

Constitution



PORT FAIRY SURF LIFE SAVING CLUB INCORPORATED
ASSOCIATION ABN 14 565 507 323

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and amended at the AGM 21 August 2016)

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Constitution of the Port Fairy Surf Life Saving Club

ASSOCIATION ABN 14 565 507 323



PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is “Port Fairy Surf Life Saving Club Incorporated”.

2. INCORPORATION

Associations shall incorporate under the Act and shall remain incorporated.

3. OBJECTS OF ASSOCIATION

The Objects of the Association are to:

- (a) participate as a member of Life Saving Victoria (**LSV**) and Surf Life Saving Australia Limited (**SLSA**) and The Royal Life Saving Society Australia (**RLSSA**) through and by which lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of lifesaving throughout South-West Victoria;
- (c) ensure the maintenance and enhancement of the Association, LSV, Life Saving Clubs, SLSA, RLSSA 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, LSV, Life Saving Clubs, SLSA, RLSSA 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, LSV, Life Saving Clubs, SLSA, RLSSA and lifesaving;
- (g) affiliate and otherwise 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 South-West Victoria; 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 lifesaving 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 South-West Victoria;
- (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 South-West Victoria;
- (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 South-West Victoria;
- (s) adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, smoking or consuming anything negative, drugs in sport, health, safety, any 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 in South-West Victoria;
- (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 South-West Victoria;
- (dd) promote uniformity of laws for the control and regulation of the aquatic environment in South-West Victoria; and to assist authorities in enforcing these laws;
- (ee) effect such objects as may be necessary in the interests of lifesaving and the aquatic environment in South-West Victoria;
- (ff) provide 24/7/365 dedicated response in South-West Victoria; work with other emergency services to provide the best regional service and assistance to local groups, and individuals in all aspects of coastal on-shore and off-shore matters; 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**

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

5. **INTERPRETATION AND DEFINITIONS**

5.1 **Definitions**

In this Constitution, unless the contrary intention appears:

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

Administrative Officer means a person engaged by the Club to carry out routine and administrative matters of the Club under the direction of the Board. This may be a paid or volunteer position.

Annual General Meeting means a meeting of Members convened in accordance with rule 13.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 9.

Association means the Port Fairy Surf Life Saving Club Incorporated.

Board means the body managing the Association and consisting of the Directors under rule 18.

By Laws mean any by-laws made by the Board under rule 25.

Committee means any committee of the Board created under rule 22.4 from time to time.

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

Delegate means the person appointed from time to time to act for and on behalf of the Association and to attend, debate and vote at general meetings of LSV, or any other meetings.

Director means a member of the Board appointed in accordance with rule 19.

Executive means the Board executive as described in rule 18.3

Financial Year means the year ending 30 June in each year.

General Meeting means the annual or any special general meeting of the Association convened in accordance with rule 15.

Individual Member means a registered member of the Association and can include junior (Nipper) members; cadet members; active members; reserve active members; general members; long service members; award members; associated members; honorary members; and life members of the Association and /or members which are defined in the by-Laws.

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

Life Member means an individual appointed as a Life Member of the Association under rule 8.7.

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

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

Member means any person recognized as a member of the Association by the Board under rule 8 from time to time.

Objects means the objects of the Association under rule 3.

Portfolio means a group of Positions of Responsibilities under rule 18.4.

Positions of Responsibility representing all functions of the Club.

President means the President for the time being of the Association appointed in accordance with rules 18, 19 and 20.

Register means the register of Members kept in accordance with rule 10.1.

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.

RLSSA means The Royal Life Saving Society Australia.

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

Secretary, Association, means the person whose duties are defined under rule 23.3. This person may be the Board appointed Administrative Officer.

Secretary, Club, means the person who is responsible for all Club secretarial duties defined under rule 23.4.

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.

Treasurer means the person who is responsible for all Club financial matters.

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 cannot 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**

6.1 **Recognition of Association**

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

6.2 **Compliance of Association**

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in Victoria;
- (b) appoint a Delegate annually to represent the Association at general meetings of LSV;
- (c) nominate such other persons as may be required to be appointed to LSV committees from time to time under this Constitution or the LSV constitution or otherwise;
- (d) forward to LSV a copy of its constituent documents and details of its Directors;
- (e) adopt the objects of LSV (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the LSV constitution;

- (f) apply its property and capacity solely in pursuit of the Objects and lifesaving;
- (g) do all that is reasonably necessary to enable the Objects to be achieved;
- (h) 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;
- (i) at all times act on behalf of and in the interests of the Members and lifesaving;
and
- (j) by, adopting the objects of LSV, abide by the LSV Constitution.

