



CONSTITUTION

SURF LIFE SAVING WESTERN AUSTRALIA INCORPORATED

ASSOCIATIONS INCORPORATION ACT 2015 (WA)

Date: September 2018

SUMMARY OF AMENDMENTS

This summary reflects the most recent amendments to the Constitution in accordance with the following SLSWA Minutes.

MEETING	MINUTE ITEM NO.	CONSTITUTIONAL AMENDMENTS
Special General Meeting 15 April 2000	5.1	Clause 2.1 Definition be amended by deleting the date "31 May" in the line financial year...and inserting the date "30 June".
Special General Meeting 13 January 2001	4.1	Various administrative changes.
Special General Meeting 13 July 2002	7	Definition of State Council.
Special General Meeting 8 January 2005	3.1	Various administrative changes as a result of governance review.
Special General Meeting 16 January 2010	5.3 7.3(a)	Various administrative changes. Various administrative changes
Annual General Meeting 10 September 2016	7.2	Various administrative changes.
Annual General Meeting 08 September 2018	7.2	Various administrative changes.

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ASSOCIATIONS INCORPORATION ACT 2015 (WA)

CONSTITUTION

of

SURF LIFE SAVING WESTERN AUSTRALIA INCORPORATED

1. NAME OF ASSOCIATION

The name of the association is Surf Life Saving Western Australia Incorporated ("Association").

2. INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

Affiliated Club means a Surf Lifesaving club affiliated with SLSA and the Association for such time as that club remains so affiliated under this Constitution.

Board means the Board of Directors of the Association, constituted in accordance with Rule 27 of this Constitution.

Board Member means a member of the Board elected in accordance with this Constitution and includes any person acting in that capacity from time to time but does not include the CEO.

Chief Executive Officer (CEO) means the Chief Executive Officer of the Association for the time being appointed under this Constitution and includes any person acting in that position, for such time as that person is acting in that position.

Club Delegate means the president of an Affiliated Club as elected by that club from time to time who shall attend General Meetings on the Affiliated Club's behalf in accordance with this Constitution.

Constitution means this Constitution of the Association.

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

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

Individual Member means a registered member of an Affiliated Club or of the Association as may be specified in the regulations of SLSWA from time to time and for the avoidance of doubt includes a Life Member.

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, videos or films) or service marks of or relating to the Association or any event, competition or surf 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 10.3.

Member means a member for the time being of the Association under Rule 10 of this Constitution.

Objects means the objects of the Association in **Rule 3**.

President means the President for the time being of the Association including any person acting in that capacity.

Record means any records of information however recorded and includes:

- (a) anything on which there is writing;
- (b) anything on which information has been stored or recorded, either mechanically, magnetically or electronically;
- (c) anything from which images, sounds or writings can be reproduced with or without the aid of anything else.

Regulations means any Regulations made by the Board under **Rule 34**.

Seal means the common seal of the Association (if any) and includes any official seal of the Association (if any).

Special Resolution means a resolution passed in accordance with the WA Act, whereby a majority of three quarters of the Members present and entitled to vote (in person or by proxy), where 21 days' notice of the resolution has been given to those entitled to notice under this Constitution.

SLSA means Surf Life Saving Australia Limited or such other or substitute body as succeeds this body as the peak body in respect of surf lifesaving in Australia.

State Centre means an entity (including the Association) recognised by SLSA as the body administering Surf Lifesaving in its particular State.

State Director means the President of the Association as elected by the Association from time to time or their appointed nominee.

WA Act means the *Associations Incorporation Act 2015 (WA)*.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;

- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to an Australian state includes a reference to an Australian territory;
- (h) 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
- (i) a reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

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

2.4 WA Act

WA Act, has the same meaning as that provision of the WA Act. The model rules created under the WA Act are expressly displaced by this Constitution and accordingly do not apply to the Association.

2.5 Sole Objects

The Association is established solely for the Objects.

3. OBJECTS

The Association is the peak body for the administration of Surf Lifesaving in Western Australia and is a community, service-based organisation. The Objects for which the Association is established and maintained are to:

- (a) provide for the encouragement, conduct, promotion and administration of Surf Lifesaving in Western Australia in consultation with SLSA;
- (b) participate as a member of a single uniform entity through and by which Surf Lifesaving in Australia is conducted, encouraged, promoted and administered;
- (c) affiliate and otherwise liaise with the peak national (and/or international) body or bodies or other strategically aligned bodies in the pursuit of these Objects;
- (d) encourage, conduct, promote, advance and control surf lifesaving, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (e) co-operate with SLSA and/or other State Centres in the conduct of research and development of improvements in Surf Lifesaving and Surf Lifesaving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (f) use and protect the Intellectual Property;

- (g) promote the involvement and importance of Surf Lifesaving standards, techniques, awards and education to bodies involved in Surf Lifesaving;
- (h) strive for and maintain government, commercial and public recognition of the Association as the authority on Surf Lifesaving in Western Australia;
- (i) participate to secure uniformity in such rules as may be necessary for the management and control of Surf Lifesaving and related activities and the preservation of life in the aquatic environment;
- (j) pursue through itself or others such commercial arrangement, including sponsorship and marketing opportunities, as are appropriate to the Objects in Western Australia;
- (k) further develop Surf Lifesaving into an organised institution in Western Australia;
- (l) having regard to these Objects, foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (m) ensure that environmental considerations are taken into account in all Surf Lifesaving and related activities conducted by the Association;
- (n) promote the health and safety of Members and all other users of the aquatic environment;
- (o) act as arbiter on matters pertaining to the conduct of Surf Lifesaving in Western Australia, including disciplinary matters, and refer matters to SLSA as the final arbiter, as appropriate;
- (p) in consultation with SLSA and/or other State Centres, formulate or adopt, or adopt and implement appropriate policies, including in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Surf Lifesaving,
- (q) represent the interests of its Members and of Surf Lifesaving generally in any appropriate forum;
- (r) have regard to the public interest in its operations;
- (s) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in Surf Lifesaving competition and to award trophies and rewards to successful competitors;
- (t) encourage and promote performance enhancing drug free competition;
- (u) establish, grant and support awards to Members and others, in honorable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of Surf Lifesaving and other distinguished services and acts;
- (v) give, and where appropriate seek, recognition for Members to obtain awards or public recognition in fields of endeavour other than Surf Lifesaving;
- (w) seek and obtain improved facilities for the enjoyment of the aquatic environment;

