

Constitution of Elwood Life Saving Club Incorporated 11 August 2013

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Associations Incorporation Reform ACT 2012

CONSTITUTION of ELWOOD LIFE SAVING CLUB INCORPORATED

PART I – INTERPRETATION

1. NAME OF THE ASSOCIATION

1.1 The name of the Association is Elwood Life Saving Club Incorporated (“Association”).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

“**Affiliated Club**” means a life saving club which is a member of or otherwise affiliated with Life Saving Victoria or its parent bodies.

“**Association**” means Elwood Life Saving Club Incorporated.

“**Chairperson**”, of a general meeting or committee meeting, means the person chairing the meeting as required under **clause 23.2**;

“**Club**” means Elwood Life Saving Club Incorporated.

“**Club Delegate**” means the person(s) appointed from time to time to act for and on behalf of the Association and to represent the Association at General Meetings of Life Saving Victoria.

“**Committee**” means the body consisting of the Committee Members.

“**Committee Member**” means a member of the Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

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

“**Financial year**” means the year ending 30 June in each year.

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

“**Individual Member**” means a registered member of the Club and can only include junior activity members; cadet members; active members; reserve active members; general members; long service members; award members; associate members; honorary members; life members and life governors of the Club which are defined in the Regulations.

“**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 regatta, race, championship, competition, series or event or life saving activity of or conducted, promoted or administered by the Association.

“**Life Governor**” means an individual appointed as a Life Governor of the Association under **clause 11.2**.

“**Life Member**” means an individual appointed as a Life Member of the Association under **clause 11.2**.

“**Life Saving Victoria**” (**LSV**) means a State Centre recognised by its parent bodies administering life saving in Victoria.

“**Member**” means a member for the time being of the Association under **Part III** of this Constitution.

“**Objects**” means the Objects provided under **clause 3** of this Constitution.

“**Purposes**” means Objects and Powers in **clause 3** and **clause 4**.

“Preferential Ballot” as defined in the Act

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

“Register” as defined in **clause 10.3**

“Regulations” means any Regulations made by the Committee under **clause 34**.

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

“RLSSA” means Royal Life Saving Society of Australia.

“SLSA” means Surf Life Saving Australia.

“Special Resolution” means a resolution passed:

(1) at a General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with this Constitution; and

(2) by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting, by proxy or by another form of visible or electronic communication approved by the Association from time to time.

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

“State Centre” means an independent entity (including the Association) recognised by its parent bodies as the body administering life saving in Victoria.

“Statement of Purposes” includes Objects and Powers in **clause 3** and **clause 4**.

“the Act” means the **Associations Incorporation Reform Act 2012**.

2.2 Interpretation

In this Constitution:

(1) a reference to a function includes a reference to a power, authority or duty;

(2) 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;

(3) words importing the singular include the plural and vice versa;

(4) words importing any gender include the other genders;

(5) references to persons include corporations and bodies politic;

(6) references to a person include the legal personal representatives, successors and permitted assigns of that person;

(7) 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

(8) 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.

3. OBJECTS OF THE ASSOCIATION

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

(1) participate as a member of Life Saving Victoria (LSV) through and by which life saving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;

(2) provide for the conduct, encouragement, promotion and administration of life saving throughout Elwood and its environs;

(3) ensure the maintenance and enhancement of the Association, LSV, Affiliated Clubs, its standards, quality and reputation for the benefit of the Members and life saving;