6.3 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 South-West Victoria;
- (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, any Life Saving Club or lifesaving into disrepute;

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

7. ASSOCIATION'S CONSTITUTION

7.1 Constitution of the Association

The Constitution will clearly reflect the objects of LSV and shall generally conform with the LSV constitution, subject to any requirements in the Act, and at least to the extent of:

- (a) the objects of LSV;
- (b) the structure and membership categories of LSV;
- (c) recognising SLSA as the national peak body for lifesaving in Australia, in accordance with the SLSA Constitution;
- (d) recognising LSV as the peak body for lifesaving in Victoria;
- (e) recognising SLSA as the final arbiter on matters pertaining to lifesaving in Australia, including disciplinary proceedings;
- (f) such other matters as are required to give full effect to the LSV constitution;

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

7.2 Operation of the LSV Constitution

- (a) The Association will take all steps to ensure its Constitution is in conformity with the LSV constitution at least to the extent set out in rule 7 and in respect of those matters set out in rule 7 shall ensure this Constitution is amended in conformity with future amendments made to the LSV constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Association shall provide to LSV a copy of its Constitution and all amendments to this document. The Association acknowledges and agrees that LSV has power to veto any provision in its Constitution which, in LSV's opinion, is contrary to the objects of LSV.

PART II – MEMBERSHIP OF THE ASSOCIATION

8. MEMBERSHIP

8.1 Minimum number of Members

The Association must have at least five Members.

8.2 Categories of Member

The Members of the Association shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to be present, to debate and vote at General Meetings;
- (b) Individual Members over 15 years of age, who shall have the right to be present, to debate and to vote at General Meetings; and
- (c) Individual Members 15 years of age and under, who shall have the right to be present, to debate but not to vote at General Meetings

8.3 Application for Membership

An application for membership by an individual must be:

- (a) in writing on the form prescribed from time to time by LSV and/or SLSA, from the applicant or its nominated representative and lodged with the Association;
- (b) accompanied by the appropriate fee, if any.

8.4 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in rule 8 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application the applicant shall, subject to notification to LSV, become a Member.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Register shall be updated accordingly as soon as practicable.
- (d) If the Association rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association. No reasons for rejection need be given.

8.5 Renewal of Membership

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

8.6 Membership Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 26 shall apply to the continuation of membership from the date of adoption of this Constitution.

8.7 Life Members

- (a) The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service over a period of 10 or more years to the Association and lifesaving, where such service is deemed to have assisted the advancement of the Association and lifesaving in South-West Victoria be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) A person must verbally accept or reject the Association's resolution to confer life membership. Upon acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a Life Member.

8.8 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 Regulations;
 - (ii) they shall comply with and observe this Constitution and the Regulations;
 - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;
 - (iv) this Constitution and Regulations 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 Board.
- (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 Board;
 - (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.

8.9 Liability of Members

The liability of the Members of the Association is limited.

9. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscriptions 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 Board from time to time.
- (b) The Annual Subscription fee falls due 30 days after the AGM, subject to rule 9 (a). After this the Member is considered to be in arrears, subject to rule 11.3.

A notice is not required advising members of the Annual Subscriptions unless determined by the Board under rule 9 (a).

- (c) The Board is empowered to prevent any Member who's 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.

10. REGISTERS

10.1 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 and 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 Board; and
- (f) for each former Member, the date of ceasing to be a Member.

10.2 Changes to Member details

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

10.3 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with rule 37(b).

10.4 Use of Register

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

10.5 Right of LSV to Register

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

11. DISCONTINUANCE OF MEMBERSHIP

11.1 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.

11.2 Discontinuance by Breach

- (a) Membership of the Association may be discontinued by the Board 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 Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under rule 11.2(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership shall be discontinued under rule 11.2(a) by the Association giving written notice of the discontinuance.

11.3 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 one month 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 Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

11.4 Resignation by failure to re-apply

If a Member has not re-applied for Membership with the Association within one month of re-application falling due, that Member's membership will be deemed to have lapsed from that time.

11.5 Amendment to the Register

Where a Member resigns in accordance with this rule 11 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 10.1(f).

11.6 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.

11.7 Membership may be Reinstated

Membership which has been discontinued under this rule 11 may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

11.8 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.

12. GRIEVANCES, JUDICIAL AND DISCIPLINE

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

PART III- GENERAL MEETINGS

13. ANNUAL GENERAL MEETINGS

13.1 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 13.1(a), be convened at a time, date and venue to be determined by the Board.