- (x) promote uniformity of laws for the control and regulation of the aquatic environment;
- (y) effect such Objects as may be necessary in the interest of Surf Lifesaving and the aquatic environment; and
- (z) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF ASSOCIATION

Solely for furthering the Objects above, and (except to the extent of any inconsistency) in addition to the rights, powers and privileges provided under the WA Act, the Association shall have the powers of a company limited by guarantee under section 124 of the *Corporations Act 2001 (Cth)*.

5. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects of the Association.
- (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 (b)** above 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; interest on money borrowed from any Member;
 - (iii) rent for premises demised or let by any Member to the Association;
 - (iv) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
 - (v) 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

The liability of the Members of the Association is limited.

7. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association (other than for the Objects of reconstruction or amalgamation) 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 Individual Members of the Association but may be distributed for charitable Objects or given or transferred to another association incorporated under the WA Act (including an Affiliated Club):

- (a) having objects similar to the Object; and
- (b) 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 the Constitution; and
- (c) which is also not carried on for profit; and
- (d) which is similarly exempt (or entitled to be exempt) from income tax.

Such body or bodies to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Western Australia or other Court as may have or acquire jurisdiction in the matter.

8. STATUS AND COMPLIANCE OF ASSOCIATION

8.1 *Recognition of Association*

The Association:

- (a) is recognised as the official State Centre and controlling authority for Surf Lifesaving in Western Australia subject to compliance with this Constitution and the constitution of SLSA;
- (b) shall continue to be recognised as a Member and State Centre of SLSA; and
- (c) shall administer Surf Lifesaving in Western Australia in accordance with the Objects.

8.2 *Compliance of Association*

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in Western Australia;
- (b) appoint a State Director and such other persons as may be required to be appointed to SLSA committees from time to time under this Constitution or the SLSA Constitution or otherwise;
- (c) to the extent permitted or required by the WA Act and SLSA, ensure any amendment to, or substitution of, this Constitution is generally in conformity with SLSA's constitution (at least to the extent provided in **Rule 9.1**) and have the written approval of SLSA; and
- (d) by adopting the objects of SLSA, abide by the constitution of SLSA, to the extent required by that constitution.

8.3 Operation of this Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and constitution of SLSA and that this Constitution and the constitution of SLSA operate to create uniformity in the way in which the Objects of the Association and Surf Lifesaving are to be conducted, promoted, encouraged and administered throughout Western Australia and Australia; and
- (b) that should the Association be having administrative, operational or financial difficulties where the Association:
 - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Association; or
 - (ii) enters into a composition or arrangement with its creditors other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
 - (iii) a mortgagee or other creditor takes possession of any of its assets;

SLSA may act to assist the Association in whatever manner SLSA considers appropriate, including, but not limited to the appointment of a person or persons to manage the Association.

8.4 Compliance of Affiliated Clubs

The Affiliated Clubs acknowledge and agree that each of them shall:

- (a) be or remain incorporated in Western Australia;
- (b) nominate a Club Delegate annually at a general meeting of the Affiliated Club to attend General Meetings, and shall inform the Association of the details of that person accordingly;
- (c) provide the Association with copies of its audited accounts, reports and other associated documents as soon as practicable, following the Affiliated Club's annual general meeting;
- (d) recognise the Association as the authority for Surf Lifesaving in Western Australia and SLSA as the national authority for Surf Lifesaving;
- (e) recognise that they are bound by this Constitution;
- (f) ensure that their constituent documents clearly reflect the Objects of and conform with this Constitution and commit to amending their constituent documents as required to ensure conformity with future amendments made to this Constitution;
- (g) hereby consent to the Association having the power to periodically and with reasonable written notice audit Records and administrative processes of Affiliated Clubs to ensure compliance with the Association's policies and procedures as set down from time to time;

- (h) agree that should an Affiliated Club be having governance, administrative, operational or financial difficulties, including but not limited to where the Affiliated Club:
- (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Affiliated Club; or
 - (ii) enters into a composition or arrangement with its creditors other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
 - (iii) a mortgagee or other creditor takes possession of any of its assets;

SLSWA may act to assist the Affiliated Club in whatever manner SLSWA considers appropriate, including, but not limited to the appointment of a person or persons to manage the Affiliated Club. SLSWA is not obliged to act under this clause; and

- (i) generally, have regard to the Objects, in any matters of the Affiliated Club pertaining to Surf Lifesaving.

