



Constitution

CRONULLA SURF LIFE SAVING CLUB INC
ABN 92 741 074 881

12 July 2026

Contents

Contents

Part 1 – Preliminary and Objects	4
1. Name of Incorporated Association	4
2. Incorporation and Background	4
3. Objects	4
4. Powers of the Club	6
5. Definitions	6
6. Interpretation	10
7. Enforceability	11
8. Status and Compliance of Club	11
9. Club's Constitution	13
Part 2 - Membership	15
10. Membership of the Club	15
11. Membership Transitional Arrangements	19
12. Application for Membership	20
13. Discretion to accept or reject Application	20
14. Renewal of Membership	20
15. Grant of Life Membership	21
16. Effect of Membership	21
17. Liability of Members	22
18. Winding up or Dissolution of the Club	22
19. Annual Subscriptions and other fees	22
20. Levies and Charges	23
21. Registers	23
22. Disciplining Members	24
23. Cessation of Membership	24
24. Resignation of Membership	24
25. Suspended Member	24
26. Discipline Appeal rights of Members	25
Part 3 – Board of Directors	26
27. Composition of the Board	26
28. Amendment to Board Portfolios	26
29. Right to co-opt other persons	26
30. Term of Office for a Director	27

31.	Prohibition on employment by the Club	27
32.	Election of Directors	27
33.	Casual Vacancies to the Board	29
34.	Remuneration of Directors	29
35.	Code of Conduct	29
36.	Removal of a Director by the Members of the Club	29
37.	Meetings of the Board and Quorums	30
38.	Delegation by Board of Directors to Sub-Committees	30
39.	Voting and Powers of the Board	31
40.	Sub-Rules	31
41.	Indemnity and Insurance to Directors and Office Bearers	32
42.	Declarations of Interest by Directors	32
Part 4 – General Meetings		33
43.	Annual General Meetings	33
44.	Special General Meeting	33
45.	Notice of General Meeting	33
46.	Procedure	34
47.	President to Chair	34
48.	Adjournment	35
49.	Making of Decisions	35
50.	Voting	35
51.	Use of Technology	36
Part 5 – Miscellaneous Matters		37
52.	Funds Management	37
53.	Execution of documents	37
54.	Custody of records	37
55.	Inspection of records of the Club	37
56.	Service of Notices	37
57.	Audit of Club Records	38
58.	Transitional Arrangements	38

Constitution

Cronulla Surf Life Saving Club Inc.

Part 1 – Preliminary and Objects

1. Name of Incorporated Association

- 1.1. Cronulla Surf Life Saving Club Inc. ABN 92 741 074 881 (**Club**).

2. Incorporation and Background

- 2.1. The Club is an Association incorporated under the *Associations Incorporation Act 2009* (NSW) (**Act**).
- 2.2. The Club is established for each and all of the purposes expressed in this Constitution.
- 2.3. The Constitution is made up of the following Parts, namely:
- Part 1 – Preliminary and Objects;
 - Part 2 – Membership;
 - Part 3 – Board of Directors;
 - Part 4 – General Meetings; and
 - Part 5 – Miscellaneous Matters.

3. Objects

3.1. Primary Objects

The Club is established for the following Primary Objects, namely to:

- 3.1.1. conduct, encourage, promote and administer surf lifesaving throughout the localities of Cronulla and associated beach precinct as agreed with Sutherland Shire Council, for the benefit, safety and protection of the community;
- 3.1.2. study, improve upon and practice all methods relating to surf lifesaving in accordance with the guidelines of Surf Life Saving Australia Ltd (**SLSA**), Surf Life Saving NSW Ltd (**SLSNSW**) and Surf Life Saving Sydney (**SLSS**);
- 3.1.3. participate as a Member of SLSA, SLSNSW and SLSS through and by which surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- 3.1.4. to pursue the following charitable purpose: fund raising. The Club may do all things that help it to achieve this purpose, in accordance with this constitution. The Club must operate consistently with legal requirements for Registered Charities. While the Club is a Registered Charity, the *ACNC Act* overrides any clauses in this constitution which are inconsistent with that Act.

