



Constitution

HUNTER SURF LIFE SAVING INCORPORATED

Incorporation No: Y 0375724

ABN 75 019 707 672

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Part 1 – Preliminary

1. Name

The name of the association is Hunter Surf Life Saving Incorporated [**Hunter SLS**].

2. Dictionary and Interpretation

(a) Dictionary;

In this Constitution, unless the contrary intention appears, terms regularly used are abbreviated and defined as set out below:

Term	Definition of Term
Act	the <i>Associations Incorporation Act 2009 (NSW)</i> and includes any supporting subordinate legislation which may be in force from time to time
Adviser	a person appointed by the Executive to perform such duties and undertake such responsibilities as may be specified in the Constitution, the Regulations, and by the Executive from time to time
AGM	the annual general meeting of the members of Hunter SLS to be held pursuant to Clause 21
Auditor	the person or organisation retained by Hunter SLS under Clause 37 of this Constitution to audit the books of accounts and provide a report to the Members on an annual basis at the AGM
Boundaries	surf lifesaving Clubs established and operating from Tea Gardens/Hawks Nest Beach in the north to Catherine Hill Bay Beach in the south and shall include all Clubs within that area affiliated with Hunter SLS
Branch	affiliated surf lifesaving Clubs within the Boundaries.
Branch Council	the body consisting of the Executive of Hunter SLS and each President of every affiliated Club within the Boundaries
Branch Council Meeting	a meeting of the Branch Council convened in accordance with the Constitution and includes AGMs and Special General Meetings
Branch Director	a Member who has been elected to the Executive under Clause 30 (a) of this Constitution
Branch Office	The administrative office of Hunter SLS
Branch President	the person elected to that role by the Branch in accordance with its Constitution and who will also assume the position of State Councilor on behalf of the Hunter SLS
CEO	the Chief Executive Officer of Hunter SLS

Club	a surf lifesaving club established and operating within the Boundaries which is an affiliated Member of Hunter SLS under Part 2 of this Constitution
Club President	a person elected to such position in a Club who shall be entitled to represent that Club as a delegate at Branch Council meetings
Constitution	the Constitution of Hunter SLS
Executive	the persons elected to hold office pursuant to Clause 30 (a)
Hunter SLS	Hunter Surf Life Saving Incorporated
Individual Member	an individual who is a member of a Club in accordance with the definition of Individual Member in Clause 3(a) of the SLSA Constitution
Intellectual Property	all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to Hunter SLS, the words “surf lifesaving” or any event or competition or surf lifesaving equipment, product, publication or activity developed, conducted, promoted or administered by Hunter SLS
Judiciary Committee	a committee established by Hunter SLS under Clause 16 of this Constitution
Life Member	an individual appointed as a Life Member of Hunter SLS
Member	a member for the time being of Hunter SLS and includes a Club and an Individual Member
Objects	the objects of Hunter SLS set down in Clause 3 of this Constitution
Official	a person appointed by the Executive to perform such duties and undertake such responsibilities as may be specified in the Constitution, the Regulations, and by the Executive from time to time
Public Officer	the CEO
Regulations	the Regulations of Hunter SLS made from time to time under Clause 42
SLSA Regulations	the regulations of SLSA
SLSA	Surf Life Saving Australia Limited

SLS Governing Bodies	SLSA and SLS NSW
SLS NSW	Surf Life Saving New South Wales Incorporated
State Centre	an independent entity (including SLS NSW) recognised by SLSA as the body administering surf lifesaving in its particular State
Special General Meeting	a meeting of the Branch Council convened in accordance with Clause 22 of this Constitution
Special Resolution	a resolution passed at any Branch Council meeting, at which a quorum is present and passed by at least three quarters of those members present and entitled to vote and of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution
Standing Boards and Committees	those boards and/or committees established and elected pursuant to Clause 44 of this Constitution

(b) Interpretation

In this Constitution:

- (i) Expressions referring 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;
- (ii) a reference to a function includes a reference to a power, authority and duty;
- (iii) 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;
- (iv) words importing the singular include the plural and vice versa;
- (v) words importing any gender shall include the other gender;
- (vi) references to persons include corporations and bodies politic;
- (vii) references to a person include the legal personal representatives, successors and permitted assigns of that person; and
- (viii) a reference to a statute, ordinance, code of 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).
- (ix) If any provision of this Constitution or any phrases contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction 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 the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

- (x) The specification of the Objects of Hunter SLS in **Clause 3** and the Powers set out in **Clause 4** of the 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 than 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.
- (xi) Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.

3 Objects of Hunter SLS

Hunter SLS is a charitable community service-based association which is established solely to:

- a. Ensure the provision of effective lifesaving services by Member Clubs to the community within the Boundaries.
- b. Provide emergency management services to the community in the Boundaries.
- c. Deliver best practice training and education in surf rescue and emergency care to our member Clubs.
- d. Offer development opportunities to its Members.
- e. Provide Community Education within the Boundaries.
- f. Promote health, wellbeing, surf skills development and fitness of our Members.
- g. Undertake such activities as may be appropriate to enhance the image of Surf Lifesaving throughout the Boundaries.
- h. Provide representation, advice and support to Member Clubs.