9. CONSTITUTION(S)

9.1 *Constitution of the Association*

- (a) The constituent documents of the Association shall generally reflect the objects of SLSA and conform with the constitution of SLSA, at least to the extent of;
 - (i) the objects of SLSA;
 - (ii) the structure and membership categories of SLSA subject always to the Association's right to govern itself internally as it sees fit;
 - (iii) the recognition of SLSA as the national peak body for Surf Lifesaving in Australia, in accordance with the SLSA constitution;
 - (iv) the recognition of SLSA as the final arbiter on matters pertaining to Surf Lifesaving in Australia, including in respect of disciplinary proceedings; and
 - (v) such other matters as are required to give full effect to the SLSA constitution;
 with such incidental variations as are necessary having regard to the WA Act.
- (b) The Association shall provide to SLSA a copy of its constituent documents and all proposed amendments to these documents. The Association acknowledges and agrees that SLSA acting reasonably has power to veto any proposed provision in the Association constitution which, in SLSA board of management's opinion, is contrary to the objects and constitution of SLSA. Any actions and decisions taken by the Association under a provision prior to that provision being vetoed shall be valid.
- (c) The Association shall take all steps to ensure this Constitution is, and remain, in conformity with SLSA's constitution at least to the extent set out in **Rule 10.1(a)** and in respect of those matters set out in **Rule 10.1(a)** shall ensure the Association

constituent documents are amended in conformity with future amendments made to SLSA's constitution, subject to any prohibition or inconsistency in the WA Act.

9.2 Register of Affiliated Clubs

Each Affiliated Club shall maintain, in a form acceptable to the Association, a register of all Individual Members of the Affiliated Club, who are Individual Members of the Association. Each Affiliated Club shall provide a copy of the register at a time and in a form acceptable to the Association and shall provide prompt and regular updates of the register to the Association.

10. MEMBERS

10.1 Categories of Members

- (a) The Members shall consist of:
 - (i) Affiliated Clubs, which subject to this Constitution, shall be represented by a Club Delegate, who shall have the right to be present, debate and vote on behalf of the Affiliated Club at General Meetings;
 - (ii) all Individual Members who subject to this Constitution shall have the right to be present at General Meetings, but shall have no voting or debating rights; and
 - (iii) such new categories of Members, created in accordance with **Rule 10.2** below.
- (b) The Association must have at least 6 voting Members.
- (c) To be eligible for membership as a Member the applicant must meet the criteria set out in this Constitution and any other criteria set by the Board from time to time.

10.2 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable.

10.3 Life Members

- (a) The Board may appoint any Individual Member who has rendered distinguished service to Surf Lifesaving, where such service is deemed to have assisted the advancement of Surf Lifesaving in Western Australia as a Life Member.
- (b) A person must accept or reject the Association's resolution to confer Life Membership in writing. Upon written 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 (unless that Life Membership is terminated in accordance with Rule 15.11 of this Constitution).

11. SUBSCRIPTIONS AND FEES

- (a) 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 Board from time to time.

- (b) The Board may prevent any Member whose annual subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings.

12. AFFILIATION

12.1 *Affiliated Clubs*

- (a) The Board may determine the eligibility requirements for an application for membership for a club to become an Affiliated Club in its absolute discretion as it sees fit.
- (b) To be eligible to be considered for affiliation, a club must be incorporated, or in the process of incorporation, which process shall be complete within 6 months of applying for membership under this Constitution.
- (c) For such time as the Affiliated Club is not incorporated, the secretary of any such unincorporated Affiliated Club shall be deemed to be the Member (on behalf of the unincorporated Affiliated Club), and shall be entitled to exercise all right, other than voting rights but shall have the same obligations and shall follow such procedures on behalf of the unincorporated Affiliated Club as incorporated Affiliated Clubs, to the extent that this is possible.
- (d) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Affiliated Club shall be resolved by the Board in its sole discretion.
- (e) Failure to incorporate within the period stated in **Rule 12.1(a)** shall result in the expulsion of the secretary (acting on behalf of the unincorporated Affiliated Club) from membership. The unincorporated club shall not be entitled to re-apply for membership until such time as it is incorporated.

12.2 *Application for Affiliation*

An application for affiliation by a club (**applicant**) must be:

- (a) in writing on the form set out as Annexure A, or as otherwise prescribed by the Board from time to time, from the applicant or its nominated representative and lodged with the Association;
- (b) accompanied by a copy of the applicant's constitution and register of members; and
- (c) accompanied by the appropriate fee, if any.

A club shall also provide details of the nominated Club Delegate.

12.3 *Discretion to Accept or Reject Application*

- (a) The Board may accept or reject an application whether the applicant has complied with the requirements in **Rules 12.1** and **12.2** or not. Where an application for affiliation is rejected, the applicant club shall be advised as to the reason(s) for the application being rejected.
- (b) Where the Board accepts an application, the applicant shall become an Affiliated Club subject to acceptance at a General Meeting under **Rule 12.3(c)**.

- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by Club Delegates at a General Meeting. The CEO shall amend the Register accordingly as soon as practicable.
- (d) If the Board rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association. There is no right of appeal where the Board rejects an application for affiliation; whether a new member or a renewal.

12.4 Re-Affiliation

- (a) Affiliated Clubs must re-affiliate with the Association in accordance with the procedures prescribed by the Board from time to time.
- (b) Upon re-affiliation an Affiliated Club must lodge with the Association an updated copy of its constitution (including all amendments) and provide details of any change in its Club Delegate, and any other information reasonably required by the Association.
- (c) **Rule 12.3** applies to applications for re-affiliation.

12.5 Deemed Membership

- (a) All clubs and Individual Members of clubs which or who are, prior to the approval of this Constitution under the WA Act, members of clubs or members of the Association shall be deemed Individual Members and Affiliated Clubs respectively, and thus Members of the Association from the time of approval of this Constitution under the WA Act.
- (b) The Affiliated Clubs shall provide the Association with such details of the Affiliated Club and Individual Members as are required by the Association under this Constitution within one (1) month of the approval of this Constitution under the WA Act.
- (c) Any members of the Association prior to approval of this Constitution under the WA Act, who are not deemed Members under **Rule 12.5(a)** shall be entitled to operate as Committees or carry on such delegated functions analogous to their previous functions as are provided for under this Constitution.