- (4) at all times promote mutual trust and confidence between the Association, LSV, Affiliated Clubs and the Members in pursuit of these Objects;
- (5) at all times act on behalf of and in the interest of the Members and life saving;
- (6) promote the economic and community service success, strength and stability of the Association, LSV, Affiliated Clubs and life saving;
- (7) affiliate and otherwise liaise with LSV in the pursuit of these Objects and the Objects of life saving;
- (8) conduct, encourage, promote, advance and control life saving in Elwood and its environs, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (9) conduct or commission research and development for improvements in methods of life saving and life saving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (10) use and protect the Intellectual Property;
- (11) apply the property and capacity of the Association towards the fulfillment and achievement of these Objects;
- (12) promote the involvement and influence of life saving standards, techniques, awards and education with bodies involved in aquatic life saving;
- (13) strive for Governmental, commercial and public recognition of the Association as the authority on aquatic safety and management in Elwood and its environs;
- (14) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of life saving and related activities and the preservation of life in the aquatic environment;
- (15) further extend the operations and teachings of the Association throughout Elwood and its environs;
- (16) further develop life saving into an organised institution and with these Objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (17) review and/or determine any matters relating to life saving which may arise, or be referred to it, by any Member;
- (18) act as arbiter on all matters pertaining to the conduct of life saving in Elwood and its environs including disciplinary matters;
- (19) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of life saving;
- (20) formulate or 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 life saving;
- (21) represent the interests of its Members and of life saving generally in any appropriate forum in Elwood and its environs;
- (22) have regard to the public interest in its operations;
- (23) 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;
- (24) ensure that environmental considerations are taken into account in all life saving and related activities conducted by the Association;
- (25) promote the health and safety of Members and all other users of the aquatic environment;
- (26) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in life saving competition and to award trophies and rewards to successful competitors;

- (27) encourage and promote performance-enhancing drug free competition;
- (28) 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 life saving and other distinguished services and acts;
- (29) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than life saving;
- (30) seek and obtain improved facilities for the enjoyment of the aquatic environment in Elwood and its environs;
- (31) promote uniformity of laws for the control and regulation of the aquatic environment in Elwood and its environs and to assist authorities in enforcing these laws;
- (32) effect such Objects as may be necessary in the interests of life saving and the aquatic environment in Elwood and its environs; and
- (33) 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

4.1 Solely for furthering the Objects set out above, subject to the Act, the Association has power to:

- (1) acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (2) take over the whole or any part or parts of the real and personal property belonging to and to undertake all or any of the liabilities of the Association;
- (3) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the Objects of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- (4) construct, maintain and alter any houses, buildings, or works necessary or convenient for the Objects of the Association;
- (5) borrow and raise money in such manner as the Association thinks fit;
- (6) raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security and upon such terms as the Committee shall think fit;
- (7) receive money on deposit with or without allowance of interest thereon;
- (8) invest any monies of the Association, not immediately required for the Objects of the Association, in such manner as may from time to time be determined by the Committee;
- (9) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (10) take any gift of property whether subject to any special trust or not for any one or more of the Objects of the Association;
- (11) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;
- (12) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose Objects are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under this Constitution;

- (13) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its Objects;
- (14) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the Objects of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities;
- (15) subscribe to any charities and to grant donations for any public purpose;
- (16) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- (17) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;
- (18) promote any other person or company for any purpose calculated to benefit the Association;
- (19) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one or more of the companies, institutions, societies or associations whose activities or Objects are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose calculated to benefit the Association;
- (20) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and
- (21) do all such acts and things as are incidental, conducive or subsidiary to all or any of the Objects of the Association.

5. APPLICATION OF INCOME

5.1 The income and property of the Association shall be applied solely towards the promotion of the Objects of the Association as set out in **clause 3** of this Constitution.

5.2 Except as prescribed in this Constitution:

- (1) 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
- (2) 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.

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

- (1) any services actually rendered to the Association whether as an employee or otherwise;
- (2) goods supplied to the Association in the ordinary and usual course of operation;
- (3) interest on money borrowed from any Member;
- (4) rent for premises demised or let by any Member to the Association;
- (5) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
- (6) any other reason;

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

6.1 The liability of the Members of the Association is limited.

7. MEMBER'S CONTRIBUTIONS

7.1 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

8.1 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 of the Association 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 to 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.

8.2 Severance

If any provision of this Constitution or any phrase contained in them 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.

8.3 The specification of the Objects of the Association in **clause 3** and the powers set out in **clause 4** of this Constitution, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor that any object or power which is specified in detail is more important than any object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

8.4 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.

8.5 Sole Purpose

The Association is established solely for the Objects set out in this Constitution.

PART II - THE ASSOCIATION AS A CLUB

9. STATUS AND COMPLIANCE OF THE ASSOCIATION

9.1 Recognition of Association

Subject to compliance with this Constitution, the LSV Constitution, and the SLSA and RLSSA Constitutions, the Association shall continue to be recognised as a Member of Life Saving Victoria and shall administer life saving activities in Elwood and its environs in accordance with the Objects of the Association.

