

PORT CAMPBELL SURF LIFESAVING CLUB INC.

CONSTITUTION

(Adopted 1 July 2010)

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1) NAME, COLOURS AND FOUNDER

- a) The name of the incorporated association is “The Port Campbell Surf Lifesaving Club Incorporated”.
- b) The Club's Colours are black and white and red. (26/08/1964)
- c) The club cap shall be white with a 25mm black stripe down the centre with a 12mm red stripe on both sides of the black stripe. (19/11/1963).
- d) The Founder of the club is recognised as Mr Keith Gray. (11/08/1965)

2) DEFINITIONS AND INTERPRETATION

- a) Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 1981 (Vic)*.

“**Association**” means **The Port Campbell Surf Life Saving Club Incorporated** and in some instances will be referred to as “The Club”.

“**By Laws**” means any By-Laws made by the Committee under Rule 35.

“**Committee**” means the body managing the Association and consisting of the Committee Members under Rule 29.

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

“**Constitution**” means this Constitution of the Association.

“**Delegate**” means the person appointed from time to time to act for and on behalf of the Association and to attend, debate but not vote at general meetings of LSV.

“**Financial year**” means the year ending 31st March in each year with Annual Subscriptions due 1st July each year.

“**General Meeting**” means the annual or any special general meeting of the Association.

“**Individual Member**” means a registered member of the Association and can only include junior (“*Nipper*”) members; cadet members; active members; reserve active members; social members; award members; associate members; honorary members; and life members of the Association which are defined in the By-Laws.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or

registrable) relating to the Association or any championship, competition, series or event or lifesaving activity of or conducted, promoted or administered by the Association.

“Life Member” means an individual appointed as a Life Member of the Association under Rule 11.

“Life Saving Club” means a lifesaving club which is a member of or otherwise affiliated with LSV or SLSA.

“LSV” means the body recognised by SLSA as the body administering lifesaving in Victoria.

“Member” means a member for the time being of the Association.

“Objects” means the objects of the Association under Rule3.

“President” means the President for the time being of the Association.

“Seal” means the common seal of the Association and includes any official seal of the Association.

“SLSA” means Surf Life Saving Australia Limited.

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

“State” means and includes a State or Territory of Australia.

b) Interpretation

In this Constitution:

- i) A reference to a function includes a reference to a power, authority and duty;
- ii) 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;
- iii) Words importing the singular include the plural and vice versa;
- iv) Words importing any gender include the other genders;
- v) References to persons include corporations and bodies politic;
- vi) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- vii) 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
- viii) 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.

c) Severance

- i) 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.

d) Expressions in the Act

- i) 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.

e) Sole Purpose

- i) The Association is established solely for the Objects.

3) OBJECTS OF ASSOCIATION

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

- i) Participate as a member of Life Saving Victoria (“LSV”) and Surf Life Saving Australia Limited (“SLSA”) through and by which lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- ii) Provide for the conduct, encouragement, promotion, advancement and administration of lifesaving throughout the region;
- iii) Ensure the maintenance and enhancement of the Association, LSV, Life Saving Clubs, SLSA, and lifesaving, its standards, quality and reputation for the benefit of the Members and lifesaving;
- iv) At all times promote mutual trust and confidence between the Association, LSV, Life Saving Clubs, SLSA, and the Members in pursuit of these objects;
- v) At all times act on behalf of and in the interest of the Members and lifesaving;
- vi) Promote the economic and community service success, strength and stability of the Association, LSV, Life Saving Clubs, SLSA, and lifesaving;
- vii) Use and protect the Intellectual Property
- viii) Promote the involvement and influence of lifesaving standards, techniques, awards and education with bodies involved in lifesaving;
- ix) Further develop 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;
- x) Review and/or determine any matters relating to lifesaving which may arise, or be referred to it, by any Member;