12.6 Individual Membership

- (a) In order to become or remain an Individual Member, individuals must become members of Affiliated Clubs or the Association and must renew their membership of their Club(s) or the Association or otherwise remain registered or financial members of the Affiliated Clubs or the Association in accordance with the procedures applicable from time to time.
- (b) Individual Membership of the Association shall be deemed to commence upon an individual's application being accepted by an Affiliated Club and the Association and will continue until expiration or termination of that membership by the Affiliated Club or Association in accordance with its procedures.

12.7 General

- (a) All Members acknowledge that they are bound by and agree to abide by all SLSA and SLSWA governing documents including but not limited to constitutions, regulations, policy and guideline documents.
- (b) No Member whose membership ceases has any claim against the Association or the Board Members for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) Members must treat all staff, contractors and representatives of the Association and all other Members with respect and courtesy at all times.
- (e) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Association or surf lifesaving.

13. REGISTER OF MEMBERS

13.1 CEO to Keep Register

The CEO shall keep and maintain a Register in accordance with the WA Act in which shall be entered (as a minimum)

- (a) the full name, one or more of the residential or postal or email address, category of membership, and date of entry of each Member including Life Members;
- (b) the full name, one or more of the residential or postal or email address and date of entry to office of each Director, person who is authorised to use the common seal of the Club and any person appointed to act as trustee on behalf of the Club; and
- (c) where applicable, the date of termination of membership of any Member.

Directors, Affiliated Clubs and Life Members shall provide notice of any change in required details to the Association within one (1) month of such change. Affiliated Clubs shall be responsible for providing notice of any change in required details of Individual Members to the Association as soon as practicable.

13.2 Inspection of Register

- (a) Having regard to the WA Act, confidentiality considerations the Register shall be available for inspection and copying by Members, upon reasonable request to the Board. A Member may also in writing request the Board provide the Member with a copy of the Register.
- (b) Where a Member wishes to copy, or wishes to receive a copy, of the Register, the Member must first provide to the Board a statutory declaration setting out the purpose for which the copy is required and declaring the purpose is:
 - (i) connected with the affairs of the Club; and
 - (ii) made in good faith; and

- (iii) made for a proper purpose.
- (c) Subject to the WA Act, the Board may determine a reasonable charge for the cost of complying with a request under **clause 13.2(a)**.

13.3 Use of Register

Subject to the WA Act, confidentiality considerations and privacy laws:

- (a) the Board may use the Register to further the Objects, in such manner as the Board considers appropriate; and
 - (b) a Member must only use or disclose information in the Register for a purpose that is in good faith and is directly connected with the affairs of the Club or that is related to the administration of the WA Act.

13.4 Right of SLSA to Register

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

14. 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 the Constitution and the Regulations and in turn, the SLSA constitution;
- (b) they shall comply with and observe this Constitution and the Regulations and the SLSA constitution and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee or other entity with delegated authority;
- (c) by submitting to this Constitution and the Regulations and the SLSA constitution they are subject to the jurisdiction of the Association and SLSA;
- (d) the Constitution and Regulations and the SLSA constitution are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Surf Lifesaving as a community service;
- (e) neither membership of the Association nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the Club or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of the Club; and
 - (iii) subject to the WA Act and the Club acting in good faith the right of the Members to natural justice unless expressly provided for in this Constitution.
- (f) they are entitled to all the benefits, advantages, privileges and services of the Association and SLSA membership.

15. DISCONTINUANCE OF MEMBERSHIP

15.1 *Notice of Resignation*

- (a) Any Member which or who has paid all monies due and payable to the Association (if any) may resign from the Association by giving one (1) months' notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice the Member shall cease to be a member.
- (b) If an Affiliated Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Affiliated Club shall not automatically cease at that time but shall be dealt with in the discretion of the Board.

15.2 *Expiration of Notice Period*

Upon the expiration of a notice given under **Rule 15.1a**), an entry, recording the date on which the Member who or which gave notice ceased to be a Member, and any other Members whose membership ceases at the time under **Rule 15.1(b)** (if any) shall be recorded in the Register.

15.3 *Failure to Re-Affiliate or Renew Membership*

If an Affiliated Club has not re-affiliated with the Association or an Individual Member has not renewed their Affiliated Club or Association membership within one (1) month of re-affiliation or membership renewal falling due, that party's Association membership will be deemed to have ceased from that time. The Register shall be amended to reflect any lapse of membership under this **Rule 10** as soon as practicable.

15.4 *Member to Re-Apply*

A Member whose membership has been discontinued or has ceased under **Rule 10.3** must seek renewal or re-apply for membership in accordance with this Constitution.

15.5 *Forfeiture of Rights*

A Member which or who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property 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. Where an Affiliated Club ceases to be a Member it shall also forfeit its right to appoint a person to any Committee or other entity with delegated authority.

15.6 *Delegate Position Lapses*

The position of Club Delegate shall lapse immediately on cessation of membership of the Affiliated Club.

15.7 *Affiliation May be Reinstated*

Affiliation which has been discontinued under this **Rule 15** may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

15.8 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member for the relevant year shall be forfeited upon discontinuance.

15.9 Financial Obligations

Any Member which or who has not paid all monies due and payable by that Member to the Association shall (subject to the Board's discretion) have all rights under this Constitution suspended, including the right to vote at General Meetings, until such time as the monies are fully paid. In the meantime, the Member shall have no automatic right to resign from the Association, and shall be dealt with in the Board's discretion, which includes the right to expel, discipline or retain that Member as a Member or impose such other conditions or requirements as the Board considers appropriate.