13.2 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 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 Board;
 - (ii) reports of auditors (if any);
 - (iii) financial statements of the Association; and
 - (iv) any other reports as determined by the Board,
- (c) election of office bearers;
- (d) any other business of which notice is given in accordance with this Constitution.

13.3 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.

14. SPECIAL GENERAL MEETINGS

14.1 Special General Meetings May Be Held

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

14.2 Request for Special General Meetings

- (a) The Secretary shall on the requisition in writing of 20 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 Board 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 Board.

15. GENERAL MEETINGS

15.1 Notice to be given for General Meetings

- (a) Notice of General Meetings shall be given as specified under Notices in rule 31. The auditor and Directors shall also be entitled to notice of every General Meeting. No other person shall be entitled as of right to receive notices of General Meetings, and
- (b) A notice of a General Meeting shall specify the time, date and place of the meeting and the business to be transacted. Notice shall be given as permitted under rule 31.

15.2 Business of General Meetings

- (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.

15.3 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be 10 Members represented personally.

- (a) 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 chairperson;
- 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 meeting shall lapse.

15.4 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, or is unwilling or unable to preside the Members shall appoint one of the Directors to preside as chairperson for that meeting only.

15.5 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 15.5(b) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

15.6 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 15.6(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS

16.1 Members entitled to Vote

Each Member entitled to vote as set out in rule 8 shall have one vote at General Meetings.

16.2 Voting Procedure

- (a) Subject to this rule 16, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 16.4, all questions arising at a General Meeting shall be determined on a show of hands.

16.3 Recording of Determinations

Unless a poll is demanded under rule 16.4, 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.

16.4 Where Poll Demanded

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

- (a) the chairperson; or
- (b) a simple majority of Members present.

If a poll is duly demanded under this rule 16.4, 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.

16.5 Casting Vote

Where voting at General Meetings is equal the chairperson may exercise a casting vote. The chairperson also has a deliberative vote.

16.6 Proxy and Postal Voting

There is no provision for proxy or postal voting under this Constitution.

17. MINUTES OF GENERAL MEETINGS

- (a) The Board 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 – BOARD OF DIRECTORS

18. BOARD

18.1 Powers of Board

- (a) The affairs of the Association shall be managed by the Board constituted under rule 18.2.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Association;
 - (ii) set annual subscription fees;
 - (iii) appoint and fix remuneration of auditors;
 - (iv) 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
 - (v) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

18.2 Composition of Board

The Board shall comprise:

- (a) the President;
- (b) the vice President;
- (c) the Club Secretary;
- (d) the Treasurer;
- (e) the Club Captain;
- (f) the Chief Instructor;

and up to

- (g) 10 other Directors;

who must all be individual Members over the age of 17 years, and who shall be elected under rule 19,

- (h) an ex-officio Director nominated by the chairperson of the Marine Rescue Service, and the
- (i) Administrative Officer, who shall attend meetings, but does not have voting rights.

A Director may not hold more than one Board position concurrently.

18.3 **Board Executive.**

- (a) The Directors under rule 18.2 (a) to (f) shall comprise the Club Executive

18.4 **Portfolios and Positions of Responsibility**

- (a) As soon as possible after the AGM, the Board shall allocate portfolios for each of the positions of responsibility to each Board Director. The Administrative Officer may also be allocated a portfolio.
- (b) Each Director shall represent the needs and views of those positions of responsibility allocated to them. Directors shall report on their portfolios to the Board.
- (c) The Board shall allocate positions of responsibility to other Club Members who shall report to the Board through a Board Director.
- (d) Positions of responsibility shall include all functions of the Club.

18.5 **Right to Co-Opt**

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

18.6 **Appointment of Delegate**

- (a) The Board shall, from time to time, appoint a Member as a Delegate to attend general meetings of LSV for such term as the Board determines, and otherwise in accordance with the LSV Constitution.
- (b) The Association must advise the LSV Chief Executive Officer in writing of its Delegate.

18.7 **Board Staff** - The Board shall appoint:

- (a) an Administrative Officer who shall also function as the Association's Secretary, unless otherwise determined by the Board.
- (b) other staff as required to manage the Club.

18.8 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 26(b) shall apply from the date of adoption of this Constitution.

18.9 Term of Office of Directors

- (a) Directors 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) Directors may be re-elected.

19. ELECTION OF DIRECTORS

19.1 Who is eligible

A Member is eligible to be elected or appointed as a Director if he/ she:

- (a) resides in Victoria,
- (b) is 18 years or over; and
- (c) is entitled to vote at a general meeting.

