

# **Constitution**

## **Portsea Surf Life Saving Club**

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# Constitution of Portsea Surf Life Saving Club

## Part I – Objects, Powers and Interpretation

### 1. Name

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The name of the incorporated association is Portsea Surf Life Saving Club Incorporated (Association).

### 2. Incorporation

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The Association shall incorporate under the Act and shall remain incorporated.

### 3. Objects of Association

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The Association is established solely for these Objects. The Objects of the Association are to:

- (a) provide for the conduct, encouragement, promotion and administration of lifesaving throughout Portsea;
- (b) appoint patrols to render all possible aid to those in distress on beaches in and around Portsea;
- (c) ensure the maintenance and enhancement of the Association and lifesaving, its standards, quality and reputation for the benefit of the Members and lifesaving;
- (d) at all times promote mutual trust and confidence between the Association and the Members in pursuit of these objects;
- (e) at all times act on behalf of and in the interest of the Members and lifesaving;
- (f) promote the economic and community service success, strength and stability of the Association and lifesaving;
- (g) liaise with LSV, SLSA and RLSSA, in the pursuit of these objects and the objects of lifesaving;
- (h) conduct, encourage, promote, advance and control lifesaving in Portsea, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (i) conduct or commission research and development for improvements in methods of lifesaving and life saving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (j) use and protect the Intellectual Property;
- (k) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;

- (l) promote the involvement and influence of lifesaving standards, techniques, awards and education with bodies involved in lifesaving;
- (m) strive for Governmental, commercial and public recognition of the Association as the authority on aquatic safety and management in Portsea;
- (n) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of lifesaving and related activities and the preservation of life in the aquatic environment;
- (o) further extend the operations and teachings of the Association throughout Portsea;
- (p) further develop lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage assessments, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (q) review and/or determine any matters relating to lifesaving which may arise, or be referred to it, by any Member;
- (r) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of lifesaving in Portsea;
- (s) adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in lifesaving;
- (t) represent the interests of its Members and of lifesaving generally in any appropriate forum;
- (u) have regard to the public interest in its operations;
- (v) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- (w) ensure that environmental considerations are taken into account in all lifesaving and related activities conducted by the Association;
- (x) promote the health and safety of Members and all other users of the aquatic environment;
- (y) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in lifesaving competition and to award trophies and rewards to successful competitors;
- (z) encourage and promote performance-enhancing drug free competition;
- (aa) establish, grant and support awards to Members and others, in honourable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of lifesaving and other distinguished services and acts;

- (bb) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than lifesaving;
- (cc) seek and obtain improved facilities for the enjoyment of the aquatic environment in Portsea;
- (dd) promote uniformity of laws for the control and regulation of the aquatic environment in Portsea and to assist authorities in enforcing these laws;
- (ee) organise and conduct carnivals and social functions for the benefit and assistance of the Association and thereby to assist and promote the Objects of the Association;
- (ff) effect such objects as may be necessary in the interests of lifesaving and the aquatic environment in Portsea; and
- (gg) 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**

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- (a) Subject to the Act, the Association has the power to do all things incidental or conducive to achieve its purposes.
- (b) Without limiting rule 4(a) the Association may:
  - (i) acquire, hold and dispose of real or personal property;
  - (ii) open and operate accounts with financial institutions;
  - (iii) invest and deal with money of the Association not immediately required in any manner as it thinks fit;
  - (iv) raise and borrow money on any terms and in any manner as it thinks fit (provided that the rate of interest payable in respect of money lent by Members to the Association shall not exceed the lowest rate paid for the time being by banks in the State of Victoria in respect of term deposits);
  - (v) secure the repayment of money raised or borrowed by the Association or the payment of a debt or liability of the Association by giving mortgages, charges or securities on or over all or any of the property of the Association;
  - (vi) appoint agents to transact business on its behalf;
  - (vii) enter into any other contract it considers necessary or desirable.
- (c) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

#### **5. Interpretation and Definitions**

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##### **5.1 Definitions**

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Incorporation Reform Act 2012* (Vic).

**Annual General Meeting** means a meeting of Members convened in accordance with rule 12.

**Annual Subscription** means the annual fees payable by each category of Member as determined by the Committee under rule 8.

**Association** means Portsea Surf Life Saving Club Incorporated.

**By Laws** mean any by laws made by the Committee under rule 24.

**Committee** means the body managing the Association and consisting of the Committee Members under rule 17.1(a).

**Constitution** means this constitution of the Association as amended from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended from time to time.