15.10 Suspension of Affiliation

- (a) An Affiliated Club may be suspended as a Member, if in the opinion of the Board in its absolute discretion and acting reasonably, the Affiliated Club is unable to perform its obligations. The Club shall be entitled to operate as Committees or carry on in a manner the Board considers appropriate including but not limited to the appointment of an administrator and/or forfeiture of rights under this Constitution.
- (b) Affiliation may be reinstated under **Rule 15.7**.
- (c) An Affiliated Club, which has been suspended, may within one (1) month from the Board's decision appeal in writing to the CEO. The CEO shall inform all other Affiliated Clubs of the appeal and convene a Special General Meeting to determine the matter by special resolution.

15.11 Revocation of SLSWA Service and Recognition Awards

- (a) The Board may by special resolution, revoke a previously issued award of recognition, including, but not limited to, SLSWA Life Membership, in circumstances where a Member who has been issued an award of recognition has:
 - (i) Been convicted of a serious criminal offence (as determined at the Board's discretion); or
 - (ii) Committed a serious breach and/or repeated breaches of the Association's / SLSA's policy or policies; or
 - (iii) Committed a serious breach and/or repeated breached of the Association's /SLSA's codes of conduct; or
 - (iv) Brought surf lifesaving and/or the Association into disrepute; or
 - (v) Rejected and/or returned a previously issued award.
- (b) Prior to giving consideration to the revocation of an award, the member shall be invited to make a written submission to the Board as to why the awards should not be revoked.
- (c) The Board's decision to revoke an award shall be final and there is no appeal.

16. DISCIPLINE OF MEMBERS

16.1 *Disciplinary Committee*

- (a) Where an allegation has been made to the Board or CEO by a complainant or where the Board or CEO is advised or considers that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the Constitution of SLSA or any resolution or determination of the Board, SLSA or any duly authorised Committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Association, SLSA and/or Surf Lifesaving; or
 - (iii) brought themselves, the Association, SLSA, any other State Centre or Surf Lifesaving into disrepute;

the Board in its sole discretion may refer the allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) for investigation or determination either under the procedures of the Association and SLSA set out in the Regulations or by such other procedure and/or persons as the Board considers appropriate.

- (b) Any Member the subject of disciplinary procedures submits unreservedly to the jurisdiction, disciplinary procedures, penalties and the appeal mechanisms of the Association and SLSA as set out in this Constitution and the Regulations.
- (c) The Board may appoint an investigator and/or Judiciary Committee which need not be, nor comprised of, Members to deal with any investigatory or disciplinary matter referred to it by the Board or the CEO. Such person(s) or Judiciary Committee shall operate under the principles expressed in the SLSA Regulations.

17. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the WA Act and this Constitution at a venue and on a date in September each year to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

18. NOTICE OF GENERAL MEETINGS

- (a) Notice of every General Meeting shall be given to every Affiliated Club and Life Member at the address appearing in the Register kept by the Association. The auditor, CEO and Board Members shall also be entitled to notice of every General Meeting. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) At least 45 days prior to the proposed date of an Annual General Meeting, the Board will request from those Members entitled to vote, notices of motions, which must be received no less than 28 days prior to the Annual General Meeting.
- (c) A notice of a General Meeting shall specify the place, day and hour of meeting and shall state the business to be transacted at the meeting.

- (d) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice together with:
 - (i) the agenda for the meeting;
 - (ii) any notices of motion received; and
 - (iii) to the Affiliated Clubs only, forms of authority in blank for proxy votes.
- (e) Notice of a General Meeting must be given in accordance with **Rule 18** and the WA Act.
- (f) The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting

19. BUSINESS

19.1 Business of the Annual General Meeting

- (a) The business to be transacted at the Annual General Meeting includes:
 - (i) amend the SLSWA Constitution as provided for at **Rule 40**;
 - (ii) elect the Board as provided for at **Rule 28**;
 - (iii) approve club affiliation as provided for at **Rule 12**;
 - (iv) receive the Annual Report and Auditor's Statement;
 - (v) review and approve the strategic outcomes presented by the Board; and
 - (vi) review the overall performance of the Board in the preceding year.

19.2 Business Transacted

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

20. NOTICES OF MOTION

20.1 Notices of Motion to be Submitted

All notices of motion for inclusion as special business at an Annual General Meeting must be submitted in writing to the CEO not less than 28 days (excluding receiving date and meeting date) prior to the Annual General Meeting.

20.2 Application of Notices of Motion

Notices of Motion shall only relate to:

- (a) alteration to the Constitution as provided for at **Rule 40**; and
- (b) termination of the Board under **Rule 29.4**.

21. SPECIAL GENERAL MEETINGS

21.1 *Special General Meetings May be Held*

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

21.2 *Requisition of Special General Meetings by Affiliated Clubs*

- (a) The CEO shall on the receipt of a requisition in writing of twenty-five percent (25%) of Affiliated Clubs convene a Special General Meeting within twenty-one (21) days of receiving such notice.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.

22. PROCEEDINGS AT GENERAL MEETINGS

22.1 *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 sixty percent (60%) of Affiliated Clubs entitled to vote and represented by their Club Delegates.

22.2 *President to Preside*

The President, or in his absence a Board Member appointed by the Board shall, subject to this Constitution, preside as Chairman at every General Meeting of the Association except:

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

22.3 *Adjournment of Meeting*

- (a) If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The Chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- (d) Except as provided in **Rule 22.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

22.4 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:

- (a) by the Chairman; or
- (b) by a simple majority of Club Delegates.

22.5 Recording of Determinations

Unless a poll is demanded under **Rule 22.4**, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, 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 votes recorded in favour of or against the resolution.