19.2 Nominations

- (1) At the general meeting / annual general meeting of members, a person shall be nominated to chair the election of the new Board. The person should not have an interest in the outcome of the election. All positions are declared vacant and nominations are called from the floor of the meeting to fill the positions.
- (2) An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

19.3 Election

- (a) If insufficient nominations are received to fill all available vacancies on the Board:
 - (i) the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected; and
 - (ii) the remaining positions will be deemed casual vacancies under clause 20.3.
- (b) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to declaration by the chairperson, be deemed to be elected.

- (c) If the number of nominations exceeds the number of vacancies to be filled, voting for each vacancy shall be by a show of hands. The candidates shall be asked to leave the room. If a paper ballot is called for, the chairperson shall nominate a returning officer and conduct such a ballot. If the returning officer is unable to declare the result of an election because two or more candidates received the same number of votes, the returning officer must:
 - (i) conduct a further election for the position to decide which of those candidates is to be elected; or
 - (ii) with the agreement of the candidates, decide by lot which of them is to be elected. Examples - the choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.
- (d) At any time during the election each candidate may make a short speech in support of his /her election.

20. VACANCY ON THE BOARD

20.1 Grounds for Termination of Director

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

- (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 Board held during a period of three months without having previously obtained leave of absence in accordance with rule 21.6 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 the LSV rules); or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

20.2 Removal of Director

- (a) The Association in a General Meeting may by Special Resolution remove any Director, 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 Director.
- (b) Where the Director to whom a proposed resolution referred to in rule 20.2(a) makes representations in writing to the President or the Board 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 Director may require that they be read out at the meeting, and the representations shall be so read.

20.3 Casual Vacancy

In the event of a casual vacancy in the office of any Director, the Board 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.

21. QUORUM AND PROCEDURE AT BOARD MEETINGS

21.1 Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Directors 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 21.2, not less than seven days written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) email, facsimile or other means of electronic communication; or
 - (ii) delivering it to that Director personally, or by post;in accordance with the Director's last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

21.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 21.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be ratified at the subsequent Board.

21.3 Board Executive meetings

The Board executive may meet from time to time to discuss urgent issues. Such discussions should be discussed and noted in the minutes of the next Board meeting.

21.4 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a meeting is the presence (in person or as allowed under rule 21.5 (e)) is 5 persons, of which 3 must be executive members.
- (3) If a quorum is not present after the start time of the meeting, the chairperson may commence proceedings if 3 Directors are present and has the understanding that 2 more Directors will arrive prior to commencement of the main business of the meeting.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of the meeting—
 - (a) in the case of a non-scheduled meeting—the meeting lapses;
 - (b) in the case of scheduled meetings—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 21.1 (b).

21.5 Procedures at Board meetings

- (a) At meetings of the Board, the President shall chair the meeting. If the President is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at any meeting of the Board shall be determined on a show of hands, (in person or as allowed under rule 21.5 (e)), or if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors shall have one vote on any question. The chairperson may exercise an additional casting vote where voting is equal.
- (d) Voting by proxy, or by post, is not permitted.
- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors 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 Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;

- (iii) in the event that a failure in communications prevents rule 21.5(e)(i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors 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 21.5(e)(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 Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

21.6 Leave of absence

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

21.7 Directors' interests.

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director 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 21.7 does not apply to a material personal interest that:
 - (i) exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Director has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (e) It is the duty of the minute taker to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this rule 21.7.

21.8 Financial Interest

- (a) A Director 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 Board.
- (b) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Association without the approval of the Board, will be voided for such reason.
- (c) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board 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 Board after the acquisition of the interest.
- (d) A general notice that a Director 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 21.8(c) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the minute taker to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with rule 21.8.

21.9 Conflict of interest

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

22. DELEGATED POWERS OF THE BOARD

22.1 Board may Delegate Functions

- (a) The Board may, by instrument in writing, create, establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.
- (b) The Board 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 Board by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.
- (c) At any time, the Board 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.

22.2 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.

22.3 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 Board under clause 21.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Board.

22.4 Committees

- (a) As set out in rule 22.1, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (b) The Board may establish an unrestricted number of Committees.
- (c) The Board 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 Board.
- (d) A Director shall be an ex-officio member of any committee so appointed.

22.5 Marine Rescue Service

The Marine Rescue Service was established under rule 22 but now operates independently.

23. DUTIES OF THE BOARD

23.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Directors comply with this Constitution.

- (c) In addition to any duties imposed by this Constitution, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Board must ensure that the Association complies with all requirements in the Act regarding financial statements.

23.2 **President**

The President shall be considered the Chief Executive Officer of the Association.