- 3.1.5. maintain and enhance the Club, SLSNSW, other Surf Life Saving Clubs, SLISA and surf lifesaving, its standards, quality and reputation, for the benefit of the Members and surf lifesaving throughout the wider community;
- 3.1.6. at all times promote mutual trust and confidence between the Club, SLSNSW, other Surf Life Saving Clubs, SLISA and the Members in pursuit of these Objects;
- 3.1.7. at all times act on behalf of and in the interests of the Members and surf lifesaving generally;
- 3.1.8. promote the economic and community service success, strength and stability of the Club, SLSNSW, other Surf Life Saving Clubs, SLISA and surf lifesaving generally;
- 3.1.9. affiliate with and otherwise liaise with SLSNSW and SLISA in the pursuit of these Objects and surf lifesaving generally;
- 3.1.10. conduct or commission research and development for improvements in methods of surf lifesaving and surf lifesaving equipment and in all other reasonable ways to improve upon and safeguard the use of the aquatic environment;
- 3.1.11. use and protect the Intellectual Property of the Club;
- 3.1.12. strive for Governmental, commercial and public recognition of the Club as the primary authority on aquatic safety and management in the localities of Cronulla and associated beach precinct as agreed with Sutherland Shire Council;
- 3.1.13. further develop surf lifesaving into a responsibly organised institution and with these Objects in mind, to foster, regulate, organise and manage assessments, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful and worthy Members;
- 3.1.14. pursue through the Club such commercial arrangements (which are not directly in conflict with other SLS bodies) including sponsorship and marketing opportunities as may be appropriate to further the interests of surf lifesaving in the localities of Cronulla and associated beach precinct as agreed with Sutherland Shire Council;
- 3.1.15. adopt and implement appropriate and responsible policies, including but not limited to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior surf programs, management of infectious diseases and such other matters (including the Safeguarding Children and Young People Program with SLS bodies) as may arise from time to time as issues to be addressed in surf lifesaving;
- 3.1.16. represent the interests of its Members and of surf lifesaving generally in any appropriate forum in the localities of Cronulla and associated beach precinct as agreed with Sutherland Shire Council and have regard at all times to the public interest in the conduct of all Club operations; and
- 3.1.17. undertake and or do all such things or activities which are necessary, incidental, inferred from or conducive to the advancement of these Objects.

3.2. Secondary Objects

In pursuing the Primary Objects of the Club the following Secondary Objects may also be considered, namely to:

- 3.2.1. organise, promote and conduct competitions and social functions for the benefit of the Club and its Members (not being inconsistent with achievement of the Primary Objects);
- 3.2.2. manage the acquiring, leasing or hiring or in any other way dealing with the assets of the Club, including real or personal property; and
- 3.2.3. carry out all activities of and incidental to the operation of the Club in a manner calculated both directly and indirectly to enhance and/or further the interests of the Club, its Members and the wider community.

4. Powers of the Club

4.1. Corporations Act 2001 (Cth)

Solely for furthering each or any of the Primary and Secondary Objects the Club has (in addition to the powers and functions given to it under the Act) such legal capacity and all relevant powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth) and which might otherwise apply to the Club.

4.2. Replaceable Rules

To avoid doubt all Replaceable Rules referred to in the *Corporations Act 2001* (Cth) are pursuant to section 135(2) under that legislation, displaced and/or modified (as the case may be) by all express words used in this Constitution.

5. Definitions

In this Constitution, unless the subject matter or context is inconsistent or a contrary intention is expressed, then:

Act means the *Associations Incorporation Act 2009 (NSW)*.

ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012 (Cth)*.

Annual General Meeting means a yearly gathering between the members and its board of directors. It is used to present financial performance, elect directors, and vote on key decisions. It provides accountability, transparency, and a direct dialogue between members and management.

Annual Subscription Fee means the annual fee(s) payable by a Member for each Category of Membership (as determined by the Board from time to time) and includes any levy.

Application (for Membership) means a formal request, usually via a prescribed form or document, submitted by an individual to join a club, association.

Board means the entity managing the Club and being those Members elected and holding office as Directors of the Club at any relevant time.