**Committee Member** means a member of the Committee appointed in accordance with rule 18.

**Executive** means the President, the Deputy President, the Captain, the Honorary Treasurer and the Secretary as set out under rule 17.2.

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

**General Meeting** means the annual or any special general meeting of the Association convened in accordance with rule 14.

**Individual Member** means a registered member of the Association and can only include junior (Nipper) members; cadet members; active members; active reserve members; general members; long service members; award members; associate members; honorary members; Marine Rescue Service Members; and life members of the Association which are defined in the By Laws.

**Intellectual Property** means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any championship, competition, series or event or lifesaving activity of or conducted, promoted or administered by the Association.

**Member** means any person recognised as a member of the Association by the Committee under rule 7 from time to time.

**Objects** means the objects of the Association under rule 2.

**Portsea** means Portsea in the State of Victoria;

**President** means the President for the time being of the Association appointed in accordance with rule 17.2(a)(i).

**Register** means the register of Members kept in accordance with rule 9.1.

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

membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Association.

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

**Secretary** means such person appointed under rule 22.2.

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

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

**State** means and includes a State or Territory of Australia.

## 5.2 Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.
- (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) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## 5.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it can not be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.



## **6. Status and Compliance of Association**

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### **6.1 Compliance of Association**

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in Victoria;
- (b) apply its property and capacity solely in pursuit of the Objects and lifesaving;
- (c) do all that is reasonably necessary to enable the Objects to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for benefit of the Members and lifesaving; and
- (e) at all times act on behalf of and in the interests of the Members and lifesaving.

### **6.2 Operation of Constitution**

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout Portsea;
- (b) to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for the benefit of the Members and lifesaving;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of lifesaving and its maintenance and enhancement;
- (d) to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of lifesaving and the Members;
- (f) where the Association considers or is advised that a Member has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By Laws, or any resolution or determination of the Association; or
  - (ii) acted in a manner prejudicial to the Objects and interests of the Association and/or lifesaving; or
  - (iii) brought the Association or lifesaving into disrepute;

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

## **Part II – Membership**

### **7. Membership of Association**

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#### **7.1 Minimum Number of Members**

The Association must have at least ten (10) Members.

#### **7.2 Categories of Member**

The Members of the Association shall consist of:

- (a) Cadet Members, being persons who:
  - (i) are of an age group as specified from time to time by the regulations of SLSA;
  - (ii) have from time to time passed such annual examinations and tests as are prescribed by:
    - (A) SLSA for Cadet Members; and
    - (B) the Committee,to the satisfaction of the Committee; and
  - (iii) have undertaken to carry out such life saving and associated duties as are laid down by the Association and the Committee;
- (b) Active Members, being persons who:
  - (i) hold a Bronze Medallion for surf life saving as prescribed and awarded by SLSA;
  - (ii) are of an age group specified from time to time by the regulations of SLSA;
  - (iii) have from time to time passed such annual examinations and tests as are prescribed by:
    - (A) SLSA for Active Members; and
    - (B) the Committee;to the satisfaction of the Committee; and
  - (iv) have undertaken to carry out such life saving and associated duties as are laid down by the Association and the Committee;
- (c) Active Reserve Members, being persons who:
  - (i) hold a Bronze Medallion for surf life saving as prescribed and awarded by SLSA;
  - (ii) have completed at least five years as an Active Member of the Association;

- (iii) are unable, to the satisfaction of the Committee, to regularly and fully perform the life saving duties of an Active Member; and
  - (iv) have undertaken to be available to carry out such life saving and associated duties when reasonably requested so to do by the Captain of the Association;
- (d) Life Members, being persons who:
- (i) have been nominated for life membership at a meeting of the Committee as persons who have rendered distinguished service to the Association and lifesaving;
  - (ii) hold a Bronze Medallion for surf life saving as prescribed and awarded by SLSA;
  - (iii) have completed at least ten years as an Active Member of the Association; and
  - (iv) have been elected to life membership at a General meeting of the Association;
- (e) Associate Members, being persons who have applied for membership and been approved by the Committee for such membership;
- (f) Associate Life Members, being only the following persons recognised as having materially assisted with the formation of the unincorporated Association in 1949, namely:

L.G. Darling

G.H. Hillas

G.M. Joshua (Mrs.)

A.E. Laycock

B.A. Laycock

K.J. Laycock

C. Wallace Smith

B. Wenzel

Upon the death of the abovenamed persons, no other person may be an Associate Life Member.