22.6 Where Poll Demanded

If a poll is duly demanded under **Rule 22.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

22.7 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) voting Members according to the Act;
- (b) the Directors at the request of Members under this Constitution;
- (c) the Directors at the request of the Department of Mines, Industry, Regulation and Safety or such other relevant department from time to time. ; or
- (d) a Court.

22.8 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Affiliated Club and Life Member; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least 7 days prior to the date of the General Meeting.

22.9 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in 2 or more places, the technology that will be used to hold the meeting in that manner.

22.10 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **Rule 18**.

22.11 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

23. VOTING AT GENERAL MEETINGS

23.1 Affiliated Clubs Entitled to Vote

Each Affiliated Club shall have one (1) vote at General Meetings which, subject to this Constitution, shall be exercised by its Club Delegate. No other Member shall be entitled to vote. The Board Members and CEO shall have the right to attend and debate, but not vote, at General Meetings.

23.2 President May Exercise Casting Vote

Where voting at General Meetings is equal the Chairman may exercise a casting vote. The Chairman has no deliberative vote.

24. PROXY VOTING

24.1 Proxy Voting Permitted

Proxy voting shall be permitted at all General Meetings provided a proxy form in the form set out in Annexure B (or as otherwise approved by the Board from time to time) has been duly completed and executed and is lodged with the CEO at the latest 24 hours before the commencement of the meeting or at the meeting with the express prior consent of the CEO. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.

24.2 Proxy

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Club Delegate 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.

25. BOARD MEMBERS

- (a) The Members of the Board in place immediately prior to approval of this Constitution under the WA Act shall continue and act as the Board until the next Annual General Meeting. Members of the Board will be elected for three (3) year terms, except that following the election of the initial Board a ballot will be held to determine which two (2) members will retire after one year, which two members will retire after two years, and which two (2) members will retire after three (3) years. The President will be elected for three (3) years. Thereafter, Board positions shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (b) The person known and appointed to the position of "Chief Executive Officer" (or similar title) of the Association immediately prior to approval of this Constitution under the WA Act shall continue in that position following such approval, subject to contractual arrangements.

26. POWERS OF THE BOARD

Subject to the WA Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised by the Board. In particular, the Board as the State authority for Surf Lifesaving shall be responsible for acting on State and local issues in accordance with the purposes and shall operate for the benefit of the Members and the community throughout Western Australia and shall govern surf lifesaving in Western Australia, in accordance with the objects of the Association, subject always to compliance with SLSA's Constitution, regulations, policies and directives.

At all times the Board will act in the interests of all clubs and their members. In its decisions it will recognise the principle of equity, having due regard for issues of gender, geographical spread of clubs, together with their different characteristics. The Board will also ensure that this principle is reflected in the composition of all committees and the conduct of their meetings, ensuring the full and fair participation of all members.

27. COMPOSITION OF THE BOARD

27.1 *Composition of the Board*

The Board shall comprise:

- (a) the President; and
- (b) six other Board Members who must all be Individual Members and who shall be elected under Rule 28;
- (c) and the CEO.

27.2 *Portfolios*

If the Board considers it appropriate, in order to further the Objects, it may provide for certain portfolios in the regulations, with specific responsibilities as determined at the discretion of the Board.

Where such portfolios are so provided, then nominees for the Board shall specify on their nomination form, the portfolio for which they are nominating.

27.3 *Right to Co-opt*

It is expressly acknowledged that the Board shall have the right to co-opt any person with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as the Board thinks fit. Any person so co-opted shall not be a Board Member and shall not exercise the rights of a Board Member but shall act in an advisory role only.

27.4 *Appointment of State Director*

The Board shall, from amongst its Members or persons holding other Committee or executive positions, appoint an Individual Member as a SLSA Director to attend meetings of SLSA and general meetings of SLSA for a term of one (1) year, in accordance with the SLSA Constitution. The person may be re-appointed in any subsequent year.

28. ELECTION OF BOARD MEMBERS

28.1 *Nominations of Candidates*

- (a) Nominations of candidates for election as Board Members including the President shall be received from Affiliated Clubs. Nominations shall be:
 - (i) made in writing, signed by 2 authorised officers of an Affiliated Club and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Association not less than 28 days before the date fixed for the holding of the election.
- (b) Where the number of nominations received is equal to or less than the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (c) If insufficient nominations are received to fill all available vacancies on the Board, the Board shall have the authority to appoint any Individual Member/s to fill the vacancy/s in accordance with **clause 29.3**.
- (d) Where multiple nominations are received for any single vacancy or if the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.

28.2 *Voting Procedures*

The elections shall be by standard preferential ballot and shall be by secret postal ballot on papers prepared by the CEO.

28.3 *Term of Office of Board Members*

- (a) Board Members shall be elected in accordance with this Constitution for terms of up to three years, and subject to these Rules, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the Annual General Meeting at which their term of office expires.
- (b) Board members may only serve in office for a maximum of three terms (i.e. for a period of nine (9) years in total) whether serving this time as an ordinary Board Member or President (or a combination of terms as an ordinary Board Member and President) after which time

they must retire from the Board effective immediately at the conclusion of the Annual General Meeting at which their third term of office expires.

- (c) Any duration of Casual Vacancy position served by a President or Board Member (as referred to at Rule 29.3 of this Constitution), does not count towards a Term for the purposes of this Rule.
- (d) For the avoidance of doubt, a Board Member cannot serve any further term on the Board (either as an ordinary Board Member or President) after their retirement from the Board at the cessation of their third term of service except in a Casual Vacancy position.