4 Powers of Hunter SLS

For the sole purpose of furthering the Objects, Hunter SLS has power to:

- a. Ensure Member Clubs comply with the SLSA, SLS NSW and Hunter SLS Constitutions, Rules, Regulations and Policies encompassing patrols, education, Member behavior, surf sports, corporate governance and other activities from time to time.
- b. Exercise discipline over Member Clubs and their members in relation to patrols, education, member behavior, surf sports, corporate governance and other activities from time to time.
- c. Purchase, take on lease or in exchange or otherwise, acquire any real or personal property which may be deemed necessary or convenient for any of the purposes of Hunter SLS and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof.
- d. Construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of Hunter SLS.
- e. Borrow and raise money in such manner as Hunter SLS may think fit.
- f. Receive money on deposit with or without allowance of interest thereon.
- g. Invest any monies of Hunter SLS not immediately required for the Objects of Hunter SLS in accordance with the investment policies as may from time to time be determined by the Executive.

- h. Receive any gift of property whether subject to any special trust or not for any one or more of the Objects of Hunter SLS.
- i. Take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of Hunter SLS in the shape of donations, annual subscriptions or otherwise.
- j. 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 Hunter SLS 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.
- k. Print and publish any newspapers, periodicals, books or leaflets that Hunter SLS may think desirable for the promotion of its Objects.
- l. Employ persons for remuneration for the carrying of the Objects.
- m. Subscribe to any charities and grant donations for any public purpose.
- n. Develop, use and protect the intellectual property of Hunter SLS.
- o. Establish and maintain corporate entities to better facilitate the furtherance of the Objects.
- p. Promote any other person or company for any purpose calculated to further the Objects.
- q. Receive and or purchase or otherwise acquire all or part of the property of any entity or association with similar objects generally for any purpose to further the Objects.
- r. Do all such acts and things as are incidental, conducive or subsidiary to all or any of the Objects.

5 Hunter SLS Colours

Hunter SLS colours shall be Royal Blue and White.

6 Patrol Hours

- a. The patrol hours for Clubs shall be from the first Saturday in the Spring school holidays to the last Sunday in the Autumn school holidays or in special circumstances as directed by State Centre.
- b. Applications to vary the patrol season or patrol hours by any Club must first have the approval of the Branch Director of Lifesaving. The Branch Director of Lifesaving may submit a recommending report to the Director of Lifesaving at SLS NSW seeking approval to vary but no variation of patrol hours may occur without the approval of SLS NSW.
- c. Clubs shall perform rostered patrols during the season on Saturday, Sunday and Public Holidays.

7 SLS NSW

Hunter SLS shall affiliate with the SLS Governing Bodies and shall at all times be bound by the Constitutions of the SLS Governing Bodies.

8 Formation of Clubs

In the event that a new Club seeks to become a Member the procedures to be followed shall be the procedures set down from time to time by the SLS Governing Bodies.

Part 2 – Membership

9 Membership Generally

The membership of Hunter SLS shall consist of

- a. Each Member Club which shall be entitled to one voting Delegate who shall have the right to be present, debate and vote on behalf of the Club at Branch Council meetings.
- b. The Executive of Hunter SLS who are elected in accordance with **Clause 30 (a)** and who shall have the right to be present debate and vote at Branch Council meetings.
- c. Life Members who shall have the right to be present at Branch Council meetings but shall have no voting or debating rights.
- d. All Individual Members of member Clubs who shall have the right to be present at Branch Council meetings but shall have no voting or debating rights.

10 Register of Members

- a. The CEO shall establish and maintain a register in which shall be entered (as a minimum)
 - (i) The full name, address, class of membership and date of entry of each member;
 - (ii) The full name, address and date of entry of the name of each Club President (or nominated delegate).
- b. The register of Members shall be kept at the Branch Office and shall be open for inspection free of charge by any Member of Hunter SLS at any reasonable hour and upon reasonable notice.

11 Member Liabilities

The liability of a Member of Hunter SLS to contribute towards the payment of the debts and liabilities of Hunter SLS or the costs, charges and expenses of the winding up of Hunter SLS, is limited to the amount, if any, unpaid by the Member in respect of membership of Hunter SLS as required by **Clause 13**.

12 Branch and Club Affiliation

- a. To be eligible for membership of Hunter SLS all Member Clubs must be incorporated under the Act.
- b. An application for membership of Hunter SLS by a Club must be:
 - (i) In writing on the form prescribed by Hunter SLS from time to time and lodged with Hunter SLS;
 - (ii) Accompanied by a copy of the Constitution of the Club, its register of members, and the appropriate fee, if any.
- c. Hunter SLS may, in its absolute discretion, accept or reject an application for membership.