- xi) Pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of lifesaving in the region;
- xii) 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 lifesaving;
- xiii) Have regard to the public interest and environmental considerations in its operations;
- xiv) 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;
- xv) Promote the health and safety of Members and all other users of the aquatic environment;
- xvi) Encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in lifesaving competition and to award trophies and rewards to successful competitors;
- xvii) Encourage and promote performance-enhancing drug free competition;
- xviii) 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;
- xix) Give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than lifesaving;
- xx) Seek and obtain improved facilities for the enjoyment of the aquatic environment in the region;
- xxi) Effect such objects as may be necessary in the interests of lifesaving and the aquatic environment in the region; and
- xxii) 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 ASSOCIATION

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

5) APPLICATION OF INCOME

- a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- b) Except as prescribed in this Constitution:
 - (i) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (ii) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- 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 Association whether as an employee or otherwise;
 - ii) Goods supplied to the Association 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 Association;
 - v) Any out-of-pocket expenses incurred by the Member on behalf of the Association;
- d) 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

- a) The liability of the Members of the Association is limited.

7) MEMBER'S CONTRIBUTIONS

- a) Every Member of the Association undertakes to contribute to the assets of the Association 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 Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

8) DISTRIBUTION OF PROPERTY ON WINDING UP

- a) If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some registered or exempt charity, having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution. Such registered or exempt charity will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

9) STATUS AND COMPLIANCE OF ASSOCIATION

a) Recognition of Association

- i) Subject to compliance with this Constitution, the LSV constitution, and the SLSA constitution the Association shall continue to be recognised as a Member of LSV and shall administer lifesaving activities in the region in accordance with the Objects.

b) Compliance of Association

- i) The Members acknowledge and agree the Association shall:
- (1) Remain incorporated in Victoria;
 - (2) Appoint a Delegate annually to represent the Association at general meetings of LSV;
 - (3) Nominate such other persons as may be required to be appointed to LSV committees from time to time under this Constitution or the LSV constitution or otherwise;
 - (4) Forward to LSV a copy of its constituent documents and details of its Committee Members;
 - (5) Adopt the objects of LSV (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the LSV constitution;
 - (6) Apply its property and capacity solely in pursuit of the Objects and lifesaving;
 - (7) Do all that is reasonably necessary to enable the Objects to be achieved;
 - (8) 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 lifesaving;
 - (9) At all times act on behalf of and in the interests of the Members and lifesaving; and

(10) By, adopting the objects of LSV, abide by the LSV Constitution.

c) Operation of Constitution

i) The Association and the Members acknowledge and agree:

- (1) That they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout the region;
- (2) To ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for the benefit of the Members and lifesaving;
- (3) 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 lifesaving and its maintenance and enhancement;
- (4) 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;
- (5) To act in the interests of lifesaving and the Members;

ii) Where the Association considers or is advised that a Member has allegedly:

- (1) Breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Association; or
- (2) Acted in a manner prejudicial to the Objects and interests of the Association and/or lifesaving; or
- (3) Brought the Association, any Life Saving Club or lifesaving into disrepute; the Association 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) **ASSOCIATIONS CONSTITUTION**

a) Constitution of the Association

- i) The Constitution will clearly reflect the objects of LSV and shall generally conform with the LSV constitution, subject to any requirements in the Act, and at least to the extent of:
 - (1) The objects of LSV;
 - (2) The structure and membership categories of LSV;
 - (3) Recognising SLSA as the national peak body for lifesaving in Australia, in accordance with the SLSA Constitution;
 - (4) Recognising LSV as the peak body for lifesaving in Victoria;
 - (5) Recognising SLSA as the final arbiter on matters pertaining to lifesaving in Australia, including disciplinary proceedings;
 - (6) Such other matters as are required to give full effect to the LSV constitution;
- ii) With such incidental variations as are necessary having regard to the Act.

b) Operation of the LSV Constitution

- i) The Association will take all steps to ensure its Constitution is in conformity with the LSV constitution at least to the extent set out in Rule 10 (a) and in respect of those matters set out in Rule 10 (a) shall ensure this Constitution is amended in conformity with future amendments made to the LSV constitution, subject to any prohibition or inconsistency in the Act.
- ii) The Association shall provide to LSV a copy of its Constitution and all amendments to this document. The Association acknowledges and agrees that LSV has power to veto any provision in its Constitution which, in LSV's opinion, is contrary to the objects of LSV.