29. VACANCIES OF BOARD MEMBERS

29.1 Grounds for Termination of Office of Board Members

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his office in writing to the Association;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of 6 months;
- (f) without the prior consent or later ratification of the Board holds any office of profit under the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (h) has been expelled or suspended from membership (without further recourse under this Constitution or SLSA's Constitution);
- (i) is a member of the board of management of an Affiliated Club;
- (j) in the opinion of the Board in its discretion;
- (k) has acted in a manner unbecoming or prejudicial to the objects and interests of the Association, SLSA and/or surf lifesaving; or
- (l) has brought the Association, SLSA, any Affiliated Club or surf lifesaving into disrepute; or
- (m) would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001.

29.2 Remaining Board Members May Act

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

29.3 Casual Vacancy

- (a) If there is a casual vacancy in the office of any Board Member, the Board may appoint an Individual 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.
- (b) Should the Board Members be reduced in number to four (4) or less, a General Meeting shall be convened by the CEO, or if there is no CEO, a surviving Board Member, for the purpose of filling the vacancies.

29.4 Grounds for Termination of the Board

If the Board is believed to have acted unlawfully or in a manner which materially damages the Association or prejudices the good name of Surf Lifesaving in Australia or Western Australia, the Affiliated Clubs may by Special Resolution at an appropriately convened special general meeting as provided for in this Constitution, remove the Board and appoint a new Board.

30. LEAVE OF ABSENCE

30.1 Grant of Leave of Absence

The Board shall grant a leave of absence to a Board Member for a period not exceeding 3 months, on the submission of a written application for such leave to the CEO.

30.2 Discretion as to Leave of Absence

The Board may, in its discretion, grant leave of absence to a Board Member for such period as it sees fit following consideration of an application submitted in writing to the CEO.

31. MEETINGS OF THE BOARD

31.1 Board to Meet

The Board 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 WA Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. The CEO shall on receipt of a requisition of four Board Members, convene a meeting of the Board within a reasonable time.

31.2 Decisions of the Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Board Members shall for all purposes be deemed a determination of the Board. All Board Members (except the Chairman) shall have one (1) vote on any question. The Chairman shall have a casting vote where voting is equal but shall have no deliberative vote.

31.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Board Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where one or more of the Board 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 Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution, and such notice specifies that Board Member are not required to be present in person;
 - (iii) if a failure in communications prevents condition Rule 31.3(a)(i) from being satisfied by the number of Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the other provisions of this Rule to be held, then the meeting shall be suspended until condition Rule 31.3(a)(i) is satisfied. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one (1) or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

31.4 Quorum

At meetings of the Board, four Board Members' presence is required to constitute a quorum.

31.5 Notice of Board Meetings

Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology, presence or attendance in accordance with Rule 31.3) not less than seven (7) days written notice of the meeting of the Board shall be given to each Board Member. The agenda shall be forwarded to each Board Member not less than four (4) days prior to such meeting.

31.6 Conflict of Interest

A Board 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 on such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Board Member to absent himself

from discussion or refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

32. CHIEF EXECUTIVE OFFICER

32.1 Appointment of CEO

The CEO shall be appointed by the Board for such term and on such conditions as it thinks fit.

32.2 CEO to Act as Secretary

The CEO shall act as and carry out the duties of Secretary and Public Officer of the Association and shall administer and manage the Association in accordance with this Constitution.

32.3 Broad Power to Manage

Subject to the WA Act, this Constitution, the Regulations and any policy directive of the Board, the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the CEO or the Board which would have been valid if that resolution had not been passed.

32.4 CEO May Employ

The CEO may, in consultation with the Board, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Board determines.

33. DELEGATIONS

33.1 Board May Delegate Functions

The Board may by instrument in writing create or establish or appoint from among its own members, the Members of the Association or otherwise, special committees, sub-committees, boards, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines. It is expressly acknowledged that any entity exercising delegated powers shall have the right to co-opt persons with appropriate experience or expertise to that entity, subject to the Board's right of veto in respect of that person.

33.2 Delegation By Instrument

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

- (a) this power of delegation; and
- (b) a function imposed on the Board or the CEO by the WA Act or any other law, or this Constitution.

33.3 *Delegated Function Exercised in Accordance With Terms*

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

33.4 *Procedure of Delegated Entity*

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

33.5 *Delegation May be Conditional*

A delegation under this Rule 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.

33.6 *Revocation of Delegation*

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

34. REGULATIONS

34.1 *Board to Formulate Regulations*

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the Objects and surf lifesaving in Western Australia as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution of the Association, the SLSA Constitution, any regulations made by SLSA and any policy directives of the Board.

34.2 *Regulations Binding*

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

34.3 *Regulations Deemed Applicable*

All rules and regulations of the Association in force at the date of the approval of this Constitution under the WA Act insofar as such rules and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations under this Rule.

34.4 *Bulletins Binding on Members*

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of the Association by means of Bulletins approved by the Board, and prepared and issued by the CEO. Affiliated Clubs shall take reasonable steps to distribute information in the Bulletins to Individual Members. Such inclusions in the bulletins are binding upon all Members.

35. RECORDS AND ACCOUNTS

35.1 *CEO to Keep Records*

The CEO shall establish and maintain proper records and minutes, whether paper or electronically based, concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board or General Meeting.

35.2 *Records Kept in Accordance With Act*

Proper accounting and other records, whether paper or electronically based, shall be kept in accordance with the WA Act. The books of account shall be kept in the care and control of the CEO.

35.3 *Association to Retain Records*

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

35.4 *Board to Submit Accounts*

The Board shall submit to the Members at the Annual General Meeting the Statements of Account of the Association.

35.5 *Accounts Conclusive*

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

35.6 *Accounts to be Sent to Members*

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

35.7 *Negotiable Instruments*

Whether paper or electronically based, 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, (including electronically endorsed or executed) as the case may be, by the CEO and any one duly authorised Board Member or any two (2) duly authorised Board Members or in such other manner as the Board determines.