- d. Clubs must re-affiliate annually. Upon re-affiliation a Club must lodge with Hunter SLS any amendments to its Constitution together with the name of its President (or nominated delegate). Clubs must provide notice of any change of their details (e.g. President or nominated delegate) within one (1) month of any such change having taken place.
- e. Each Club must ensure that its Constitution is amended in conformity with amendments made to the Constitution of Hunter SLS and the Constitutions of SLS Governing Bodies.
- f. Where a Member Club ceases to be a Member of Hunter SLS, the individual members of that Club will automatically cease to be Members of Hunter SLS on the date which is one [1] month after the cessation of the Club's membership.

13 Fees and Subscriptions

- a. The membership subscription and fees payable annually by Clubs for affiliation with Hunter SLS and the respective dates that such fees are due shall be determined by Hunter SLS.
- b. Any Club in default of payment of any liabilities due to Hunter SLS may have its membership application deferred or, if already a Member, may be disqualified by Hunter SLS from participating at any examination, competition, or display held under the control of Hunter SLS and the President or nominated delegate of any Club so defaulting may be debarred from speaking or voting at any meeting of Hunter SLS until such liability has been paid.

14 Effect of Membership

Every Member of Hunter SLS acknowledges and agrees that:

- a. This Constitution constitutes a contract between each of them and Hunter SLS and that they are bound by this Constitution, Hunter SLS Regulations, the SLS NSW Constitution Rules and Regulations and the SLSA Constitution Rules and Regulations.
- b. By submitting to this Constitution, Hunter SLS Regulations, the SLS NSW Constitution, Rules and Regulations, the SLSA Constitution Rules and Regulations they are subject to the jurisdiction of Hunter SLS, SLS NSW and SLSA.
- c. They are entitled to all benefits, advantages, privileges and services of Hunter SLS.

15 Cessation of Membership

- a. An Individual Member ceases to be a member of Hunter SLS
 - (i) Immediately, if the person ceases to be an individual member of a Club;
 - (ii) Immediately, if the person is expelled from Hunter SLS; or
 - (iii) One [1] month after the Club of which the person is an individual member ceases to be a Member of Hunter SLS.
- b. A Club ceases to be a Member of Hunter SLS
 - (i) If it has breached this Constitution, the Regulations, a Policy of Hunter SLS or a similar document of the SLS Governing Bodies and is unable to justify or remedy that breach to the reasonable satisfaction of the Executive; or

- (ii) It is expelled by Hunter SLS for not re-affiliating in accordance with **Clause 12** of this Constitution.
- c. Where an individual's membership has ceased, the former Member
 - (i) Forfeits all right in and claim upon Hunter SLS and its property;
 - (ii) Shall not use any surf lifesaving equipment or any other property of Hunter SLS including Intellectual Property.
- d. An Individual Member may re-apply for membership of a Club unless previously expelled under **Clause 15 (a) (ii)**, in which case the Individual Member must also apply in writing to Hunter SLS to be accepted provided that an Individual Member who has been expelled under **Clause 15(a)(ii)** can only be re-admitted as a Member by application made direct to Hunter SLS and Hunter SLS has the sole and absolute discretion to re-admit such person as a Member.

16 Discipline of Members

- a. Where HSLS is advised or considers that a Member has:
 - (i) Breached, failed, refused or neglected to comply with a provision of this Constitution and/or the Regulations, or SLS NSW Constitution, Rules and Regulations, or the SLSA Constitution, Rules and Regulations, or any resolution or determination of Hunter SLS, or of any duly established Standing Committee or Board; or
 - (ii) Acted in a manner unbecoming of a Member, or that is prejudicial to the Objects of Hunter SLS and/or surf lifesaving; or
 - (iii) Brought Hunter SLS or surf lifesaving into disrepute;
 then Hunter SLS may commence or cause to be commenced and conducted, disciplinary proceedings against that Member and the Member will be subject to the jurisdiction, disciplinary procedures, penalties, and appeal provisions as set out in the SLSA Regulations.
- b. Hunter SLS may appoint a Judiciary Committee at its discretion to deal with any disciplinary matter referred to it. The Judiciary proceedings shall be conducted in accordance with the SLSA Regulations.
- c. Notwithstanding the foregoing provisions of this Clause 16, Hunter SLS is responsible for disciplinary matters where:
 - (i) a disciplinary matter is referred to Hunter SLS by a Club;
 - (ii) it receives a direction or referral from the SLS Governing Bodies; or
 - (iii) a Member's conduct breaches Hunter SLS Regulations, policies or directions. while undertaking specific Hunter SLS duties for example: trainers, assessors and facilitators at assessments; Advisers and Officials at Hunter SLS endorsed carnivals and support operations, and whilst participating in meetings convened by Hunter SLS.