Branch means the Surf Life Saving Sydney Branch of SLSNSW.

Bronze Medallion means an internationally recognised qualification and award for lifesavers, serving as the benchmark standard for aquatic rescue, personal survival, and emergency care.

Chair means a Director responsible for presiding over a meeting.

Club means Cronulla Surf Life Saving Club Inc. ABN 92 741 074 881.

Club Captain means the person for the time being in the Club elected to that position and to perform the duties of a Club Captain of the Club. The Club Captain may also be known as the Lifesaving Director.

Club Notice where used refers to any form of notification (whether electronic, written, recorded on a notice board, or through any acceptable form of contact) given or issued by the Club for a purpose consistent with this Constitution or for any other thing arising under it.

Committee means any body of persons established by the Board from time to time and given a name to identify such a Committee.

Complaint means a situation in which a person expresses dissatisfaction and expects a response or resolution

Constitution means this Constitution of the Club (and any valid amendments to it) approved by its Members in General Meeting.

Deputy President means the person for the time being in the Club elected to that position and to perform the duties of a Deputy President of the Club.

Director means a person who at any material time has been validly elected or appointed to the Board and has not been removed from that position.

Director of Administration means the person for the time being in the Club elected to that position to perform the duties of the Director of Administration of the Club in accordance with this Constitution and as the Public Officer of the Club. The Director of Administration may also be referred to as the Secretary.

Director of Commercial Operations means the person for the time being in the Club elected to that position to perform the duties of the Director of Commercial Operations of the Club in accordance with this Constitution.

Director of Finance means the person for the time being in the Club elected to that position to perform the duties of the Director of Finance of the Club in accordance with this Constitution. The Director of Finance may also be referred to as the Treasurer.

Director of Junior Activities and Youth means the person for the time being in the Club elected to that position to perform the duties of a Junior Activities and Youth Director of the Club in accordance with this Constitution.

Director of Surf Sports means the person for the time being in the Club elected to that position to perform the duties of the Director of Surf Sports of the Club in accordance with this Constitution.

Entity means an entity as defined in Section 64A of the *Corporations Act 2001 (Cth)*.

Financial Member means a Member who:

- has paid all Annual Subscriptions due at any relevant time; and
- does not owe any other money to the Club.

Financial Year means a year ending on 30 April in each calendar year.

First Aid means the immediate, temporary care given to an ill or injured person, aimed at preserving life, preventing the condition from worsening, and promoting recovery

General Meeting means both a properly convened:

- Annual General Meeting; or

- Special General Meeting of the Club.

Government Agency means:

- a government or government department or other body;
- a governmental, semi-governmental or judicial person; or
- a person (whether autonomous or not) who is charged with the administration of a Law.

Intellectual Property has the meaning attributable to those words in accordance with the Law of New South Wales and the Commonwealth of Australia and any statute enacted thereunder and includes but is not limited to all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) social media sites or postings or service marks (whether registered or registrable) relating to the Club or any championship, competition, series or event or surf lifesaving activity of or conducted, promoted or administered by the Club.

Law includes any law made which governs the Club either through a Government Agency or under any legislation validly made.

Life Member means a person elected as a Life Member of the Club either:

- before the commencement of this Constitution; or
- otherwise in accordance with it.

Lifesaving Online Membership Portal means a secure, accessible online membership portal provided by or approved by SLSA, SLSNSW or Branch

Limited Liability (and the words **Members Guarantee**) where used means that the liability of the Members of the Club is limited.

Member refers to any person recognised as a Member of the Club from time to time and includes all Categories of Membership set out in Rule 10.2.

Meeting means an assembly of people for a particular purpose, especially for formal discussion.

Membership category means a specific classification within the Club that defines a member's rights, obligations, eligibility requirements, and fees.

Month means calendar month.

Notice means ensuring that parties are informed about actions, events, or conditions that may affect their rights or responsibilities.

Objects means clauses in the Club's constitution that define its purpose, aims, and capacity.

Office means the registered office recorded in the records of ASIC from time to time for the Club.

Ordinary Resolution means a Resolution made in accordance with the Act at a General Meeting of Members of the Club where more than fifty percent (50%) of the total valid votes cast on Resolution are in favour of the Resolution.