11) **CATEGORIES OF MEMBERS**

- a) Membership of the Club with voting rights shall be the following Classes:
 - i) Active Membership
 - ii) Reserve Active Membership
 - iii) Award Membership
 - iv) Life Membership
 - v) Associate Membership
 - vi) Family Membership (if individual membership category has voting rights)
- b) Membership of the Club without voting rights shall be the following Classes:
 - i) Social Membership
 - ii) Honorary Membership
 - iii) Cadet Membership
 - iv) Junior (Nipper) Membership
- c) Classes of membership are described and detailed in the Associations bylaws.

12) **SUBSCRIPTIONS AND FEES**

- a) The annual membership subscription and fees payable by Members to the Association, the time for and manner of payment shall be as detailed in the Associations bylaws.

13) **APPLICATION**

Application for Membership

- a) An application for membership by an individual (“applicant”) must be:
 - i) In writing on the form prescribed from time to time by LSV and/or SLSA, from the applicant or its nominated representative and lodged with the Association and;
 - ii) Accompanied by the appropriate fee, if any.
- b) Discretion to Accept or Reject Application
 - (i) The Association may accept or reject an application whether the applicant has complied with the requirements in Rule 13(a) or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
 - (ii) Where the Association accepts an application the applicant shall, subject to notification to LSV, become a Member.
 - (iii) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Register shall be updated accordingly as soon as practicable.
 - (iv) If the Association rejects an application, it shall refund any fees forwarded with the application.
- c) Re-Application
 - i) Members must re-apply for membership of the Association in accordance with the procedures set down by the Association from time to time.
 - ii) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Association.

14) **REGISTER OF MEMBERS**

Register

- a) The Association shall keep and maintain a Register in which shall be entered

- i) the full name, address, class of membership and date of entry of the name of each Member; and
 - ii) the full name, address and date of entry of the name of each Committee Member and Delegate.
- b) Members shall provide notice of any change and required details to the Association within one month of such change.
- c) Inspection of Register
 - i) 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.
- d) Use of Register
 - i) Subject to confidentiality considerations and privacy laws, the Register may be used by the Association to further the Objects, as the Board considers appropriate.
- e) Right of LSV to Register
 - i) The Association shall provide a copy of the Register at a time and in a form acceptable to LSV, and shall provide regular updates of the Register to LSV. The Association agrees that LSV may utilise the information contained in the Register and the Register itself to further the objects of LSV, 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 Association and that they are bound by this Constitution and By-Laws, the LSV 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 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 Association, LSV and SLSA;
- d) The Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of lifesaving as a community service in the region; and
- e) They are entitled to all benefits, advantages, privileges and services of Association membership.

16) DUTIES OF MEMBERS

- a) It shall be the duty of the members to observe and comply with the Constitution of the Club for the time being and by-laws and regulations made by the Committee there under;
- b) No member shall remove any of the property of the Club from the clubs buildings without the consent of the Committee first had and obtained or in any way damage or injure any of the club's property;
- c) The damages sustained by the Club through any infringement of the preceding sub-clause of this rule may be assessed by the Committee and notice of this assessment shall be given to the member or members concerned. Every such assessment shall be final and binding upon such member and the amount thereof shall forthwith be paid to the Club failing which it shall be recoverable by action;
- d) No games of chance or dice shall be played in the Social Rooms or on it's premises except those authorized by the Liquor Control Commission and where the appropriate permit has been obtained;
- e) These rules preclude any person receiving a greater profit benefit, or advantage from the Club than that received by every member thereof other than a remuneration or honorarium approved by the Liquor Control Commission for work done by the Secretary, Treasurer or other Officer of the Club or salary or wages paid to employees;
- f) No member shall reprimand any servant of the Club;
- g) No paper or placard written or printed shall be put in the Social Rooms or on the Club premises without the consent of the Committee;
- h) All complaints shall be made in writing to the Secretary who if he shall be unable to deal with, shall submit to the Committee whose decision shall be final;