Part 3 – The Branch Council

17 Branch Council

- a. The Branch Council shall consist of
 - (i) The Executive elected in accordance with **Clause 30(a)**; and
 - (ii) Each Club President (or a delegate nominated and representing that Club as a delegate).
- b. Subject to this Constitution, each Club President shall remain a member of the Branch Council until the appointment of a successor.
- c. The role of Branch Council shall be to
 - (i) Elect the Executive under **Clause 30(a)** of this Constitution;
 - (ii) Approve any amendments to this Constitution in accordance with **Clause 41**;
 - (iii) Inform the Executive of significant membership issues as they arise;
 - (iv) Assist the Executive to design and review the organisation's strategic direction;
 - (v) Participate in discussion, debate and voting on any issues relating to the Branch, including review of decisions made by the Executive at a Special General Meeting;
 - (vi) Provide feedback to the Executive on the results of its governance decisions in practice at the member level;
 - (vii) Elect Life Members.
- d. The President shall, subject to this Constitution, preside as chairperson at every Branch Council meeting except
 - (i) In relation to any election for which the President is a nominee; or
 - (ii) Where a conflict of interest arises.
- e. If the President is not present or is unwilling or unable to preside, any Branch Director shall preside as chairperson to participate and vote in the place of the President.

18 Proxies

- a. Should a Club President be unable to attend a Branch Council meeting of Hunter SLS, the Club may nominate by notice in writing to the CEO, a member of that Club as a delegate to participate and vote in the place of the Club President.
- b. No Club President (or the nominated delegate of that Club) shall be entitled to represent more than one Club at the same time.

19 Branch Council Meetings

- a. Branch Council Meetings shall be held at least four [4] times per year inclusive of the Annual Executive Election Meeting and AGM of Hunter SLS.
- b. Written notices of all Branch Council Meetings and all business of which notice has been received shall be forwarded by the CEO to Officers, Advisers, Club Presidents and each Club. When it is proposed to pass a Special Resolution

twenty-one (21) clear days' notice and in any other case fourteen (14) clear days' notice, specifying the place, day and time of the meeting shall be given.

- c. In notices of meetings, the CEO shall include all motions of which at least twenty-eight (28) days' notice in writing has been given.

20 Annual Executive Election Meeting

- a. The Annual Executive Election Meeting shall be held in May each year and shall be conducted in accordance with **Clause 30** of this Constitution
- b. At least two (2) calendar months prior to the date of the Annual Executive Election Meeting notice calling for nominations or expressions of interest, for positions on the Executive shall be forwarded by the CEO to the Clubs.
- c. With the exception of Patron and Vice Patrons all nominations for Executive positions shall be:
 - (i) signed by the Member nominating and duly endorsed by confirmation of the support of their Club; and
 - (ii) lodged with the CEO at the Branch Office not less than twenty-eight (28) days prior to the meeting.
- d. Not less than twenty-one (21) days prior to the Annual Executive Election Meeting the CEO must notify the Members of the Branch Council of all nominations received for appointment to the Executive.
- e. The Minutes of the Annual Executive Election Meeting shall be circulated to all Directors and Club Presidents (or the nominated delegate of the Club) for confirmation of those Minutes at the next Branch Council Meeting.

21 AGM of Hunter SLS

- a. The AGM of Hunter SLS shall be held in September each year to receive the Annual Report and Audited Financial Statements and to transact such other business as may be brought forward in accordance with this Constitution.
- b. The Minutes of the AGM of Hunter SLS shall be duly circulated to all Branch Council Members for confirmation at the next Branch Council Meeting.
- c. All Clubs must have completed their election of office bearers and held their AGM for presentation of Audited Financial Statements prior to the AGM of Hunter SLS each year.

22 Special General Meetings of Branch Council

- a. Special General Meetings of the Branch Council may be called at the request of the Executive or on a requisition to the CEO by not less than seven Member Clubs.
- b. Written notice of such meeting including the date, venue and particulars of business to be dealt with by the proposed Special General Meeting, shall be forwarded by the CEO to the Executive (or the nominated delegate of the Club).

23 Quorums for Meetings of Branch Council

- a. The quorum at all Branch Council Meetings shall be ten (10) including a minimum of seven (7) Club Presidents (or the nominated delegate of a Member Club).
- b. If there is not a quorum present at a Branch Council Meeting one hour after the specified time of starting, the meeting shall be adjourned to a time and place to be decided by the Executive. Notwithstanding that a quorum is present, the

Chairperson with the consent of the meeting may adjourn the meeting until a later time in the same week.

24 Method of Voting at Meetings

- a. In the election for positions on the Executive, the “exhaustive ballot system” shall be used.
- b. In the event of there being an equality of votes for two or more candidates and there are no other candidates in the ballot other than those with equal votes, the position shall be filled from them by “lot”.
- c. For voting on any other matter, the “by a simple majority” method of voting shall be employed at all Branch Council and Executive meetings in accordance with the SLS NSW Constitution.
- d. In the event of there being an equality of votes on any resolution in the “by a simple majority” voting method, the Chairperson of the meeting shall have a casting vote
- e. Only the Executive and Club Presidents (or the nominated delegate of the Club as proxy) representing each Club affiliated with Hunter SLS shall be eligible to vote at all Branch Council Meetings.