Portfolio means the specific position to which a Director may be appointed.

Premises includes all land buildings or any fixed or movable structure on the land owned, occupied, leased or controlled by the Club presently situate at 36A Gerrale Street, Cronulla, NSW 2230.

President means the person for the time being in the Club elected to that position and to perform the duties of a President of the Club.

Primary Objects means the primary purpose, aims and capacity of the Club.

Public Officer means the person appointed to be the Public Officer of the Club and recorded with NSW Fair Trading as such.

Radio Awards means an award category for a radio qualification.

Register means the Register of Members.

Registered Charity means a registered charity under the ACNC Act.

Regulations means the rules made by the Club in order to control the way something is done or the way people behave.

Relevant Document(s) means the records and other documents (however recorded, compiled or stored) that relate to the Club and management of the Club and includes but is not limited to Membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Club its Premises, its assets and/or its liabilities.

Resolution means a formal, legally binding decision made by the Club's members or board of directors during a meeting. It represents a passed motion.

Resuscitation Certificate means an award category being a nationally accredited qualification certifying the ability to perform basic life support, including CPR and AED usage on adults and infants.

Rules means the existing Club Rules which following approval of this Constitution will form part of the Sub-Rules in accordance with Section 58 of this Constitution.

Safeguarding Children and Young People Program means a comprehensive initiative designed to protect members under eighteen (18) from abuse, harm, and exploitation.

Seal means the common seal of the Club and includes any official seal of the Club required under the Act or by Law.

Secondary Objects means the secondary purpose, aims and capacity of the Club.

Section means a section or clause this Constitution and unless the context otherwise requires includes the word "Rule".

SLSA means the entity known as Surf Life Saving Australia Limited.

SLSNSW means the entity recognised by the SLSA as the body administering surf lifesaving in New South Wales.

SLSS means the entity recognised as the branch in SLSNSW, being Surf Life Saving Sydney Branch.

Special Resolution means (unless the Act otherwise provides) a Resolution:

- made after at least twenty-one (21) days' notice setting out an intention to propose the Special Resolution and stating that the Resolution has been given in accordance with the Act to all Members entitled to vote on such Resolution; and
- that has been passed by at least seventy-five (75%) percent of the votes validly cast by those Members entitled to vote on the Resolution at a validly convened General Meeting.

State means and includes a State or Territory of Australia.

Sub-Committee means a Sub-Committee established by the Board in accordance with Section 38.

Sub Rules means any Sub-Rule, by-law or regulation made by the Board in accordance with Section 40 and includes the Rules and Sub-Rules of the Club existing as at the date of the approval of the Constitution, in accordance with Section 58.

Subscriptions where used includes the Annual Subscription and any other fee levied by the Board requiring payment by a Member at any time.

SurfGuard means the National Membership and Club administration database owned by SLSA and accessed by the Club.

Surf Life Saving Club has the general meaning of a Surf Life Saving Club being an entity which itself is a Member or associate of (or is otherwise affiliated with) SLSNSW or SLSA.

Surf Rescue Certificate means an award category being is a nationally recognised, entry-level award designed for members aged 13 and older, providing foundational skills in surf awareness, aquatic rescue techniques, and resuscitation

Voting Member means a Member of the Club who is in one of the classes of Membership expressed in this Constitution under Rule 10 as being entitled to vote and who at the time of voting is not subject to any restriction on voting rights and:

- has paid all Subscriptions and is a Financial Member; or
- is a Life Member.

Youth means a Member of the Club aged under eighteen (18) years of age who is not a Junior Activities Member and includes Cadet Members and Active Members aged under eighteen (18) years of age.

6. Interpretation

In this Constitution:

- 6.1. A reference to a Rule, Regulation, schedule or annexure is to a Rule, Regulation, schedule or annexure of, or made under, this Constitution;
- 6.2. Words importing the singular include the plural and vice versa;
- 6.3. Words importing any gender include all other genders;
- 6.4. Headings are for convenience only and shall not be used for interpretation;
- 6.5. Words or expressions shall be interpreted in accordance with the provisions of the Act and as they may vary from time to time;
- 6.6. References to *persons* includes natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of a *person*;
- 6.7. 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 given in the Act.
- 6.8. 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

- 6.9. 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 means.