9.2 Compliance of the Association as a Club

The Members acknowledge and agree the Association shall:

- (1) be or remain incorporated in Victoria;
- (2) appoint a Club 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 clauses or 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 of the Association and life saving;

(7) do all that is reasonably necessary to enable the Objects of the Association to be achieved;

(8) act in good faith and loyalty to ensure the maintenance and enhancement of life saving, its standards, quality and reputation for benefit of the Members and life saving;

(9) at all times act on behalf of and in the interests of the Members and life saving; and

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

9.3 Operation of Constitution

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 of the Association and life saving are to be conducted, promoted, encouraged, advanced and administered throughout Elwood and its environs;

(2) to ensure the maintenance and enhancement of life saving, its standards, quality and reputation for the benefit of the Members and life saving;

(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 life saving 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 life saving and the Members;

(6) where the Association considers or is advised that a Member has allegedly:

(a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, or any resolution or determination of the Association; or

(b) acted in a manner prejudicial to the Objects and interests of the Association and/or life saving; or

(c) brought the Association, any Affiliated Club or life saving 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. THE ASSOCIATION'S CONSTITUTION

10.1 Constitution of the Association

The constituent documents of the Association 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 and RLSSA as the national peak bodies for life saving in Australia, in accordance with the SLSA and RLSSA Constitutions;

(4) recognising LSV as the peak body for life saving in Victoria;

(5) recognising SLSA and RLSSA as the final arbiters on matters pertaining to life saving in Australia, including disciplinary proceedings;

(6) such other matters as are required to give full effect to the LSV Constitution;

with such incidental variations as are necessary having regard to the Act.

10.2 Operation of the LSV Constitution

(1) 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 **clause 10.1** and in respect of those matters set out

in **clause 10.1** shall ensure the Association's Constitution is amended in conformity with future amendments made to the LSV Constitution, subject to any prohibition or inconsistency in the Act.

(2) The Association shall provide to LSV a copy of its Constitution and all amendments to these documents. The Association acknowledges and agrees that the LSV has power to veto any provision in its Constitution that, in the opinion of LSV, is contrary to the Objects of LSV.

10.3 Register

The Association shall maintain, in a form acceptable to LSV and with such details as are required by LSV, a Register of all Members of the Association. The Association shall provide a copy at a time and in a form acceptable to LSV, of its Register and regular update of it to LSV.

PART III - MEMBERSHIP

11. MEMBERS

11.1 Classes of Members

The Members of the Association shall consist of:

(1) Active members, award members, reserve active members, long service members, Life Members and Life Governors, who subject to this Constitution, shall have the right to be present, to debate and to vote at General Meetings providing they are of 15 years of age and above on that date;

(2) Associate members, general members, junior activity members, cadet members, honorary members, past active and probationary members who subject to this Constitution, shall have the right to be present and to debate at General Meetings, but shall have no voting rights.

(3) Such other classes of membership, and attendant voting rights, as determined by majority vote at an AGM of the Association.

The definition of each member class above is as per SLSA regulations.

11.2 Life Members and Life Governors

(1) The Committee may recommend to the Annual General Meeting that any natural person, of 25 years of age or above, who has rendered distinguished and voluntary service to the Association and life saving, over a period of at least 10 years in the case of Life Member and over a period of at least 15 years in the case of Life Governor, where such service is deemed to have assisted the advancement of the Association and life saving in Elwood and its environs be elected as a Life Member or as a Life Governor; no such election shall take effect unless approved by a three quarters majority of those present and entitled to vote.

(2) A resolution of the Annual General Meeting to confer life membership or life governor, subject to **clause 11.2 (1)**, on the recommendation of the Committee must be a Special Resolution.

(3) A person must accept or reject the Association's resolution to confer life membership or life governor. Upon acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member and/or Life Governor. If a person wishes to reject the Association's resolution to confer life membership or life governor, they must do so in writing 28 days from the date of resolution.

12. SUBSCRIPTIONS AND FEES

12.1 The annual membership subscription (if any) and fees payable by Members to the Association, the time for and manner of payment shall be as determined by the Association at the Annual General

Meeting.

13. APPLICATION FOR MEMBERSHIP TO THE ASSOCIATION

13.1 Application for Membership

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

- (1) on the form prescribed from time to time by the Committee, from the applicant or its nominated representative and lodged with the Association;
- (2) accompanied by the appropriate fee, if any; and
- (3) members aged 18 years and over must hold a current and valid Working with Children Check as issued by the Department of Justice, Victoria.