25 Ballot

- a. In the case of any election, if insufficient nominations are received to fill the position of an Officer or Adviser further nominations shall be called for.
- b. 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.
- c. If the number of candidates exceeds the number required to fill the vacancy or vacancies, then such vacancy or vacancies shall be filled by election by secret ballot.
- d. The Chairperson shall appoint poll clerks provided that any candidate, if they so desire, may appoint one scrutineer to observe the count on their behalf.
- e. The order in which names of the candidates shall appear on a ballot paper shall be alphabetical.
- f. Any member entitled to vote shall do so following the direction of the Chairperson as to how to cast that vote and thereupon shall hand his or her ballot paper to a poll clerk.
- g. At the conclusion of the counting of the ballot papers, the poll clerks shall hand to the Chairperson the result of the poll and the ballot papers, whereupon the Chairperson shall declare to the meeting the result of the poll. The result of the count may be disclosed on the vote of the meeting.

26 Chairperson Declaration to be Conclusive

At any meeting, unless a show of hands is called for, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive.

27 Voting by Mail or Electronic Methods

Urgent matters arising between meetings of the Branch Council may be decided by either mail or email vote, which shall be conducted in the following manner:

- a) Upon the instructions of the President or by resolution of the Executive any matter which may be dealt with by the Branch Council shall be submitted to a vote by mail or email.
- b) Where a vote by mail or email is intended to be taken, the CEO shall send by mail or email to each Branch Council member who is entitled to vote, a clear statement of the question to be voted upon, with a request that they return their vote thereon by mail or email to the CEO. Such request shall state the date upon which voting shall close.
- c) Within seven days of the closing of voting by mail or email the CEO shall send by mail or email to each Member of the Branch Council, a report of the result of such voting. The report shall contain a copy of the question and the resultant decision.
- d) All mail or email votes received by the CEO shall be filed with a copy of the question and a copy of the report of the result of the voting and shall be retained in the official file of the Branch for a period of not less than one year.

28 Notices of Motion

- a. Notice of any motion of which notice is required to be given shall be given in writing by the mover thereof and shall be endorsed by the Club of which the mover is a member and shall be submitted by the Club President (after being duly seconded) to the CEO at least twenty-eight (28) days prior to the date of a meeting. Officers, Club Presidents and Clubs shall be given fourteen (14) days clear notice of such notices of motion. Any motion or resolution passed by the Branch Council may be rescinded or altered provided notice of rescission or alteration has been given in accordance with **Clause 29**.
- b. Notices of motion, of which notice is required to be given in writing, may be referred to the Constitution Committee to ensure they are in accordance with the Constitution.
- c. Leave may be granted to amend such notice by resolution.
- d. A motion of which due notice has been given, on being defeated, cannot be resubmitted nor may any other motion be moved having a similar effect within twelve (12) months from the date of its rejection except a motion relating to lifesaving appliances or methods.

29 Rescission of Resolutions

A resolution passed at a Branch Council Meeting shall not be rescinded other than at a subsequent Branch Council Meeting. Notice in writing of the intention to propose a rescission motion shall be given to the CEO at least 28 days before the Branch Council Meeting at which the rescission motion is intended to be moved and at least 14 days' notice of the rescission motion shall be given by the CEO to all members of Branch Council.

Part 4 – Executive

30 Executive

- a. The Executive shall be elected at the Annual Election of Executive Meeting and shall comprise of:
 - (i) President;
 - (ii) Director of Finance and Governance;
 - (iii) Director of Lifesaving;
 - (iv) Director of Education;
 - (v) Director of Surf Sports;
 - (vi) Director of Youth Development.
- b. All members of the Executive shall be members of a Club and must meet any qualifications that may be prescribed from time to time and each member of the Executive shall perform such duties and undertake such responsibilities as may be specified from time to time in the Regulations and shall carry out such duties with due care and diligence.
- c. The CEO shall attend all meetings of the Executive but shall not be a voting member of the Executive.
- d. Subject to the Act and this Constitution, the business of Hunter SLS shall be managed, and the powers of Hunter SLS shall be exercised, by the Executive.
- e. The Executive shall be responsible to:
 - (i) govern surf lifesaving within the Boundaries in accordance with the Objects;
 - (ii) operate for the benefit of the Members and the community within the Boundaries.
- f. The Executive may authorize persons to speak on behalf of Hunter SLS.
- g. The Executive shall be elected for 2-year terms. The President, Director of Education and Director of Youth Development shall be elected in each year of even number and the Director of Finance and Governance, Director of Lifesaving and Director of Surf Sports shall be elected in each year of odd number.
- h. There is no limit to the number of consecutive terms that an Executive member may serve.
- i. The President of the Branch shall represent the Branch as a State Councillor at meetings of SLS NSW, provided however in the event of an absence of the President the Executive may nominate a proxy to act on behalf of the President in the capacity of State Councillor at meetings of SLS NSW.
- j. No member of the Executive may hold more than one [1] position on the Executive.