7. Enforceability

7.1. Reading Down

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction or under any Law, the phrase or provision shall be read down for the purposes of that jurisdiction or Law, if possible, so as to be valid and enforceable.

7.2. Severance

If any provision of this Constitution or any phrase contained in it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability and to avoid doubt the remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction or under any Law.

8. Status and Compliance of Club

8.1. Affiliation of Club

Cronulla Surf Life Saving Club Inc (the **Club**) shall (unless this Constitution is varied by the Members) at all relevant times be affiliated with:

- 8.1.1. Surf Life Saving Sydney (**the Branch**);
- 8.1.2. SLSNSW; and
- 8.1.3. SLSA.

8.2. Compliance Generally

The Club will abide by the Rules, Constitutions, By-Laws and awards of SLSA, SLSNSW and the Branch unless:

- 8.2.1. a Special Resolution by the Members is passed to the contrary; or
- 8.2.2. this Constitution expresses to the contrary.

8.3. Recognition of Club

In compliance with this Constitution, the Branch Constitution, the SLSNSW Constitution and the SLSA Constitution the Club shall continue to be recognised as a Member of the Branch and of SLSNSW and shall administer surf lifesaving activities in the localities of Cronulla and associated beach precinct as agreed with the Sutherland Shire Council in accordance with the Objects expressed in Part 1 Rule 3.

8.4. Specific Compliance of the Club

The Members acknowledge and agree the Club shall:

- 8.4.1. be or remain incorporated in New South Wales;
- 8.4.2. nominate such persons as may be required to be appointed to Branch or

SLSNSW Committees from time to time under this Constitution or the Branch Constitution or SLSNSW Constitution or otherwise;

- 8.4.3. forward to the Branch and SLSNSW on request a copy of its Constitution and other documents and details of its Directors;
- 8.4.4. adopt some of the Objects of SLSNSW (in whole or in part as are applicable to the Club) and adopt Rules which reflect and which are (to the extent permitted or required by the Act) generally in conformity with the Branch and SLSNSW Constitutions;
- 8.4.5. apply its assets, Intellectual Property and capacities solely in pursuit of the Objects in Part 1 Rule 3 above and surf lifesaving generally;
- 8.4.6. do all that is reasonably necessary to enable its Objects to be achieved;
- 8.4.7. act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and for surf lifesaving generally;
- 8.4.8. unless inconsistent with this Constitution abide by the SLSNSW Constitution; and
- 8.4.9. be or remain registered as a registered charity with the Australian Charities and Not-for-Profit Commission (ACNC).

8.5. Operation of this Constitution

The Club and its Members at all times acknowledge and agree:

- 8.5.1. that they are bound by this Constitution;
- 8.5.2. that this Constitution operates to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout the locality of Cronulla and associated beach precinct as agreed with Sutherland Shire Council;
- 8.5.3. that they must act to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving generally;
- 8.5.4. 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 surf lifesaving and its maintenance and enhancement in the wider community;
- 8.5.5. to promote with SLSA 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, their status and their place in the community;
- 8.5.6. to act in the best interests of surf lifesaving and all Members of the Club at all times; and
- 8.5.7. in any circumstance where the Board considers or is responsibly advised that a Member has allegedly:
 - 8.5.7.1. breached, failed, refused or neglected to comply with a provision of this Constitution, the Rules, or any Resolution or determination of the Club; or
 - 8.5.7.2. acted in a manner prejudicial to the Objects and interests of the

Club and/or surf lifesaving; or

- 8.5.7.3. brought the Club, any Surf Life Saving Club or surf lifesaving (including but not limited to the Branch, SLSNSW and/or SLSA) into disrepute or beneath current community standards

then in such circumstances the Board (in its discretion) is entitled to proceed with the Disciplinary Rights vested in the Club and more particularly set out in Section 22.