17) DISCONTINUANCE OF MEMBERSHIP

- a) Notice of Resignation
 - i) A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving notice in writing to the Association of resignation or withdrawal.
- b) Discontinuance by Breach
 - i) Membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolution or determination made or passed by the Committee or any duly authorised committee.
 - ii) Membership shall not be discontinued by the Committee under clause 17 b) i) without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
 - iii) Where a Member fails, in the Committee's view to adequately explain to remedy the breach, that Member's membership shall be discontinued, under clause 17 b) (i) by the Association giving written notice of the discontinuance.

- c) Failure to Re-Apply
 - i) If a Member has not re-applied for Membership with the Association within one month of re-application 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(c) as soon as practicable.
- d) Member to Re-Apply
 - i) A Member whose membership has been discontinued or has lapsed under clause 17(c)
 - (1) Must seek renewal or re-apply for membership in accordance with this Constitution; and
 - (2) May be re-admitted at the discretion of the committee.
- e) Forfeiture of Rights
 - i) A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any lifesaving equipment or other property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.
- f) Membership may be Re-instated
 - i) Membership which has been discontinued under this clause 17 may be reinstated at the discretion of the committee, upon such conditions as it deems appropriate.

18) GRIEVANCES, JUDICIAL AND DISCIPLINE

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

19) ANNUAL GENERAL MEETING

- a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date within 5 months of the end of the financial year and at a venue to be determined by the Committee.
- b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

20) NOTICE OF GENERAL MEETING

- a) Notice of every General Meeting shall be given to every Member entitled to receive notice and to the auditor.
- b) No other person shall be entitled as of right to receive notices of General Meetings.
- 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) Notice of General Meeting's may be provided to members by the Association's newsletter or by pre-paid post at the address appearing in the Register kept by the Association or by facsimile transmission or where available, or by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- e) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, and made available or together with:
 - i) The agenda for the meeting;
 - ii) Any notice of motion received from Members; and
 - iii) Forms of authority in blank for proxy votes.

21) BUSINESS

- a) The business to be transacted at the Annual General Meeting includes confirmation of the last preceding Annual General Meeting and any General Meeting held since that meeting, the consideration of accounts and the reports of the Committee and auditors, the election of Committee members under this Constitution, the motion for affiliation with LSV and the appointment of an auditor and club solicitor as well as Special Business of which notice is given in accordance with this constitution.
- 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 stated on the notice shall be transacted at that meeting.

22) NOTICES OF MOTION

- a) 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.

23) SPECIAL GENERAL MEETINGS

a) Special General Meetings May be Held

- i) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association 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.

b) Requisition of Special General Meetings

- i) The Secretary shall on the requisition in writing of 10% of voting Members convene a Special General Meeting.
- ii) 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 Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- iii) 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 Association, 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.
- iv) 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 Committee.

24) PROCEEDINGS AT GENERAL MEETINGS

a) Quorum

- i) 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 5 Members represented personally.

b) President to Preside

- i) The President, or in his absence, one of the Vice-Presidents shall, subject to this Constitution, preside as chairman at every General Meeting except In relation to any election for which the President is a nominee; or where a conflict of interest exists.
- ii) If the President is not present, or is unwilling or unable to preside the Members shall appoint one of the committee to preside as chairman for that meeting only.

c) Adjournment of Meeting

- i) 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, the meeting will lapse.

- ii) 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.
 - iii) 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.
 - iv) Except as provided in clause 24 (c) iii, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
- d) Voting Procedure
- i) 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:
 - (1) The chairman; or
 - (2) A simple majority of Members.
- e) Recording of Determinations
- i) Unless a poll is demanded under clause 24(d), 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 Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- f) Where Poll Demanded
- i) If a poll is duly demanded under clause 24(d), 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.