31 Meetings of the Executive

- a. At the first meeting of the Executive after the Annual Election of Executive Meeting the Executive shall appoint Advisers, Officials, members of Standing Boards and Standing Committees and fill such other roles, positions and committees as it considers necessary for the smooth functioning of Hunter SLS for the ensuing year and if any position or role is not able to be filled at the first

meeting of the Executive then the Executive may fill such roles from time to time as may be required.

- b. The Executive shall meet as often as is deemed necessary for the conduct of business and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. The CEO shall on the requisition of three members of the Executive, convene a meeting of the Executive
- c. Subject to this Constitution, questions arising at any meeting of the Executive shall be decided by a majority of votes and a determination by majority shall for all purposes be deemed a determination of the Executive. Each member of the Executive shall have one vote on any question to be decided. The President shall have an additional casting vote where voting is equal.
- d. At meetings of the Executive the number of members of the Executive whose presence is required to constitute a quorum for a meeting of the Executive is four.
- e. Unless all members of the Executive agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence at the meeting) not less than seven days written notice of the meeting shall be given to each member of the Executive. An agenda must be forwarded to each member of the Executive not less than four days prior to an Executive meeting.
- f. Matters to be considered by the Executive may be dealt with by voting by electronic methods as outlined in **Clause 27**.
- g. Minutes of Executive meetings must be presented to the next Branch Council Meeting.

32 Conflict of Interest

A member of the Executive must declare his or her interest in any contractual issue, selection matter, disciplinary action, or other matter in which a conflict of interest has or may arise and shall absent himself or herself from any discussions of such matters and shall not be entitled to vote in respect of any such matters. In the event of an uncertainty as to whether a member of the Executive has a conflict of interest, the issue should be immediately determined by vote of the Executive.

33 Duties of Executive

All persons elected to the Executive must perform such duties and undertake such responsibilities as specified from time to time in the Regulations and/or Policies and shall perform their tasks with due care and diligence and at all times for the benefit of Hunter SLS.

34 Casual Vacancies

- a. In the event of a vacancy for a position occurring during the term of office of a member of the Executive, the position may be filled at a Branch Council Meeting, after nominations have been called for by Hunter SLS, or, by vote either by mail or email or both, conducted in accordance with a resolution of the Executive. The tenure of the person nominated to fill the vacancy will be for the remaining period of the current term.
- b. The position of a member of the Executive becomes vacant if a member of the Executive:
 - (i) Dies;

- (ii) Has been expelled or suspended from membership;
- (iii) Resigns his office in writing to Hunter SLS;
- (iv) Is absent without the consent of the Executive from three consecutive meetings without valid excuse;
- (v) Is removed by Special Resolution;
- (vi) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (vii) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (viii) Would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

Part 5 – Finance and Property

35 Finance

- a. The income, property, assets and funds of Hunter SLS shall be applied solely in pursuance of the Objects and in accordance with the Powers and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of Hunter SLS provided that nothing herein shall prevent the payment in good faith of remuneration to any person employed by Hunter SLS.
- b. Any investments shall be undertaken in accordance with the Act and legislation applicable to charities in New South Wales.

36 Financial Year

The Hunter SLS financial year shall be from the 1st of July to the 30th of June in the next year.

37 Auditor and Inspection of Books

- a. The Auditor shall be appointed at the AGM and shall hold office until the next AGM. If the position of Auditor becomes vacant at any time the Executive may appoint an Auditor to fill such vacancy until the next AGM.
- b. No member of the Executive, nor Club Presidents (or nominated delegates) or any employees of Hunter SLS are eligible for election as the Auditor.
- c. The Auditor shall conduct an audit of the books of accounts of the Branch at the end of each financial year. The Auditor shall also certify as to the correctness of the Income and Expenditure Account and as to the correctness of the Balance Sheet to be submitted to the AGM and shall also verify the amount and existence of all Branch monies and securities.
- d. The Auditor shall have right of access at all reasonable times to the books, accounts and vouchers of the Branch and shall be entitled to acquire from the Executive and employees of the Branch all such information and explanation as may be necessary for the performance of his duties.
- e. The Auditor shall submit a report to the AGM which shall state:
 - (i) Whether in the Auditor's opinion the accounts presented to the meeting have been properly drawn up so as to exhibit a true and correct view of

the financial position and state of affairs of the Branch according to the information and explanations given to the Auditor and as shown by the books of the Branch;

- (ii) Whether or not the Auditor has obtained all the information and explanations the Auditor has requested and/or has required.
- f. The records, books and other documents of the Branch shall be open for inspection, free of charge, by a Member Branch at any reasonable hour and upon reasonable notice.