9. Club's Constitution

9.1. Constitution of the Club

The Constitution reflects the Objects of SLSNSW and generally conforms with the Branch and SLSNSW Constitutions, subject to any contrary requirements in the Act, and at least to the extent of:

- 9.1.1. the Objects of SLSNSW;
- 9.1.2. the structure and suggested Membership categories of SLSA;
- 9.1.3. recognising SLSA as the national peak body for surf lifesaving in Australia;
- 9.1.4. recognising SLSNSW as the peak body for surf lifesaving in New South Wales;
- 9.1.5. recognising the Branch and its role;
- 9.1.6. recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings of a Member;
- 9.1.7. such other matters as may be required to give full effect to the SLSNSW Constitution not being inconsistent with this Constitution;
- 9.1.8. such incidental variations as are necessary having regard to the requirements of the Act and the Law; and
- 9.1.9. the operation of the Branch and SLSNSW Constitutions.

9.2. Alteration of Constitution

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

9.3. Future Conformity

The Club will take all reasonable steps to ensure its Constitution is generally in conformity with the Branch and SLSNSW Constitutions and shall take all reasonable steps to ensure this Constitution is (unless contrary to the Objects) amended in conformity with future amendments made to the Branch, SLSNSW and SLSA Constitutions (subject at all times to any prohibition or inconsistency in the Act).

9.4. SLSNSW and the Branch

The Club shall provide to the Branch and to SLSNSW a copy of its Constitution when

approved and all amendments (if any) later made to it.

9.5. Operation of Transitional Arrangements

The Constitution shall be in force when each and all of the Transitional Arrangements set out in Section 58 have taken effect.

Part 2 - Membership

10. Membership of the Club

10.1. Minimum Number of Members

The number of Members of the Club is unlimited but must be not less than twenty (20) natural persons entitled to vote.

10.2. Membership Categories

Subject always to the SLSA Membership directives in the SLSA regulations the Club is authorised to establish such categories of members as it requires and considers necessary in the context of the Club and the requirements of SLSNSW.

The Club shall on Application in accordance with Section 13 following admit Members only in the following Categories, namely:

10.2.1. Junior Activities Membership

This Category of Membership shall:

- 10.2.1.1. include natural persons being no younger than five (5) years of age and no older than thirteen (13) years of age and required to obtain the relevant Surf Education Certificate for that person's age group; and
- 10.2.1.2. have no voting rights at General Meetings of the Club.

10.2.2. Cadet Member

This Category of Membership shall:

- 10.2.2.1. be a natural person holding the age qualifications defined in the manuals of SLSA (as applicable from time to time) and being aged between thirteen (13) and fifteen (15) years of age who has obtained his or her Surf Rescue Certificate;
- 10.2.2.2. patrol at such times and in such manner as may be specified by the Board;
- 10.2.2.3. pass an annual proficiency test unless the relevant Cadet Member has previously obtained a Surf Rescue Certificate in that season; and
- 10.2.2.4. have no voting rights at General Meetings of the Club.

10.2.3. Probationary Membership

This Category of Membership shall:

- 10.2.3.1. be a natural person who applies for Membership prior to gaining any award and/or has not been accepted in any other formal Membership Category by the Board; and
- 10.2.3.2. have no voting rights at General Meetings of the Club.

10.2.4. Active Membership

This Category of Membership shall:

- 10.2.4.1. be a natural person aged from fifteen (15) years who at the time of Application must be a Bronze Medallion holder;
- 10.2.4.2. fulfil patrol and Club obligations as provided by SLSA and directed by the Board;
- 10.2.4.3. qualify through an annual proficiency test (unless such Member has already obtained their Bronze medallion in that season); and
- 10.2.4.4. have full voting rights at General Meetings of the Club.

10.2.5. Reserve Active Membership

- 10.2.5.1. Reserve Active Membership may be granted by the Club to Members who have:
 - 10.2.5.1.1 satisfactorily completed (from the date a Bronze Medallion has first been obtained) at least eight (8) years of patrol duties and Club obligations, including a minimum of twenty-five (25) hours Patrol duties in each of those years; and
 - 10.2.5.1.2 complied with the requirements from time to time of SLSA and these Rules.
- 10.2.5.2. Reserve Active Members must perform a minimum of patrols as required by SLSA together with such further duties as may be required (at the discretion of the Board) from time to time.
- 10.2.5.3. Reserve Active Members must complete the annual proficiency test.
- 10.2.5.4. In determining a Member's eligibility to be granted Reserve Active Membership status, service with another Club affiliated with SLSA may be taken into consideration by the Board.
- 10.2.5.5. A Member in this Category has full voting rights at General Meetings of the Club.