25) VOTING AT GENERAL MEETINGS

- a) Members entitled to Vote
 - i) Each Member entitled to vote as set out in clause 11 shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by him or his validly appointed proxy.
- b) Casting Vote
 - i) Where voting at General Meetings is equal the chairman may exercise a casting vote. The chairman is entitled to exercise a second or casting vote.

26) PROXY VOTING

- a) Proxy voting shall be permitted at any General Meeting
- b) Each member shall be entitled to appoint another member as his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- c) The notice appointing the proxy shall be in the form set out in Appendix 1.

27) ELIGIBILITY TO VOTE

- a) A member is not entitled to vote at any General Meeting unless all moneys due and payable by him to the Club have been paid.

28) EXISTING COMMITTEE MEMBERS

- a) The members of the governing body of the Association 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.

29) POWERS OF THE COMMITTEE OF MANAGEMENT

- a) Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the committee of management.
- b) The Committee –
 - i) Shall control and manage the business and affairs of the Club;
 - ii) May, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Club; and
 - iii) Subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club and without limiting the generality of the above shall include:-
 - (1) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit;
 - (2) To secure the fulfilment of any Contracts or engagements entered into by the Club;
 - (3) To make alter or repeal all such By-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Club in particular but not exclusively they may by such By-laws regulate;
 - (a) The time of opening and closing the Members Premises and premises of the Club or any part thereof;

- (b) The prohibition of particular games on the premises of the Club entirely or at any particular time or times;
 - (c) The hours of operation of the bar, subject to the provisions of the Liquor Control Reform Act 1998 as amended from time to time;
 - (d) The conduct of the members of the Club in relation to one another and to the Club's servants';
 - (e) The wearing apparel of members whilst in the Members Premises;
 - (f) The procedure at Meetings of the Committee;
 - (g) And generally all such matters as are commonly the subject matter of Club By-Laws and Regulations;
- (4) The Committee shall adopt such means as it may deem sufficient to bring to the notice of members of the Club all such By-laws amendments and repeals and all such By-laws so long as they shall be in force shall be binding on all members of the Club. Provided nevertheless that no By-laws shall be inconsistent with or shall affect or repeal anything contained in these Rules and shall be read as consistent with and not infringing the provisions of the Liquor Control Acts of the State of Victoria and any amendments thereto or consolidation thereof and that any By-law may be set aside by special resolution of a General Meeting of the Club;
- (5) Appoint, remove and define the duties, functions, powers and privileges of sub-Committees and members in connection with the management of the Club;

30) COMPOSITION OF THE COMMITTEE

- a) The committee members of the Club shall be defined in the Associations bylaws
- b) Each committee member of the Club
 - i) Shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
 - ii) In the event of a casual vacancy in any office referred to in sub-clause 30 a) the Committee may appoint one of its members to the vacant office and the member so appoint may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.
 - iii) Shall all be Individual Members and who shall be elected under clause 31
- c) Portfolios
 - i) If the Committee considers it appropriate, in order to further the Objects, it may allocate committee members to specific portfolios, with specific responsibilities, as determined in the discretion of the Committee.
- d) Right to Co-Opt
 - i) It is expressly acknowledged that the Committee may co-opt any person with appropriate experience or expertise to assist the Committee in respect of such matters and on such terms as the 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.

- e) Appointment of Delegate
 - i) The Board shall, from amongst its members, appoint a Delegate to attend general meetings of LSV for such term as the Committee determines, and otherwise in accordance with the LSV Constitution.
 - ii) The Association must advise the LSV Chief Executive Officer in writing of its Delegate.