38 Annual Report and Audited Financial Statement

The CEO shall cause to be prepared prior to the AGM

- a. A report of the activities of the Branch during the previous year.
- b. Audited Financial Statements for the financial year last ended, duly certified by the Auditor and signed by the President and Director of Finance and Governance.
- c. All Clubs shall submit to the CEO at the close of each season and not later than May 31, statistics of their respective Clubs on the official form provided for the compilation of the Annual Report of Hunter SLS.
- d. All affiliated Clubs are required to submit to the CEO, independently audited financial statements for the financial year last ended, duly certified by the Auditor and signed by the Club Treasurer/Director of Finance prior to the Branch AGM each year. The Branch, at its discretion, may refuse to re-affiliate any Club that fails to submit such a report prior to the AGM.

39 Hunter SLS Property

- a. No person shall remove any property from premises owned or occupied by Hunter SLS, or any place wheresoever any property belonging to Hunter SLS is kept, without first receiving written permission of the CEO. Persons receiving such permission shall be held responsible for the full value of such property until same is returned in similar condition as when removed.
- b. Should a Club cease to function as a Surf Life Saving Club, the Branch, shall stand possessed as trustee of all real and personal property of the Club. If the Club fails to re-form within a period of three (3) years after ceasing to function, the Club shall be treated as defunct, and its property of whatsoever kind and nature and wheresoever situated shall vest in the Branch absolutely.
- c. Should Hunter SLS cease to function in accordance with the rules of SLS NSW, then SLS NSW shall stand possessed as trustee of all real and personal property of Hunter SLS including all lifesaving equipment, and shall stand so possessed for a period of three (3) years and in the event of Hunter SLS failing to re-form within a period of three (3) years after ceasing to function as a Branch, Hunter SLS shall be deemed to be defunct and all of its real and personal property shall immediately vest in SLS NSW.

Part 6 – Miscellaneous

40 Patron and Vice Patrons

Patron and Vice-Patrons (unlimited in number) who need not be members of the

Branch or a Club shall be elected at the Hunter SLS AGM.

41 Addition, Alteration or Amendment to the Constitution

- a. No addition, alteration or amendment to this Constitution may be made unless the same has been approved by a Special Resolution at a Branch Council Meeting of which twenty-one [21] days' notice shall be given by the CEO to Branch Council members and the convenor of the Constitution Committee. If the Club President is unable to attend a Branch Council meeting, the nominated delegate of the Club shall take his/her place. Such notice shall state the exact nature of the proposed addition, alteration or amendment and shall be lodged with the CEO at least forty-two [42] days before the meeting.
- b. The Public Officer shall within one month after the passing of a Special Resolution relating to the addition, alteration or amendment of this Constitution, lodge with the Department of Fair-Trading notice of the change in the prescribed form.

42 Hunter SLS Regulations

- a. The Executive may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, encouragement, management and administration of Hunter SLS, the advancement of the objects of Hunter SLS and surf lifesaving, as it thinks necessary or desirable. The Regulations must be consistent with the Constitution and any policy directives of the Branch Council.
- b. All Regulations made under this clause shall be binding on every Member.
- c. Amendments, alterations, interpretations and the changes to the Regulations shall be advised to Clubs by Hunter SLS Circulars.

43 Hunter SLS Policies

- a. The Executive may formulate, adopt and issue binding policies to manage Hunter SLS. Such policies must be consistent with the Constitution, the Regulations and any strategic directives set down by the Executive.
- b. New policies and any amendments to existing policies shall be advised to Clubs in writing and be available upon request to the CEO.

44 Standing Boards and Committees

- a. The Standing Boards of the Branch shall be elected each year in accordance with the qualifications set down in the Regulations and shall comprise of:
 - (i) Board of Lifesaving – to meet a minimum of 2 times per year;
 - (ii) Board of Education – to meet a minimum of 2 times per year;
 - (iii) Board of Surf Sports – to meet a minimum of 2 times per year;
 - (iv) Board of Youth Development – to meet a minimum of 2 times per year.
- b. The Standing Committees of the Branch shall be elected each year in accordance with the qualifications set down in the Regulations and shall comprise of:
 - (i) Life Membership and Honours Committee;
 - (ii) Constitution Committee;
 - (iii) Finance Committee;
 - (iv) Meritorious Awards Committee;
 - (v) Judiciary Committee;
 - (vi) Selection Committee;

- c. Standing Boards and Standing Committees shall meet as and when required.

45 Duties of Advisers and Officials

All Advisers and Officials appointed by the Executive shall be members of a Club and must meet any qualifications that may be prescribed from time to time by the Executive and they shall perform such duties and undertake such responsibilities as may be specified in the Regulations and/or the Policies adopted by the Executive from time to time. Any person appointed as an Adviser and/or an Official must perform their tasks with due care and diligence and for the benefit of Hunter SLS.