10.2.6. Past Active Membership

- 10.2.6.1. Past Active Membership may be granted to Members who have satisfactorily completed (in the opinion of the Board) not less than three (3) years Active Service (according to the eligibility criteria set out in Section **10.2.4** above).
- 10.2.6.2. In determining a Member's eligibility to be granted Past Active Membership status, service with another Club affiliated with SLSA may be taken into consideration by the Board.
- 10.2.6.3. The right of any Member to be granted Past Active Membership shall be determined by a majority vote of the Board of Directors.
- 10.2.6.4. A Member in this Category has full voting rights at General Meetings of the Club.

10.2.7. Award Membership

10.2.7.1. This Category of Membership applies to natural persons aged eighteen (18) years or older and Award Membership may be granted to a person who hold one or more of the following SLSA qualifications:

10.2.7.1.1. Surf Rescue Certificate;

10.2.7.1.2. Radio Award(s);

10.2.7.1.3. Resuscitation Certificate; or

10.2.7.1.4. First Aid Certificate (or equivalent).

10.2.7.2. Members holding Award Membership may be called upon to perform patrols and/or other Club obligations (within their reasonable ability and their qualifications) as determined from time to time by the Board.

10.2.7.3. Award Members shall have full voting rights at General Meetings of the Club.

10.2.8. Long Service Membership

10.2.8.1. Long Service Membership may be granted by the Club to Members who have:

10.2.8.1.1. completed ten (10) years Active Service; or

10.2.8.1.2. completed not less than eight (8) years Active Service and at least four (4) years Reserve Active Service;

and, for the purposes of interpretation and the avoidance of doubt, Active Service requires the Member to have performed a minimum of twenty-five (25) hours patrol duties in each of the relevant years and Reserve Active Service requires the Member to have performed a minimum of twelve (12) hours patrol duties in each of the relevant years.

10.2.8.2. Long Service Membership may also be granted to any Member who, over a continuous period of ten (10) years while a Member, has made (in the opinion of the Board) a significant contribution to the Objects of the Club.

10.2.8.3. Long Service Members may be exempted from all patrol obligations and may be granted other special privileges as provided by these Rules or the Board.

10.2.8.4. To be granted Long Service Membership the relevant Member must first make an Application in writing to the Director of Administration of the Club and shall only be admitted to the Category of Long Service Membership after a majority vote to that effect by the Board.

10.2.8.5. In determining a Member's eligibility for Long Service Membership, Active Service with another Club affiliated with Surf Life Saving Australia may be taken into consideration by the Board.

10.2.8.6. Any person holding rights as a Long-Service Member prior to commencement of this Constitution retains his or her rights as a Long-Service Member

10.2.8.7. Long Service Members have full voting rights at General Meetings of the Club.

10.2.9. Associate Membership

10.2.9.1. Associate Membership may be granted to a natural person aged eighteen (18) years or older who may or may not hold an SLSA Award at the time of Application.

10.2.9.2. Associate Members shall have no voting rights unless elected to a position specified in Section **27** provided that an Associate Member who held an entitlement to vote on or before May 22, 2005 shall continue to be entitled to vote thereafter for so long as that person remains in continuous Membership of the Club, regardless of Category.

10.2.10. Life Membership

10.2.10.1. Life Membership will be conferred upon any Member who is elected under Section **15**.

10.2.10.2. The grant of Life Membership is one of the highest privileges for any Member and grants the right for life to attend and vote at General Meetings of the Club.