31) ELECTION OF COMMITTEE

- a) Nominations of candidates for elections as members of the Committee shall be called for by the Association thirty days prior to the Annual General Meeting. When calling for nominations the Association shall also provide or make available, details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Committee from time to time.
- b) Nominations of candidates for elections as members of the committee of the Club shall be
 - i) made in writing, signed by two (2) members of the Club and accompanied by the written consent of the candidate (which maybe, endorsed on the form of nomination); and
 - ii) Delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- c) To be eligible for election to the office of President, Club Captain and Chief Instructor, a member must be the holder of the Surf Bronze Medallion, and the Chief Instructor shall also hold the appropriate awards or be training for them.
- d) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- f) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- g) The ballot for the election of members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

32) TERM OF OFFICE

- a) 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 for further terms.

33) **VACANCIES**

Grounds for Termination of Committee Member

- b) 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:
 - c) Dies;
 - d) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - e) 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;
 - f) Resigns his office in writing to the Association;
 - g) Is absent without the consent of the Committee from meetings of the Committee held during a period of 3 months;
 - h) Without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
 - i) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
 - j) Is removed by Special Resolution;
 - k) Has been expelled or suspended from membership (without further recourse under these Rules or the LSV Rules); or
 - l) Would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

Remaining Committee Members May Act

- a) In the event of a casual vacancy or vacancies in the office of a Committee Member, 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 the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.
- b) In the event of a casual vacancy in the office of any Committee Position, the 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.

34) MEETINGS OF THE COMMITTEE AND NOTICE OF MEETINGS

- a) The Committee shall meet at such place and such times as per the Club bylaws.
- b) Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.
- c) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- d) Notice of any committee Meetings may be provided to committee members by the Association's newsletter or by pre-paid post at the address appearing in the Register kept by the Association or by facsimile transmission or where available, or by electronic mail, to the Member's registered address or facsimile number or electronic mail address.

At meetings of the Committee –

- a) The President or in his absence the Vice-Presidents shall preside; or
- b) If the President and the Vice-Presidents are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- c) Questions arising at a meeting of the Committee or of any sub Committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll take in such manner as the person presiding at the meeting may determine.
- d) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question; the person presiding may exercise a second or casting vote.

Resolutions not in Meeting

- a) A resolution in writing, signed or assented to by facsimile or other 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 Committee to regulate its meetings as it thinks fit, a meeting of 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 Board or these Rules 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 (b)(ii) above 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 (b)(ii) above 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 members is there present and if no committee members is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

c) Quorum

i) At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is 4 of the Committee Members.

d) Conflict of Interest

i) A Committee Member shall declare his interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent 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 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.

35) **BY-LAWS**

e) The Committee may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and lifesaving in the region as it thinks necessary or desirable.

f) Such By-Laws must be consistent with the Constitution, the LSV constitution, the SLSA constitution and any regulations or by-laws made by LSV or SLSA. If any By-Laws are inconsistent with the LSV or SLSA constitution and regulations the By-Laws shall be null and void and will be inapplicable.

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

h) All clauses, rules, by-laws and regulations of the Association 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.

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

36) FUNDS, RECORDS AND ACCOUNTS

- a) Source of Funds
 - i) The funds of the Club shall be derived from annual subscriptions, donations, income derived from business conducted by the Club under the business name 'Port Campbell Hostel' and from such other sources as the Committee determines.
- b) Association to Keep Records
 - i) The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the committee and shall produce these as appropriate at each committee or General Meeting.
- c) Records Kept in Accordance with Act
 - i) 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 committee.
- d) Association to Retain Records
 - i) The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.
- e) Committee to Submit Accounts
 - i) The Committee shall submit to the Members at the Annual General Meeting the Statements of Account of the Association in accordance with this Constitution and the Act.
- f) Accounts Conclusive
 - i) 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.
- g) Accounts to be provided to Members
 - i) The committee shall cause to have available at the Annual General Meeting, a copy of the Statements of Account, the Committees report, the auditor's report (if any) and every other document required under the Act (if any).
- h) Negotiable Instruments
 - i) All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised committee members or in such other manner as the committee determines.

37) NOTICE

- a) Manner of Notice
 - i) 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.