13.2 Discretion to Accept or Reject Application

- (1) The Association may accept or reject an application whether the applicant has complied with the requirements in **clause 13.1** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (2) Where the Association accepts an application the applicant shall, subject to notification to LSV, become a Member.
- (3) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Secretary shall amend the Register accordingly as soon as practicable.
- (4) If the Association rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association.

13.3 Renewal of Membership

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

13.4 Deemed Membership

- (1) All individuals which or who are, prior to the approval of this Constitution, members of Elwood Life Saving Club shall be deemed Members, and thus Members of the Association from the time of approval of this Constitution under the Act.
- (2) The Members shall provide the Association with such details as are required by the Association under this Constitution within one month of the approval of this Constitution under the Act.
- (3) Any members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under **Clause 13.4(1)**, shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

14. REGISTER OF MEMBERS

14.1 Secretary to Keep Register

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

- (1) the full name, address, class of membership and date of entry of the name of each Member; and
- (2) the full name, address and date of entry of the name of each Committee Member and Club Delegate.

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

14.2 Inspection of Register

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

14.3 Use of Register

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

14.4 Right of LSV to Register

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

15.1 Members acknowledge and agree that:

- (1) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and Regulations, the LSV Constitution and Regulations and the SLSA and RLSSA Constitutions and Regulations;
- (2) they shall comply with and observe this Constitution and the Regulations, and any determination, resolution or policy which may be made or passed by the Committee or any other entity with delegated authority;
- (3) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association, LSV and its parent bodies;
- (4) the Constitution and Regulations are necessary and reasonable for promoting the Objects of the Association and particularly the advancement and protection of life saving as a community service in Elwood and its environs; and
- (5) they are entitled to all benefits, advantages, privileges and services of Association membership.

16. DISCONTINUANCE OF MEMBERSHIP

16.1 Notice of Resignation

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 and LSV and its parent bodies of resignation or withdrawal.

16.2 Discontinuance by Breach

(1) 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 Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised committee or board.

(2) Membership shall not be discontinued by the Committee under **clause 16.2(1)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

(3) Where a Member fails, in the Committee's view, to adequately explain or to remedy the breach, that Member's membership shall be discontinued under **clause 16.2(1)** by the Association giving written notice of the discontinuance.

16.3 Failure to Renew

If a Member has not re-applied for Membership with the Association within one month of reapplication

falling due, that Member's membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this **clause 16.3** as soon as practicable.

16.4 Member to Re-Apply

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

- (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.

16.5 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any life saving 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.

16.6 Membership may be Reinstated

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

16.7 Refund of Membership Fees

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

17. DISCIPLINE

17.1. Disciplinary Committee

- (1) Where the Committee is advised or considers that a Member has allegedly:
 - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the LSV Constitution, Regulations, SLSA Constitution or Regulations, RLSSA Constitution or Regulations or any resolution or determination of the Committee, the LSV Council or any duly authorised sub-committee; or
 - (b) acted in a manner unbecoming of a Member, or prejudicial to the Objects and interests of the Association, LSV, SLSA, RLSSA and/or life saving; or
 - (c) brought the Association, LSV, SLSA, RLSSA any other Affiliated Club or life saving into disrepute;the Committee may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association, LSV, RLSSA and SLSA as set out in the Regulations.

17.2 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

17.3 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under **clause 17.5**.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

17.4 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with **clause 17.4 (1)** the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to **clause 17.4 (3)**—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

17.5 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under **clause 17.4** may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under **clause 17.5 (2)** a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken;and

- (ii) the grounds for taking that action; and
- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

17.6 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with **clause 17.6 (1)** the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

PART IV - GENERAL MEETINGS

18. ANNUAL GENERAL MEETING

18.1 An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Committee. If no Annual General Meeting is prescribed by the Act, the Association shall hold an Annual General Meeting in accordance with this Constitution, and in order to comply with any requirements of LSV and the Act.

18.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

19. NOTICE OF GENERAL MEETING

19.1 Notice of General Meetings

- (1) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Association. The auditor (if any) and Committee Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (2) 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.
- (3) At least twenty-one days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (a) the agenda for the meeting;
 - (b) any notice of motion received from Members; and
 - (c) forms of authority in blank for proxy votes.