35.8 *Inspection of Records*

- (a) Members may on request inspect free of charge:
 - (i) the minutes of general meetings; and
 - (ii) subject to **clause 35.8(b)**, the financial records, books, securities, this Constitution and any other relevant document of the Association.

- (b) The Board 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 or where the Board reasonably considers the member seeking to inspect the records is not doing so in good faith.
- (c) The Board must on request make copies of this Constitution available to Members and applicants for membership free of charge.
- (d) Subject to clause 35.8(b), a Member may make a copy of any of the other records of the Club referred to in this clause and the Club may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this clause:
 - (i) relevant documents mean 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 financial statements;
 - (B) its financial records;
 - (C) this Constitution; and
 - (D) records and documents relating to transactions, dealings, business or property of the Club.

36. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed. The auditor's duties shall be regulated in accordance with the WA Act and in accordance with generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by resolution of Members at a General Meeting.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

37. NOTICE

37.1 Manner of Notice

- (a) Notices may be given by the CEO to any Member or Club Delegate 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, or in the case of a Club Delegate, to the last notified address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) days after posting.

- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and transmitting the electronic transmission and will be taken to have been delivered on the business day following its transmission.

37.2 Notice of Annual General Meeting

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

37.3 Notice to Individual Members

Notice to Individual Members shall be deemed given by notice being given in accordance with this Constitution to the Individual Members' Affiliated Clubs the Affiliated Clubs being responsible for displaying or distributing notice to the Individual Members in such manner as is considered appropriate or reasonable.

38. SEAL

38.1 Safe Custody of Seal

If the Association has a Seal the CEO shall provide for safe custody of the Seal.

38.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Board Members or one (1) Board Member and the CEO.

39. PATRONS, VICE PATRONS AND GOVERNORS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a Chief Patron and such number of Patrons, Vice-Patrons and Governors as it considers necessary, subject to approval of that person or persons.

40. ALTERATION OF CONSTITUTION

- (a) This Constitution shall not be altered except by special resolution in accordance with the WA Act, and in compliance with all other procedures under the WA Act (if any).
- (b) In addition, there shall be no alteration or amendment to Rules 42 or 43 without the consent of the relevant Minister or other authorised person under the WA Act
- (c) An amendment which affects the special rights of any particular category of Members must be approved by 75% of Members of that category, present at a meeting, and need not be approved by any other category. Provided that the foregoing shall not apply to those categories of Members set out in paragraphs (b), (c) and (d) of Rule 5.1 who shall be deemed not to have any special rights under this Constitution and hence there shall be no necessity to obtain 75% approval from them on any issue unless the resolution purports to impose additional obligations on them, other than any increased annual subscription.

41. INDEMNITY

41.1 *Board Members to be Indemnified*

Every Board 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 him in his capacity as Board Member, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the WA Act, granted to him by the Court.

41.2 *Association to Indemnify Board Members*

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

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

42. DISSOLUTION

- (a) Subject to **Rule 42(b)**, the Association may be wound up in accordance with the WA Act.
- (b) **Rule 6** relating to the winding up and dissolution of the Association shall take effect and be observed as if the same were repeated in this Constitution.

43. AUTHORITY TO TRADE

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

44. GRIEVANCE PROCEDURE

- (a) The Association and Members agree to comply with the Grievance Procedures for grievances between a Member and:
 - (i) another Member; or
 - (ii) the Association;

as set down by SLSA in the SLSA Regulations or SLSA Member Protection Policy from time to time.
- (b) If SLSA fails to prescribe a grievance procedure the following procedure will apply:
 - (i) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and simultaneously communicate with each other) and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.

- (ii) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within 10 days, refer the dispute to the Western Australian State Administrative Tribunal (or such other similar body in circumstances where the Western Australian State Administrative Tribunal is no longer in existence) for resolution.

45. SOURCE OF FUNDS

The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by the Members, donations, grants, sponsorships and such other sources as the Board determines. Such funds will be managed by the Board in the best interests of the Club and the Members subject always to the Act and this Constitution.

ANNEXURE A

APPLICATION FOR AFFILIATION

SURF LIFE SAVING WESTERN AUSTRALIA INCORPORATED (“ASSOCIATION”)

I, , a duly authorised officer
of (applicant’)
.....
..... Postcode.....

hereby apply (on behalf of the applicant for acceptance of the applicant as an Affiliated Club of the Association.

In the event of admission as an Affiliated Club, the applicant agrees to be bound by the Objects, Constitution, Regulations, policies and directives of the Association for the time being in force.

(Signed for and on behalf of the Applicant by a duly authorised officer)

Signed: Date:.....

APPOINTMENT NOTICE

At a meeting of

on

it was resolved that in the event of acceptance as an Affiliated Club

.....(representative)

of

.....(representative’s address)

be the Club Delegate at General Meetings of the Association.

(Signature of duly authorised officer of applicant).

(Title of duly authorised officer)

(Signature of representative, signifying consent).....

(Date).....

ANNEXURE B

APPOINTMENT OF PROXY

SURF LIFE SAVING WESTERN AUSTRALIA INCORPORATED ("ASSOCIATION")

I,

of (Club)

being a duly authorised Club Delegate of an Affiliated Club of the Association hereby appoint:

.....

of

as my proxy to vote for me on behalf of my Affiliated Club at the General Meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the (date) and at any adjournment of that meeting.

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

.....
.....
.....
.....
.....

I confirm that my Affiliated Club has authorised me (as Club Delegate) to vote in the manner in which I have authorised my proxy to vote.

(Signed)

(Date).....