46 Competitions

Hunter SLS:

- a. shall have power to regulate all examinations, carnivals, competitions and displays within the Branch provided that in all Club and Inter-Club competitions the rules of SLSA and general rules for competition as set out in the SLSA competition manuals are complied with.
- b. shall have power to allocate any carnival, competition or display under its control to any Club and to appoint officials to control such carnival, competition or display.
- c. may appoint referees, judges and other officials and may make rules with respect to their powers and duties.
- d. may appoint as an official (other than examiner, referee or judge) any person (whether a member of any Club, or Hunter SLS, or not) provided that it is satisfied that they have special knowledge qualifying them for such position. Any such person so appointed shall thereupon become and be a member of Hunter SLS for the time they occupy such position.
- e. An examiner, referee or judge in any examination, carnival, competition or display held within the Branch Boundaries must be a duly qualified member or an accredited official.
- f. No Club shall participate in any carnival, competition, procession or display conducted by or on behalf of any outside person or organisation unless such Club has first obtained the written permission of the CEO or the Executive.
- g. The SLS Regulations shall apply in relation to trophies, prizes (cash or kind) and eligibility of member/s representing a section of SLSA to compete for or accept such trophies or prizes.

47 Salaried Staff

- a. The President and Director of Finance and Governance, and the CEO shall have the power to appoint, dismiss, define the duties of, and fix the rate of pay of, any salaried employees of Hunter SLS.
- b. The CEO shall be appointed by a panel consisting of the Branch President, the Director of Finance and Governance, one (1) Club President and one (1) external

member selected by the Executive. This panel will have the power to appoint, dismiss, define the duties of, and fix the rate of pay and conditions.

- c. The CEO's performance shall be reviewed annually by a panel consisting of the Branch President and the Director of Finance and Governance.
- d. For the purpose of the Act, the CEO shall be appointed as the Public Officer.

48 Common Seal

The common seal of Hunter SLS shall be kept in the custody of the Public Officer. The common seal shall not be affixed to any instrument except by the authority of the Executive or Branch Council and the affixing of the common seal shall be attested by one signature from a member of the Executive and one signature from the CEO. A record of the use of the common seal shall be kept.

49 Official Correspondence

All official correspondence to and from Hunter SLS except from a Judiciary Committee must be forwarded through the CEO.

50 Copy of the Constitution

Each Club shall be supplied with a copy of the Constitution. A copy of the Constitution shall be available on the Hunter SLS website and one shall always be made available for perusal on request to the CEO.

51 Non-Political and Non-Sectarian

Hunter SLS shall be strictly non-political and non-sectarian and neither Hunter SLS, its member Clubs or individual members, shall directly or indirectly allow any subject to be introduced or discussed at any meeting under its control or in any premises of place under its control either permanently or temporarily bearing on politics or religion.

52 Inspection of Club and Group Books

The books, records and documents of any Club or Group must be made available at all reasonable times for inspection by an authorised Officer of Hunter SLS but no inspection shall be made unless by resolution of the Branch Council or the Executive.

53 Authority to Appoint Administrator

- a. Should the Branch Council consider that a situation has developed within a Club which has caused serious concern and is considered detrimental to the image of surf lifesaving, the Branch Council shall have the authority to investigate the operations of such Club and then if it considers it necessary, the Branch Council shall have the authority to appoint a person or persons to take over control of the Club for the purpose of restoring a sound and satisfactory administration of that Club for such period of time as the Branch Council considers necessary.
- b. In circumstances arising under this *clause 53* SLS NSW shall be notified forthwith of the action taken by Branch Council.

54 Winding-Up Proviso

- a. The action of winding up and distribution of surplus property shall only be decided by Special Resolution and shall be carried out in accordance with the Act.
- b. If on a winding up or dissolution of Hunter SLS there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members of Hunter SLS but shall be given or transferred to some other body that is a registered or exempt charity having objects similar to the Objects and which shall prohibit the distribution of its or their income and property amongst its or their members.
- c. Notwithstanding anything else contained in this Constitution to the contrary the “finance” and “winding up” provisions set down in **Clauses 39 and 54** may not be amended or removed from this Constitution.

55 Saving Proviso

In the event of any question arising, which is not specifically provided for in the SLSA Constitution, the SLSA Rules and Regulations and the SLSA Manuals or the Constitution, Rules and Regulations of SLS NSW, and the Constitution and Rules and Regulations of Hunter SLS it shall be competent for Hunter SLS to temporarily legislate therefore, until such time as it is able to effect alterations as may be required to the Constitution and Regulations by Special Resolution.

56 Indemnity

- a. Every Director, Adviser, Official, Club President, auditor, manager, employee or agent of Hunter SLS shall be indemnified out of the property or assets of Hunter SLS against any liability incurred by them in their capacity as a Director, Adviser, Official, Club President, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Law, granted to them by a court of competent jurisdiction.
- b. Hunter SLS shall indemnify its Directors, Advisers, Officials, Club Presidents, managers and employees against all damages and costs (including legal costs) for which any such Director, Adviser, Official, Club President, manager or employee may be or become liable to any third party in consequence of any act or omission, except for willful misconduct:
 - (i) In the case of a Director, Adviser, Official, Club President, performed or made whilst acting on behalf of and with the authority, express or implied of Hunter SLS; and
 - (ii) In the case of an employee, performed or made in the course of, and within the scope of their employment by Hunter SLS.

END OF CONSTITUTION OF HUNTER SLS