20. BUSINESS

20.1 Business of General Meetings

(1) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors (if any), the election of Committee Members under this Constitution and the appointment and fixing of the remuneration of the auditors (if any).

(2) 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 20.1(1)** shall be special business.

20.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

21. NOTICES OF MOTION

21.1 Notices of Motion to be Submitted

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 thirty days (excluding receiving date and meeting date) prior to the General Meeting.

21.2 Unsuccessful Notice of Motion

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve months.

22. SPECIAL GENERAL MEETINGS

22.1 Convening of Special General Meetings

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

22.2 Requisition of Special General Meetings

(1) The Secretary shall on the requisition in writing of fifteen per cent of Members having voting rights, as per clause 11.1, convene a Special General Meeting.

(2) 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 and may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

(3) 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.

(4) 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.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when

the meeting proceeds to business. A quorum for General Meetings of the Association shall be fifteen Members having voting rights, as per clause 11.1, represented personally or by their proxies.

23.2 President to Preside

The President shall, subject to this Constitution, preside as Chairperson at every General Meeting of the Association except:

- (1) in relation to any election for which the President is a nominee; or
- (2) where a conflict of interest exists.

Where the President is unable or is unwilling to preside the Vice President shall preside; if the Vice President is not present, or is unwilling or unable to preside, the Members shall appoint one of their number to preside as Chairperson for that meeting only.

23.3 Adjournment of Meeting

(1) If within one 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 Chairperson may determine and if at the adjourned meeting a quorum is not present within one hour from the time appointed for the meeting, the meeting will lapse.

(2) The Chairperson 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.

(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(4) Except as provided in **clause 23.3(3)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 Voting Procedure

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

- (1) by the Chairperson; or
- (2) a simple majority of Members, by show of hands.

23.5 Recording of Determinations

Unless a poll is demanded under **clause 23.4**, a declaration by the Chairperson 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.

23.6 Where Poll Demanded

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

24. VOTING AT GENERAL MEETINGS

24.1 Members entitled to Vote

Each Member entitled to vote as set out in **clause 11.1** shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by him or his validly appointed proxy. The Committee Members shall have the right to attend, debate and vote at General Meetings.

24.2 President or Chairperson May Exercise Casting Vote

Where voting at General Meetings is equal the President or Chairperson may exercise a casting

vote. The Chairperson does not have a deliberative vote.

25. PROXY VOTING

25.1 Proxy Voting Permitted

Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Committee from time to time, has been duly completed and executed and is lodged with the Secretary at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one proxy vote at any one time.

25.2 Proxy

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

PART V - THE COMMITTEE

26. EXISTING COMMITTEE MEMBERS

26.1 The members of the administrative body (by whatever name called) 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.

27. POWERS OF THE COMMITTEE

27.1 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. In particular, the Committee as the authority for life saving in Elwood and its environs shall be responsible for acting on local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout Elwood and its environs and shall govern life saving in Elwood and its environs in accordance with the Objects of the Association, subject always to compliance with the LSV Constitution, regulations, policies and directives.

28. COMPOSITION OF THE COMMITTEE

28.1 Composition of the Committee

The Committee shall comprise:

- (1) the President;
- (2) the Vice President;
- (3) the Treasurer;
- (4) the Secretary; and
- (5) six other Committee Members;

who must all be Individual Members and who shall be elected under **clause 29** and be 18 years or over.

28.2 Portfolios

If the Committee considers it appropriate, in order to further the Objects of the Association, it

may allocate Committee Members to specific portfolios, with specific responsibilities, as determined at the discretion of the Committee.

28.3 Right to Co-Opt

It is expressly acknowledged that the Committee shall have the right to 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.

28.4 Appointment of Club Delegate

(1) The Committee shall, from amongst its Members or persons holding other Committee or executive positions, appoint a Club Delegate to attend meetings of the LSV Council and general meetings of LSV for a term of one year, in accordance with the LSV Constitution.

The person may be re-appointed in any subsequent year.

(2) The Association must advise LSV of details of its Club Delegates by the date as prescribed by LSV, for all LSV and/or its Council Annual General Meetings.

(3) The Committee shall, from amongst its Members, appoint other persons to represent the Association at LSV Council and Executive Meetings and Forums as may be required from time to time.