### **7.3 Application for Membership**

Every applicant must comply with the requirements referred to in rule 7.2 applicable to the category of membership applied for to the satisfaction of the Committee; and

- (a) An application for membership by an individual must:
  - (i) be in the form prescribed from time to time by the Association (if any), and lodged with the Association;

- (ii) be signed by the applicant; and
- (iii) include payment of the Annual Subscription applicable to the category of membership being applied for.

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

- (a) At the next meeting of the Committee after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (b) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (c) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (d) No reason need be given for the rejection of an application.

#### **7.5 New Membership**

- (a) If an application for membership is approved by the Committee:
  - (i) the resolution to accept the membership must be recorded in the minutes of the Committee meeting; and
  - (ii) the Secretary must, as soon as practicable enter the name and address of the new Member, and the date of becoming a Member, in the Register of members.
- (b) A person becomes a member of the Association and is entitled to exercise his or her rights of membership from the date on which the Committee approves the person's membership.

#### **7.6 Membership Transitional Arrangements**

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 25 shall apply to the continuation of membership from the date of adoption of this Constitution.

#### **7.7 Effect of Membership**

- (a) Members acknowledge and agree that:
  - (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By Laws;
  - (ii) they shall comply with and observe this Constitution and the By Laws;
  - (iii) by submitting to this Constitution and the By Laws they are subject to the jurisdiction of the Association;
  - (iv) this Constitution and By Laws are necessary and reasonable for promoting the Objects of the Association; and

- (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee.
- (b) Members may by virtue of membership of the Association and subject to this Constitution:
  - (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
  - (ii) make proposals or submissions to the Committee;
  - (iii) engage and participate in any activity approved, sponsored or recognised by the Association; and
  - (iv) conduct any activity approved by the Association.
- (c) A right, privilege or obligation of a person by reason of their membership of the Association:
  - (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

## **7.8 Liability of Members**

The liability of the Members of the Association is limited.

## **8. Subscriptions and Fees**

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- (a) The Annual Subscription and any other fees payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Association in General Meeting from time to time.
- (b) The Committee is empowered to 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.

## **9. Registers**

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### **9.1 Association to Keep Register of Members**

The Association shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name, address and email address of the Member;
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;

- (d) whether the Member has been granted voting rights;
- (e) any other information determined by the Committee; and
- (f) for each former Member, the date of ceasing to be a Member.

## **9.2 Changes to Member Details**

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

## **9.3 Inspection of Register**

Inspection of the Register will only be available as required by the Act and in accordance with rule 36(b).

## **9.4 Use of Register**

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

# **10. Discontinuance of Membership**

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## **10.1 Discontinuance by Notice of Resignation**

A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving notice in writing to the Association of resignation or withdrawal.

## **10.2 Discontinuance by Breach or Misconduct**

- (a) Upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By Laws or any resolution or determination made or passed by the Committee or any duly authorised committee, or if in the opinion of the Committee any conduct of the Member is unbecoming of a Member or prejudicial to the interests of the Association, the Committee may discontinue or suspend the membership of the Member and censure or fine the Member.
- (b) Membership shall not be discontinued by the Committee under rule 10.2(a) without the Committee first giving the accused Member the opportunity to explain the breach and remedy the breach.
- (c) Where a Member fails, in the Committee's view to adequately explain or remedy the breach, that Member's membership shall be discontinued or suspended under rule 10.2(a) by the Association giving written notice of the discontinuance.

## **10.3 Discontinuance by Failure to Pay Subscription**

- (a) A Member is taken to have resigned if:
  - (i) the Member's Annual Subscription is outstanding more than two months after the date on which subscription fees fall due and payable; or

- (ii) if no Annual Subscription is payable:
  - (A) the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
  - (B) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member, or
- (b) Should a sufficient explanation be made to the Committee for the failure to pay subscription or reason for not responding to a request, the Committee shall have the power to restore the Membership upon payment of the amount due (if any).

#### **10.4 Amendment to the Register**

Where a Member resigns in accordance with this rule 10 an entry, recording the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable in accordance with rule 9.1(f).

#### **10.5 Forfeiture of Rights**

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

#### **10.6 Membership May Be Reinstated**

Membership which has been discontinued under this rule 10 may be reinstated at the discretion of the Committee, upon such conditions as it deems appropriate.