- ii) 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.
 - iii) 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.
 - iv) 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.
- b) Notice of General Meeting
- i) Notice of every General Meeting shall be given in the manner authorised in this Constitution.

38) COMMON SEAL

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

39) CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- a) Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Club. All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.
- b) A member may make a copy of any accounts, books, securities and any other relevant documents of the Club.

40) AUDITOR

- a) An Auditor shall be appointed at the Annual General Meeting. He shall audit the annual statement of accounts and balance sheet, and shall certify the same or otherwise, before the Annual Meeting. The Auditor shall be a registered Company Auditor, a Firm of Registered Company Auditors, or a person who is a member of the Australian Society of Practising Accountants or the Institute of Chartered Accountants in Australia. The Auditor shall not be a:
 - i) A member of the Committee of the Club:
 - ii) An employer or employee of a member of the Committee:
 - iii) A member of the same partnership as a member of the Committee:
 - iv) An employee of the Club.

41) ALTERATION OF CONSTITUTION

- a) The Constitution of the Association 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).
- b) The Secretary shall within one month from the making of any amendment or alteration to the Constitution of the Club lodge with the Secretary of the Liquor Commission a certified copy of every amendment or alteration to these Rules;
- c) In addition, there shall be no alteration or amendment to clause 41 without the consent of the relevant Minister or other authorised person under the Act.

42) INDEMNITY

- a) Every Committee member, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association 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.
- b) The Association shall indemnify its Committee Members, 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:
 - i) in the case of a Committee Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

43) DISSOLUTION

- a) Subject to clauses 6 and 7, the Association may be wound up in accordance with the provisions of the Act.

44) AUTHORITY TO TRADE

- a) The association is authorised to trade in accordance with the Act.

45) SUPPLY OF LIQUOR

- a) No liquor shall be sold or supplied to any person except on the days and during the hours and in the manner prescribed by permitted by the provisions of the Liquor Control Reform Act 1998 or any amendments thereof or substitution therefore or under any Rules or Regulations made pursuant to such Act or amendments thereof or substitution therefore;
- b) No liquor shall be sold or supplied to any person under 18 years of age except where any such person is accompanied by a spouse or parent or guardian and the liquor sold is supplied for consumption as part of a meal supplied on the Club's premises;

- c) No liquor shall be sold or supplied for consumption elsewhere but on the Club's premises unless the same is supplied during the hours in which liquor may be supplied for consumption on the Club's premises.
- d) A visitor shall not be supplied with liquor in the Club's premises unless the visitor is:
- e) A guest in the company of a member of the Club; or
- f) At a particular function or occasion in respect of which a Limited Licence has been granted under the relevant provisions of the Liquor Control Reform Act 1998;
- g) No payment or part payment to the Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplies;
- h) For the purposes of these Rules the word "liquor" where appearing shall be deemed liquor within the meaning of the Liquor Control Reform Act 1998 and the words "Clubs premises" where appearing shall be deemed to mean such portion of the Club's premises as is for the time being "Licensed Premises" within the meaning of the Liquor Control Reform Act 1998;

46) VISITORS

- a) A member shall be entitled to introduce not more than five visitors to the Club's premises at any one time. A member introducing a visitor shall set out in the visitor's book to be kept for that purpose the full name and address of the visitor and the Visitors Book shall be signed by the member opposite the particulars entered by him. The same person may not be introduced as a visitor on more than four occasions in any one calendar year subject to the provisions hereinafter contained;
- b) A person shall not be admitted as an honorary or temporary member of the Club or be exempted from the obligation to pay the ordinary subscription for membership of the Club unless the person is a class specified in these Rules and admission or exemption is in accordance with these Rules.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I

of

being a member of The Port Campbell Surf Lifesaving Club Inc. hereby appoint

.....

of

being a member of that Incorporated Club, as my proxy to vote for me on my behalf at the General Meeting of the Club (Annual General Meeting or Special General Meeting, as the case may be) to be held onand at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....
Signed

.....
Date