28.5 General Duties

(1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with this Constitution and the Act.

(2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with this Constitution.

(3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Committee members must exercise their powers and discharge their duties—

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

(5) Committee members and former committee members must not make improper use of—

(a) their position; or

(b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

(6) In addition to any duties imposed by this Constitution, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

28.6 President and Vice-President

(1) Subject to **clause 28.6 (2)** the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.

(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

(a) in the case of a general meeting—a member elected by the other members present; or

(b) in the case of a committee meeting—a committee member elected by the other committee members present.

28.7 Secretary

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

(2) The Secretary must—

- (a) maintain the Register of members in accordance with **clause 14**; and
- (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in **clause 34.4** all books, documents and securities of the Association; and
- (c) subject to the Act and this Constitution, provide members with access to the Register of members, the minutes of general meetings and other books and documents; and
- (d) perform any other duty or function imposed on the Secretary by this Constitution.

(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

28.8 Treasurer

(1) The Treasurer must—

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques are signed by at least 2 committee members.

(2) The Treasurer must—

- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

29. ELECTION OF COMMITTEE MEMBERS

29.1 Nominations of Candidates

(1) Nominations shall be called for by the Secretary twenty-one days prior to the Annual General Meeting. When calling for nominations the Secretary shall also provide details of the necessary qualifications and job descriptions for the positions. Qualifications and job descriptions shall be as determined by the Committee from time to time.

(2) Nominations of candidates for election as Committee Members (including the President) shall be:

- (a) made in writing, signed by two Members eligible to vote under **clause 11.1** and accompanied by the written consent of the nominee on the nomination form provided by the Secretary and
- (b) delivered to the Association not less than fourteen days before the date fixed for the

holding of the Annual General Meeting.

- (3) If insufficient nominations are received to fill all available vacancies on the Committee:
 - (a) the candidates nominated shall, subject to declaration by the Chairperson, be deemed elected; and
 - (b) further nominations may in the Chairperson's discretion be received at the Annual General Meeting.
- (4) 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.
- (5) 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 Committee.

29.2 Voting procedures

The elections shall be by Preferential Ballot and shall be by secret ballot on papers prepared by the Secretary. If necessary the meeting may appoint two scrutineers to oversee any ballot.

29.3 Term of Office of Committee Members

- (1) 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.
- (2) Committee Members may be re-elected.
- (3) A general meeting of the Association may:
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with **clause 29**.

30. VACANCIES OF COMMITTEE MEMBERS

30.1 Grounds for Termination of Office of Committee Member

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

- (1) dies;
- (2) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (3) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (4) resigns his office in writing to the Association;
- (5) is absent without the consent of the Committee from meetings of the Committee held during a period of 6 months;
- (6) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (7) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (8) is removed by Special Resolution;
- (9) has been expelled or suspended from membership (without further recourse under this Constitution or the LSV Rules); or
- (10) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

30.2 Remaining Committee Members May Act

In the event of a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act but, if the number of remaining Committee

Members is not sufficient to constitute a quorum at a meeting of Committee Members, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.

30.3 Casual Vacancy

In the event of a casual vacancy in the office of any Committee Member, the 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.

31. MEETINGS OF THE COMMITTEE

31.1 Committee to Meet

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. Five Committee Members may at any time, and the Secretary shall on the requisition of five Committee Members, convene a meeting of the Committee within a reasonable time.

31.2 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Member shall for all Objects be deemed a determination of the Committee. All Committee Members (except the Chairperson) shall have one vote on any question. The Chairperson shall have a casting vote where voting is equal, but shall have no deliberative vote.

31.3 Resolutions not in Meeting

(1) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex 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.

(2) Without limiting the power of the Committee to regulate their meetings as they think 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:

(a) 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;

(b) 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 Committee or this Constitution and such notice specifies that Committee Members are not required to be present in person;

(c) in the event that a failure in communications prevents **clause 31.3(2)(a)** from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **Clause 31.3(2)(a)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and

(d) any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a

Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

31.4 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with **clause 31.5**.

31.5 Notice of Committee Meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

31.6 Urgent Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with **clause 31.5** provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

31.7 Conflict of Interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

PART VI - MISCELLANEOUS

32. DELEGATIONS

32.1 Committee may Delegate Functions

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

32.2 Delegation by Instrument

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

(1) this power of delegation.