23.3 **Association Secretary**

- (a) The Board will determine from time to time who will act as the Association's Secretary under the Act. Such person shall be appointed by the Board for such term and upon such conditions as the Board thinks fit. The Club Administrator may be appointed the Association Secretary.
- (b) The Association secretary must give the registrar under the Act notice of their appointment within 14 days after the appointment.
- (c) If the position of the Association Secretary becomes vacant, the Board shall appoint a person to the position within 14 days after the vacancy arises.
- (d) The Association Secretary is responsible for all matters under the Act.

23.4 **Club Secretary** duties may include minute secretary, correspondence secretary, and other Club related secretarial matters, etc.

23.5 **Treasurer**

- (a) The Treasurer shall:
 - (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 Directors 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 Board.

24. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) As a minimum, 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) any interest declared under rules 21.8 or 21.9.

PART V – MISCELLANEOUS

25. BY LAWS

25.1 Board to Formulate by-laws

The Board 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 South-West Victoria as it thinks necessary or desirable. Such by-laws must be consistent with the Constitution, the LSV constitution, the SLSA constitution and any regulations or by laws made by LSV or SLSA. If any by-laws are inconsistent with the LSV or SLSA constitution and regulations the by-laws shall be null and void and will be inapplicable.

25.2 By Laws Binding

All by-laws made under this clause shall be binding on the Association and Members of the Association.

25.3 By Law Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 26(c) shall apply from the date of adoption of this Constitution.

25.4 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 Board.

26. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this rule 26 shall apply from the date of adoption of this Constitution.

- (b) The members of the governing or managing body (by whatever name it is called) of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c) All clauses, rules, By Laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, By Laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By Laws under this rule this rule 26.
- (d) 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.

27. FUNDS, RECORDS AND ACCOUNTS

27.1 Sources of Funds

The Board 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.

27.2 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 Board may authorise one Director to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended. This may be as a part of a designated portfolio in accordance with rule 18.4(a).
- (c) All funds of the Association must be deposited into the financial account of the Association as soon as possible after the receipt.
- (d) With the approval of the Board, a Director, or the Administrator, 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 18.4(a).

27.3 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 Board. These records and minutes shall be produce as appropriate at each Board or General Meeting.
- (b) All records and minutes kept in accordance with rule 27.3(a) shall be kept in the care and control of the Board in accordance with good practice.

27.4 **Board to Submit Accounts**

The Board 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.

27.5 **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.

27.6 **Accounts to be sent to Members**

The Board shall make available on request to any member entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report (if any) and every other document required under the Act (if any).

28. **APPLICATION OF INCOME**

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

29. **NEGOTIABLE INSTRUMENTS**

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 Directors or in such other manner as the Board determines.

30. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed annually by the Board. The auditor's duties 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. The auditor may be removed by the Board.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

31. SERVICE OF NOTICES

- (a) Notice of the Annual General Meeting and Special General Meetings shall be given by inserting two or more notices in the newspaper most widely circulated in Port Fairy and district, the first of which shall appear not less than 14 days before the meeting. This is the only official notice to members necessary under these rules. However, if the Board wishes, additional notices may be given as set out in rule 31 (b).
- (b) Any other notice required to be given to a member or a Board member under these rules may be given—
 - (1) by handing the notice to the member personally; or
 - (2) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (3) by email or facsimile transmission.
- (c) Any notice required to be given to the Association or the Board may be given—
 - (1) by handing the notice to a member of the Board; or
 - (2) by sending the notice by post to the registered address; or
 - (3) by leaving the notice at the registered address; or
 - (4) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

32. COMMON SEAL

- (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 Board. Every use of the Seal shall be recorded in the Association's minute book. Two directors must witness every use of the Seal, unless the Board determines otherwise.

33. REGISTERED ADDRESS

The registered address of the Association is:

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

34. ALTERATION OF CONSTITUTION

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.

35. INDEMNITY

- (a) Every Director, 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 Director, 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 Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, 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 Director 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.

36. DISSOLUTION

- (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.

37. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall designate a person 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 Board 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 Board from time to time, a Member may obtain a copy of the documents listed at rule 37(b).
- (d) If requested by a Member and subject to the Act, the Board must permit such Member to inspect the register of members.
- (e) Subject to the Act and rules 37(b) and 37(d), no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Board meetings or other Relevant Documents of the Association, unless authorised in writing by the Board.

38. LIQUOR LICENCE OBLIGATIONS

38.1 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.

38.2 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.

38.3 Records

- (a) The Association must maintain records of guests to the Association's premises.