#### **10.7 Refund of Membership Fees**

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

## **11. Grievances, Judicial And Discipline**

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### **11.1 Disciplinary Procedure**

Pursuant to rule 24, the Committee may formulate, issue, adopt, interpret and amend By Laws prescribing the procedure under which disciplinary action is taken against Members, including in respect of:

- (a) the grounds on which the Association may take disciplinary action against Members;
- (b) notice to Members of disciplinary action;
- (c) the appointment of a disciplinary sub-committee and the mechanism for appearances by Members in respect of disciplinary action taken against them; and
- (d) rights of appeal and the procedure for an appeal against the decision of a disciplinary sub-committee.

## 11.2 Application in Relation to a Grievance

- (a) The grievance procedure set out in this rule 11 applies to disputes under this Constitution between—
  - (i) a Member and another Member;
  - (ii) a Member and the Committee;
  - (iii) a Member and the Association.
- (b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## 11.3 Parties Must Attempt to Resolve the Dispute

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

## 11.4 Appointment of Mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 11.3, the parties must within 10 days—
  - (i) notify the Committee of the dispute; and
  - (ii) agree to or request the appointment of a mediator; and
  - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be—
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement—
    - (A) if the dispute is between a Member and another Member—a person appointed by the Committee; or
    - (B) if the dispute is between a Member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Committee may be a Member or former Member of the Association but in any case must not be a person who—
  - (i) has a personal interest in the dispute; or
  - (ii) is biased in favour of or against any party.

## 11.5 Mediation Process

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



- (i) give each party every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.

### **11.6 Failure to Resolve Dispute by Mediation**

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

## **Part III- General Meetings**

### **12. Annual General Meetings**

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#### **12.1 Annual General Meeting to be Held**

- (a) The Association shall convene and hold an Annual General Meeting of its Members annually within five months after the end of the Financial Year and in accordance with the Act.
- (b) The Annual General Meeting of the Association shall, subject to the Act and to rule 12.1(a), be convened at a time, date and venue to be determined by the Committee.

#### **12.2 Business**

In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting shall include as ordinary business the following:

- (a) confirmation of minutes from previous Annual General Meeting and of any special general meeting held since then;
- (b) receive and consider:
  - (i) reports of the Committee;
  - (ii) reports of auditors (if any);
  - (iii) financial statements of the Association; and
  - (iv) any other reports as determined by the Committee,
- (c) election of office bearers;
- (d) confirmation of Annual Subscription fees;
- (e) confirmation of the appointment and fixing of the remuneration of auditors (if an audit is required under the Act); and

- (f) as special business, any other business of which notice is given in accordance with this Constitution.

### **12.3 Additional Meetings**

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an Annual General meeting is a special general meeting.

## **13. Special General Meetings**

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

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

### **13.2 Request for Special General Meetings**

- (a) The Secretary shall on the requisition in writing of 10% of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee.

### **13.3 Business at Special General Meetings**

All business transacted at a Special General Meeting is special business.

## **14. General Meetings**

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### **14.1 Notice to be Given for General Meetings**

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address or email address appearing in the Register kept by the Association. The auditor (if any) and Committee Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall be in writing and shall specify:

- (i) the time, date and place of the meeting;
  - (ii) the business to be transacted at the meeting;
  - (iii) if a special resolution is proposed, the proposed special resolution in full and the intention to propose the resolution as a special resolution; and
  - (iv) state that the member may appoint another member as a proxy for the meeting and include a copy of any form that the Committee has approved for the appointment of a proxy.
- (c) Notice may be given in any form permitted under rule 30.
- (d) At least 14 days' notice (or, if a special resolution is proposed, 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 nominations for candidates to be elected to the Committee received in accordance with rule 18.1;
  - (iii) any notice of motion received from Members in accordance with rule 14.2(b); and
  - (iv) forms of authority in blank for proxy votes (if proxy votes are permitted).

#### **14.2 Business of Meeting**

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

#### **14.3 Quorum**

- (a) 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 ten (10) Members being entitled to vote represented personally or by their proxies.
- (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - (i) if convened upon the requisition of Members, shall be dissolved; and
  - (ii) in any other case, shall stand adjourned to:
    - (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
    - (B) any date, time and place determined by the Committee;

and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present being entitled to vote being not less than three shall be a quorum or, if less than three, the meeting shall lapse.

#### **14.4 President to Chair**

The President shall, subject to this Constitution, preside as chairperson at every General Meeting except:

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

If the President is not present within fifteen (15) minutes after the time appointed for the meeting, or is unwilling or unable to preside the Members shall appoint one of the Committee Members to preside as chairperson for that meeting only.

#### **14.5 Chairperson May Adjourn Meeting**

- (a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in rule 14.5(b) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

#### **14.6 Use of Technology**

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting as permitted under rule 14.6(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

## **15. Voting at General Meetings**

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### **15.1 Members Entitled to Vote**

- (a) At any General Meeting of the Association only Members of the following categories of membership shall be eligible and entitled to vote:
  - (i) Active Members;
  - (ii) Active Reserve members; and
  - (iii) Life Members.

- (b) Each Member entitled to vote as set out in rule 15.1(a) shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by him or his validly appointed proxy. The Committee Members shall have the right to attend and debate, but not vote, at General Meetings.
- (c) No Member shall be entitled to vote at a General Meeting if his or her Annual Subscription is more than one month in arrears at the date of the meeting.

## **15.2 Voting Procedure**

- (a) Subject to this rule 15, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 15.4, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) A special resolution is passed if not less than three quarters of the Members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution. In all other cases on a question arising at a General Meeting, the question must be decided on a majority of votes.

## **15.3 Recording of Determinations**

Unless a poll is demanded under rule 15.4, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

## **15.4 Where Poll Demanded**

A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:

- (a) the chairperson; or
- (b) any Member present at the meeting in person or by proxy.

If a poll is duly demanded under this rule 15.4, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

## **15.5 Casting Vote**

Where voting at General Meetings is equal the chairperson may exercise a casting vote. The chairperson does not have a deliberative vote.

## **15.6 Proxy and Postal Voting**

- (a) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.

- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (d) The Member may use a form for the appointment of a proxy approved by the Committee or any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (e) A form appointing a proxy must be given to the chairperson of the meeting before or at the commencement of the meeting.
- (f) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 48 hours before the commencement of the meeting.

## **16. Minutes of General Meetings**

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- (a) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
  - (i) the business considered at the meeting;
  - (ii) any resolution on which a vote is taken and the result of the vote; and
  - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
  - (i) any reports or financial statements submitted to the members at the Annual General Meeting; and
  - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **Part IV – Committee**

### **17. Committee**

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#### **17.1 Powers of Committee**

- (a) The affairs of the Association shall be managed by the Committee constituted under rule 17.2.
- (b) Subject to this Constitution and the Act, the Committee:
  - (i) shall control and manage the business and affairs of the Association;
  - (ii) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and

- (iii) has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

## **17.2 Composition of Committee**

- (a) The Committee shall comprise:
  - (i) the Executive, being:
    - (A) the President;
    - (B) the Deputy President;
    - (C) the Club Captain;
    - (D) the Honorary Treasurer;
    - (E) the Secretary; and
  - (ii) up to six other Committee Members;

who must all be individual Members and who shall be elected under rule 18.
- (b) The Association may by resolution increase or reduce the number of Members of the Committee and the Executive.

## **17.3 Portfolios**

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

## **17.4 Right to Co-Opt**

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

## **17.5 Transitional Arrangements**

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 25(b) shall apply from the date of adoption of this Constitution.

## **17.6 Term of Office of Committee Members**

- (a) Committee Members shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting.
- (b) Committee Members may be re-elected.

## **18. Election of Committee Members**

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### **18.1 Nominations of Candidates**

- (a) Nominations of candidates for election as Committee Members shall be:
  - (i) made in writing, signed by two Members entitled to vote at General Meetings 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 14 days before the date fixed for the holding of the Annual General Meeting.

The Association shall send the nominations to the Members entitled to receive notice in accordance with rule 14.1.

- (b) If insufficient nominations are received to fill all available vacancies on the Committee the remaining positions will be deemed casual vacancies under clause 19.3.

### **18.2 Voting Procedures**

Elections shall be conducted by such means as is prescribed by the Committee.

### **18.3 Validity of Committee Actions**

All acts done by any meeting of the Committee or of a delegated entity under rule 21 or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or delegated entity or person acting as a member of the Committee, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

## **19. Vacancy on the Committee**

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### **19.1 Grounds for Termination of Committee Member**

For the purposes of this Constitution, the office of a Committee Member becomes vacant if the Committee Member:

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) 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;
- (e) resigns their office in writing to the Association;



- (f) is absent from meetings of the Committee held during a period of six months without having previously obtained leave of absence in accordance with rule 20.5 or provided reasonable excuse for such absence;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (i) is removed from office in accordance with this Constitution;
- (j) has been expelled or suspended from membership (without further recourse under these Rules); or
- (k) would otherwise be prohibited from being a Director of a corporation under the Corporations Act.

### **19.2 Removal of Committee Member**

- (a) The Association in a General Meeting may by Special Resolution remove any Committee Member, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Committee Member.
- (b) Where the Committee Member to whom a proposed resolution referred to in rule 19.2(a) makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Committee Member may require that they be read out at the meeting, and the representations shall be so read.

### **19.3 Casual Vacancy**

In the event of a casual vacancy in the office of any Committee Member, the Committee may appoint a Member to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

## **20. Quorum and Procedure At Committee Meetings**

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### **20.1 Convening a Committee Meeting**

- (a) The Committee shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Committee Members agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with rule 20.2, not less than seven days written notice of Committee meeting shall be given to each Committee Member.

- (c) Written notice of each Committee meeting, specifying the general nature of the time, date and place of the Committee meeting and the business to be transacted, shall be served on each Committee Member by:
  - (i) delivering it to that Committee Member personally;
  - (ii) sending it in writing, by facsimile, email or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Committee Member's last notified contact details.
- (d) Notice may be given of more than one Committee meeting at the same time.

## **20.2 Urgent Committee Meetings**

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 20.1 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (b) Any resolution made at an urgent Committee meeting must be passed by an absolute majority of the Committee.

## **20.3 Quorum**

- (a) At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is five (5), or such greater number as may be fixed by the Committee.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (c) The Committee may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Committee Member such that the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, those Committee Members may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.

## **20.4 Procedures at Committee Meetings**

- (a) At meetings of the Committee, the President shall chair the meeting. If the President is absent after ten minutes after the time appointed for holding the meeting or unwilling to act, the Deputy President shall chair the meeting, or if the Deputy President is not present at the meeting then the Committee shall appoint one of its members to chair the meeting.
- (b) Questions arising at any meeting of the Committee shall be determined on a show of hands, or if demanded by a Committee Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall be deemed a

determination of the Committee. All Committee Members shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.

- (d) Voting by proxy is not permitted.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Committee Members, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (f) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee Members may be held where one or more of the Committee Members is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee;
  - (iii) in the event that a failure in communications prevents rule 20.4(f)(i) from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until rule 20.4(f)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
  - (iv) any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

## **20.5 Leave of Absence**

- (a) The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding three months.
- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

## **20.6 Material Personal Interests**

- (a) A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (b) A Committee Member with such a material personal interest must not:
  - (i) be present while the matter is being considered at the meeting; and

- (ii) must not vote on the matter.
- (c) This rule 20.6 does not apply to a material personal interest that:
  - (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
  - (ii) that the Committee Member has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Committee Member is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Committee Member and the said matter. After such general notice it is not necessary for such Committee Member to give a special notice relating to the said matter.
- (e) It is the duty of the President to record in the minutes any declaration made or any general notice as aforesaid given by a Committee Member in accordance with this rule 20.6.

## **20.7 Financial Interest**

- (a) A Committee Member is disqualified from:
  - (i) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
  - (ii) contracting with the Association either as vendor, purchaser or otherwise, except with express resolution of approval of the Committee.
- (b) Any contract or arrangement in which any Committee Member is in any way interested which is entered into by or on behalf of the Association without the approval of the Committee, will be voided for such reason.
- (c) The nature of the financial interest of such Committee Member must be declared by the Committee Member at the meeting of the Committee at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Committee after the acquisition of the interest.
- (d) A general notice that a Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 20.7(c) for such Committee Member and the said transactions. After such general notice it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the Deputy President to record in the minutes any declaration made or any general notice as aforesaid given by a Committee Member in accordance with rule 20.7.

## **20.8 Conflicts**

A Committee Member, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Committee Member is interested. If the Committee Member votes, the vote shall not be counted.

## **21. Delegated Powers**

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### **21.1 Committee May Delegate Functions**

- (a) The Committee may, by instrument in writing, create, establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, advisory Committees (acting in an advisory capacity only), individual officers and consultants to carry out such duties and functions, and with such powers, as the Committee determines.
- (b) The Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:
  - (i) this power of delegation; and
  - (ii) a function imposed on the Committee by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.
- (c) At any time the Committee may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

### **21.2 Exercise of Delegated Functions**

- (a) A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

### **21.3 Procedure of Delegated Entity**

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under clause 20.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Committee.