32.3 Delegated Function Exercised in Accordance With Terms

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

32.4 Procedure of Delegated Entity

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

32.5 Delegation may be Conditional

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

32.6 Revocation of Delegation

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

33. REGULATIONS

33.1 Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the Objects of the Association and life saving in Elwood and its environs as it thinks necessary or desirable.

Such Regulations must be consistent with the Constitution of the Association, the LSV Constitution, SLSA Constitution, any Regulations made by LSV or its parent bodies and any policy directives of the Committee.

33.2 Regulations Binding

All Regulations made under this clause shall be binding on the Association and Members of the Association.

33.3 Regulations Deemed Applicable

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 Regulations under this clause.

33.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to regulations shall be advised to Members of the Association by means of notices approved by the Committee and prepared and issued by the Secretary.

34. RECORDS AND ACCOUNTS

34.1 Secretary to Keep Records

The Secretary 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.

34.2 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

34.3 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

34.4 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

34.5 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting **clause 34.5 (1)** those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;

- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

35. NOTICE

35.1 Manner of Notice

- (1) Any notice required to be given to a member or a committee member under this Constitution may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the Register of members; or
 - (c) by email
- (2) **clause 35.1 (1)** does not apply to notice given under **clause 31.6**.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

36. SEAL

36.1 Safe Custody of Seal

The Secretary shall provide for safe custody of the Seal.

36.2 Affixing Seal

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

37. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (1) Members may on request inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to **clause 37(2)**, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applications for membership free of charge.

(4) Subject to **clause 37(2)**, a member may make a copy of any of the other records of the Association referred to in this clause and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For the purpose of this clause;

Relevant Documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

38. ALTERATION OF CONSTITUTION

38.1 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).

38.2 In addition, there shall be no alteration or amendment to **clauses 5.2 or 5.3** without the consent of the relevant Minister or other authorised person under the Act.

38.3 An amendment which affects the special rights of any particular class of Members must be approved by a majority of Members of that class, present at a meeting, and need not be approved by any other class. Provided that the foregoing shall not apply to these classes of Members who have no special rights under this Constitution and hence there shall be no necessity to obtain majority approval from them on any issue unless the resolution purports to impose additional obligations on them, other than any increased annual subscription.

38.4 Alteration of the Statement of Purposes

An alteration of the Statement of Purposes or the Rules of an incorporated association does not take effect unless and until it is approved by the Registrar.

An application for the approval of an alteration must –

- (1) be made by the Secretary
- (2) be made in a form approved by the Registrar; and
- (3) be accompanied by the prescribed fee; and
- (4) be made within 28 days after the alteration was passed by special resolution; and
- (5) give notice of the special resolution and set out particulars of the alteration; and be accompanied by a declaration signed by at least two members of the Committee of the incorporated association to the effect that the special resolution was passed in accordance with the Act; and
- (6) in the case of an alteration to the rules of the incorporated association, including the alteration.

39. INDEMNITY

39.1 Committee Members to be Indemnified

Every Committee Member, officer, 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 them 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 them by the Court.

39.2 Association to Indemnify Committee Members

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

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

40. DISSOLUTION

40.1 Subject to **clauses 7 and 8**, the Association may be wound up in accordance with the provisions of the Act.

41. AUTHORITY TO TRADE

41.1 The Association is authorised to trade in accordance with the Act.

42. GRIEVANCE PROCEDURES

42.1 Application

(1) The grievance procedure set out in this Division applies to disputes under this Constitution between—

- (a) a member and another member;
- (b) a member and the Committee;
- (c) a member and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

42.2 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

42.3 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **clause 42.2**, the parties must within 10 days—

- (a) notify the Committee of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be—

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

42.4 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must—

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

42.5 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

43. COLOURS OF THE ASSOCIATION

43.1 The Associations colours shall be royal blue (Pantone 286 C 100, M 66, Y 0, K 2), red (Pantone 200 C 0, M 100, Y 63, K12) and white.

44. LOGO OF THE ASSOCIATION

44.1 The Association’s logo shall be:



44.2 The Association’s logo may also be marketed as follows:



A club for life

45. CAP OF THE ASSOCIATION

45.1 The design and the colours of the Association's Competition and Club cap shall be:

