act***

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the Board may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, the Board may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or to call a General Meeting.

### **32.3 *Casual Vacancy***

In the event of a casual vacancy in the office of any Director, the Council 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.

### **32.4 *No right of appeal***

A director has no right of appeal against their removal from office under this **clause 32**.

## **33. MEETINGS OF THE COUNCIL**

The Council shall meet as **clause 29(a)** or as often as is deemed necessary and/or 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 Councillors may at any time convene a meeting of the Council within a reasonable time.

### **33.1 *Decisions of Council***

Subject to this Constitution, questions arising at any meeting of the Council shall be decided by a majority of votes and a determination of a majority of Councillors shall be deemed a determination of the Council. All Councillors, including the chair, shall have one vote on any question. The chairperson may exercise a casting vote.

### **33.2 *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 Councillors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Councillors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Councillors.
- (b) Without limiting the power of the Council to regulate its meetings as it thinks fit, a meeting of Council may be held where one or more of the Councillors 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 Councillors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Council or this Constitution and such notice specifies that Councillors are not required to be present in person;
  - (iii) In the event that a failure in communications prevents **clause 33.2(b)(i)** from being satisfied by that number of Councillors which constitutes a quorum, and none of such Councillors 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 33.2(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 Councillors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Councillor is there present and if no Councillor is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

### **33.3 Quorum**

At meetings of the Council the number of Councillors whose presence is required to constitute a quorum is a majority of the Councillors.

### **33.4 Notice of Council Meetings**

Unless all Councillors 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 Council must be given to each Councillor.

### **33.5 Conflict of Interest**

A Councillor shall declare his interest in any club, contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall unless otherwise determined by the Council absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If there is any uncertainty as to whether it is necessary for a Councillor to absent himself from discussion or refrain from voting, the issue should be immediately determined by vote of the Council, 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.

## **34. MEETINGS OF THE BOARD**

The Board shall meet as often as is deemed necessary and/or 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 Director may at any time convene a meeting of the Board within a reasonable time.

### **34.1 Decisions of Board**

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors, including the chair, shall have one vote on any question. The chairperson may exercise a casting vote.

### **34.2 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 Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of Board may be held where one or more of the Directors 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 Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;
  - (iii) In the event that a failure in communications prevents **clause 34.2(b)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors 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 34.2(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 Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

### **34.3 Quorum**

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of the Directors.

### **34.4 Notice of Board Meetings**

Unless all Directors 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 Board must be given to each Director.

### **34.5 Conflict of Interest**

A Director shall declare his interest in any club, contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall unless otherwise determined by the Board absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If there is any uncertainty as to whether it is necessary for a Director to absent himself from discussion or refrain from voting, the issue should be immediately determined by vote of the Board, 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.

## **35. DELEGATIONS**

### ***35.1 Board may Delegate Functions***

The Board 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 Board determines.

### ***35.2 Delegation by Instrument***

The Board 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 Board by the Act or any other law, or this Constitution or by resolution of the Branch in General Meeting.

### ***35.3 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.

### ***35.4 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 Board under **clause 34**. The entity exercising delegated powers shall make decisions in accordance with the Objects and shall promptly provide the Branch with details of all material decisions and shall provide any other reports, minutes and information as the Branch may require from time to time.

### ***35.5 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.

### ***35.6 Revocation of Delegation***

The Board 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.

## **36. BY-LAWS**

### ***36.1 Board to Formulate By-Laws***

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Branch, the advancement of the Objects and surf lifesaving in the Branch Region 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 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.

**36.2 *By-Laws Binding***

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

**36.3 *By-Laws Deemed Applicable***

All clauses, rules, by-laws and regulations of the Branch 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.

**36.4 *Notices Binding on Members***

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

**37. PROPERTY, FUNDS, RECORDS, ACCOUNTS AND STAFF**

**37.1 *Source of Funds***

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

- (a) The Director of Business and Finance shall prepare a budget by 1 May for the ensuing year, after consultation with all officers of the Branch.
- (b) The budget shall be submitted by the Board to the Council for consideration. Once approved it shall be competent for each officer, Board and Committee to utilize the Branch finances to the limit of its allocation, unless directed otherwise by Board.
- (c) Any unforeseen items in relation to finance that may arise shall first be considered by the Board, which shall, if considered necessary, submit the matter to the Council for consideration and decision.

**37.2 *Branch to Keep Records***

The Branch shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Branch and the Board and shall produce these for verification at each Board or General Meeting (as applicable).

**37.3 *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 Board.

**37.4 *Branch to Retain Records***

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



**37.5 Board to Submit Accounts**

**37.6 The Board shall submit to the Members at the Annual General Meeting the Statements of Account of the Branch in accordance with this Constitution and the Act. 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.

**37.7 Accounts to be sent to Members**

The Board 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 Board's report, the auditor's report (if any) and every other document required under the Act (if any).

**37.8 Negotiable Instruments all monies shall be banked as soon as practicable after receipt of them.**

- (a) All amounts of one hundred dollars or over may be paid by electronic transfer or by cheque signed or authorized by any two of the President, Secretary (Director of Administrator & IT), Treasurer Director of Finance) or such other members as are authorised from time to time by the Council.
- (b) Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- (c) The Board shall determine the amount of petty cash, which shall be kept on hand.
- (d) All expenditure over \$1,500.00 outside the approved Branch budget shall be approved or ratified at a General Meeting or by circular resolution passed by a majority of Councillors.

**37.9 Members' Access to books, minutes and other documents**

- (a) Members of the Branch may apply to the Board to access the financial records, books, securities and other relevant documents of the Branch. Upon receiving such a request, the Board may, at its absolute discretion, allow or refuse the request. If the Board permits the request, it may impose conditions upon the member's access.
- (b) Members of the **Branch may request access to the Minutes of Board, Council and committee meetings. Upon receiving such a request, the Board may, at its absolute discretion, allow or refuse the request.**
- (c) Any application or request made under this **clause 37.9** must be made in good faith and for a proper purpose.

**38. AUDITOR**

A properly qualified auditor or auditors shall be appointed by the Branch at the Annual 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 resolution passed at a General Meeting.

- (a) The accounts of the Branch 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.

## **39. NOTICE**

### **39.1 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 where available, by electronic mail, to the Member's registered address or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been affected three days after posting. Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

### **39.2 Notice of General Meeting**

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

## **40. SEAL**

If the Branch has a seal:

- (a) the Board shall provide for it and its safe custody; and
- (b) it shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two Directors.

## **41. ALTERATION OF CONSTITUTION**

This Constitution 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).

## **42. INDEMNITY**

### **42.1 Directors to be indemnified**

Every Director, officer, auditor, manager, employee or agent of the Branch shall be indemnified out of the property or assets of the Branch against any liability incurred by them in their capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

#### **42.2 Branch to Indemnify Directors**

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

- (a) a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Branch; and
- (b) an employee performed or made in the course of, and within the scope of their employment by the Branch.

#### **43. DISSOLUTION**

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