## 21.4 Committees

- (a) As set out in rule 21.1, the Committee may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Committee may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (b) The Committee may establish an unrestricted number of Committees.
- (c) The Committee shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or By Laws that may be prescribed by the Committee.
- (d) A Committee Member shall be an ex-officio member of any committee so appointed.

## 22. Duties

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### 22.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with this Constitution and the Act.
- (b) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee Members comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Committee must ensure that the Association complies with all requirements in the Act regarding financial statements.

### 22.2 Secretary

- (a) The Committee will determine from time to time whether the President or another person acts as the Association's Secretary under the Act. Such person shall be appointed by the Committee for such term and upon such conditions as the Committee thinks fit.
- (b) The Secretary must give the registrar notice of their appointment within 14 days after the appointment.
- (c) If the position of Secretary becomes vacant, the Committee must appoint a person to the position within 14 days after the vacancy arises.
- (d) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association and any other duty or function imposed on the Secretary by this Constitution.

### 22.3 Financial Duties

- (a) The Committee must:

- (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (ii) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
  - (iii) make any payments authorised by the Association or by a General Meeting of the Association from the Association's funds;
  - (iv) ensure that the financial records of the Association are kept in accordance with the Act;
  - (v) coordinate the preparation of the financial statements of the Association and their submission to the Annual General Meeting of the Association;
  - (vi) ensure that at least two Committee Members have access to the accounts and financial records of the Association; and
  - (vii) keep in their custody or under their control:
    - (A) the financial records for the current Financial Year; and
    - (B) any other financial records as authorised by the Committee.
- (b) The Committee may allocate responsibility for the financial duties described at rule 22.3(a) to a portfolio or Committee Member in accordance with rule 17.3.

## **23. Minutes of Committee Meetings**

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- (a) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (b) As a minimum, the minutes must record:
  - (i) the names of the Members of the Committee present at the meeting;
  - (ii) all appointments of offices and servants;
  - (iii) the business considered at the meeting;
  - (iv) any resolution on which a vote is taken and the result of the vote; and
  - (v) any interest declared under rules 20.6 or 20.7.
- (c) The minutes must be signed by the chairman of that or the next meeting.

## Part V – Miscellaneous

### 24. By Laws

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#### 24.1 Committee to Formulate By Laws

The Committee may formulate, issue, adopt, interpret and amend such By Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and lifesaving in Portsea as it thinks necessary or desirable. Such By Laws must be consistent with the Constitution.

#### 24.2 By Laws Binding

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

#### 24.3 By Law Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 25(c)(ii) shall apply from the date of adoption of this Constitution.

#### 24.4 Notices Binding on Members

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

### 25. Transitional Arrangements

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- (a) Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this rule 25 shall apply from the date of adoption of this Constitution.
- (b) The Association shall comply with and perform all actions required under Part 5A.2 of the Corporations Act and Part 2, Division 2 of the Act in respect of the transfer of the registration of the Association from a company limited by guarantee under the Corporations Act to an incorporated association registered under the Act.
- (c) Subject to the Act and, in particular, those provisions of the Act concerning a registrable body registered as an incorporated association under Division 2, Part 2 of the Act:
  - (i) the members of the Committee of the Association in office immediately prior to the approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution;
  - (ii) all clauses and rules of the Memorandum and Articles of Association, and all by laws and regulations of the Association, in force at the date of the approval of this Constitution insofar as such clauses, rules, by laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By Laws under this rule 25;



- (iii) all individuals who are, prior to the approval of this Constitution, Members of the Association shall be deemed Members of the Association from the time of approval of this Constitution under the Act. All such Members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval of this Constitution under the Act.
- (d) In accordance with section 15 of the Act, upon the registration of the Association as an incorporated association under the Act:
  - (i) the Association shall be taken to be the same body as immediately prior to registration;
  - (ii) any right or claim by or against the Association existing immediately prior its registration may be continued by or against the Association;
  - (iii) no provision of any law other than the Act relating to the incorporation, formation or registration of the Association shall apply to the Association; and
  - (iv) the property of the Association immediately prior to its registration vests in the Association, subject to any trust and any restriction, limitation, mortgage, charge, security interest, encumbrance, lien, lease, covenant, contract or liability to which the property was subject immediately before it so vested.

## **26. Funds, Records and Accounts**

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### **26.1 Sources of Funds**

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

### **26.2 Management of Funds**

- (a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (b) The Committee may authorise one Committee Member to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended. This may be as a part of a designated portfolio in accordance with rule 17.3.
- (c) All funds of the Association must be deposited into the financial account of the Association no later than five working days after the receipt.
- (d) With the approval of the Committee, one Committee Member may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction. This may be as a part of a designated portfolio in accordance with rule 17.3.

### **26.3 Association to Keep Records**

- (a) The Association shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all

transactions, business, meetings and dealings of the Association and the Committee. These records and minutes shall be produced as appropriate at each Committee or General Meeting.

- (b) All records and minutes kept in accordance with rule 26.3(a) shall be kept in the care and control of the Committee in accordance with rule 22.3(a)(vii).

#### **26.4 Committee to Submit Accounts**

The Committee shall submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution and the Act.

#### **26.5 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 three months after such approval or adoption.

#### **26.6 Accounts to be Sent to Members**

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

### **27. Application of Income**

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- (a) The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in this Constitution.
- (b) 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.
- (c) Nothing in this rule 27 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
- (i) any services actually rendered to the Association whether as an employee or otherwise;
  - (ii) goods supplied to the Association in the ordinary and usual course of operation;
  - (iii) interest on money borrowed from any Member;
  - (iv) rent for premises demised or let by any Member to the Association; or
  - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association,

provided that:

- (vi) any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction; and

- (vii) no payments of the types referred to in rules 27(c)(i) or 27(c)(ii) shall be made to any Committee Member.

## **28. Negotiable Instruments**

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All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Committee Members or in such other manner as the Committee determines.

## **29. Auditor**

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- (a) The Association will appoint a properly qualified auditor or auditors if:
  - (i) determined by the Association in General Meeting; or
  - (ii) otherwise required under the Act.
- (b) If an auditor or auditors are appointed under rule 29(a):
  - (i) the auditor(s) shall examine the accounts of the Association for correctness of the profit and loss accounts and balance sheets ascertained by the auditor(s) at the conclusion of the relevant Financial Year.
  - (ii) duties of the auditor(s) shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act and generally accepted principles, and/or any applicable code of conduct; and
  - (iii) the auditor(s) may be removed by the Association in General Meeting.
- (c) If an auditor or auditors are not appointed under rule 29(a), the Association will engage a qualified auditor to perform a non-audit review of the accounts of the Association at the conclusion of each Financial Year.

## **30. Service Of Notices**

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- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (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 upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

### **31. Common Seal**

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- (a) The Association may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Committee. Every use of the Seal shall be recorded in the Association's minute book. Two Committee Members must witness every use of the Seal, unless the Committee determines otherwise.
- (c) The Committee must provide for the safe custody of the Seal.

### **32. Registered Address**

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The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

### **33. Alteration of Constitution**

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The Constitution of the Association shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any).

### **34. Indemnity**

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- (a) Every Committee Member, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him/her in his/her capacity as Committee Member, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.
- (b) The Association shall indemnify its Committee Members, officers, managers and employees against all damages and costs (including legal costs) for which any such Committee Member, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
- (i) in the case of a Committee Member or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

## **35. Dissolution**

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- (a) The Association may be wound up voluntarily by Special Resolution.
- (b) In the event of the Association being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (c) If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some registered or exempt charity, having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution. Such registered or exempt charity will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

## **36. Custody of Books and other Documents**

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- (a) Except as otherwise provided in this Constitution, the Committee shall designate a Committee Member to keep in his or her custody or control all books, minutes, documents and securities of the Association.
- (b) If requested by a Member, the Committee must permit such Member to inspect:
  - (i) the rules of the Association;
  - (ii) the minutes of each General Meeting.
- (c) Upon written request and payment of a fee determined by the Committee from time to time, a Member may obtain a copy of the documents listed at rule 36(b).
- (d) If requested by a Member and subject to the Act, the Committee must permit such Member to inspect the register of members.
- (e) Subject to the Act and rules 36(b) and 36(d), no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Committee meetings or other Relevant Documents of the Association, unless authorised in writing by the Committee.

## **37. Liquor Licence Obligations**

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### **37.1 No Payments**

No officer or servant of the Association can be paid by way of commission or allowance from the receipts of the Association from the sale and disposal of liquor.

### **37.2 Guests**

A visitor to the Association's premises must not be supplied with liquor in those premises unless the visitor is:

- (a) a guest in the company of an adult Member; or
- (b) an authorised gaming visitor admitted in accordance with any relevant rules of the Association.

### **37.3 Records**

The Association must maintain records of guests to the Association's premises.