10.2.10.3. A Life Member is not required to pay any Subscription.

10.2.11. Honorary Membership

10.2.11.1. Honorary Membership may be granted to a natural person aged eighteen (18) years or older in any of the following sub-categories, namely:

- Honorary Members – applying to visiting Members of Clubs with similar Objects, and distinguished visitors;
- Honorary Professional Officer- those persons who render Honorary professional services (including but not limited to accountancy, law, financial, medical and consulting services) to the Club;
- Honorary Vice President – a grant in recognition of valuable services or civic support rendered to the Club;
- Honorary Ex-Officio Members – a sub-category applying to a person holding Public Office;

10.2.11.2. An Honorary Member shall only be granted Membership by either:

10.2.11.2.1. a majority vote of the Board of Directors to that effect; or

10.2.11.2.2. the passing of an appropriate Resolution at an Annual General Meeting of the Club for that person.

10.2.11.3. Honorary Members shall be granted Membership for a maximum period of one (1) Subscription year unless their appointment to the Category of Honorary Membership is ratified and/or confirmed by the Board in each subsequent year or part thereof.

10.2.11.4. Honorary Members shall have no voting rights unless that person is elected to hold office as a Director of the Club.

10.2.11.5. Honorary Members shall be exempt from the payment of annual subscription fees.

10.2.12. General Membership

10.2.12.1. General Membership may be granted to a parent or guardian of a Junior Activity Member (if such Junior has first applied and then been accepted in that Category).

10.2.12.2. General Membership may be granted to a natural person regardless of whether that person holds an SLSA Award.

10.2.12.3. To be admitted to the Category of General Membership a natural person is not otherwise required to hold Membership of the Club in any other Category save, for the avoidance of doubt, that person remains entitled to apply for Membership in other Categories.

10.2.12.4. General Members shall not have voting rights unless elected to hold office as a Director of the Club.

10.2.13. Community membership

10.2.13.1. This Category of Membership applies to natural persons aged eighteen (18) years or older who may or may not have participated at any time in Surf Life Saving Activity but who (in the opinion of a majority vote of the Board of Directors) has participated in social or volunteer activity consistent with the Objects of the Club.

10.2.13.2. Community Members have no voting rights at General Meetings of the Club.

10.2.13.3. Community Members must accept and acknowledge in writing to the satisfaction of the Board of Directors that upon gaining Community Membership that natural person is not covered by any relevant insurance held under the SLSA insurance policy or any policy of insurance held by the Club, including but not limited to workers compensation insurance or other insurances of and incidental to the Club.

10.3. Membership Sub-Categories

The Club through its Board shall retain the right at all times to create and allocate Sub-Categories of Membership within the Categories of Membership expressed under this Section **10**, including the consolidation and transitioning of Membership Categories of the Club existing prior to commencement of this Constitution.

11. Membership Transitional Arrangements

For the avoidance of doubt and notwithstanding any other Rule in this Constitution, all existing Categories of Membership applying prior to the date of commencement of this Constitution shall

continue and be dealt with in accordance with the transitional arrangements set out in Section **58** following and with the intention that the Club will record after this Constitution has been adopted thereafter in the Register of Members only those persons falling within the Categories of Membership expressed in Section **10** above.

12. Application for Membership

Any person seeking Membership of the Club must:

- 12.1. apply online at the Club's website or in person at the Club's office by completing and signing on the form prescribed from time to time by the Club an Application for Membership which must be consistent with the SLSA Membership Application and Declaration Renewal Form (or as otherwise prescribed from time to time by SLSNSW and/or SLSA);
- 12.2. lodge the Application for Membership:
 - 12.2.1. in such manner and at such time as the Club may direct; or
 - 12.2.2. submit the said Application for Membership online through the *Lifesaving Online Membership Portal* (and otherwise in accordance with such directions as the Club may give from time to time); and
- 12.3. pay to the Club the application and/or Annual Fee and/or Subscription fee (if any) set by the Club from time to time.

13. Discretion to accept or reject Application

- 13.1. The Board may in its absolute discretion accept or reject an Application for Membership whether the applicant has complied with the requirements in Section **12** or not, and it shall not be required nor compelled to provide any reason for such acceptance or rejection.
- 13.2. Membership of the Club shall be deemed to commence upon:
 - 13.2.1. acceptance of the Application by the Board; and
 - 13.2.2. entry in the Register of Members of all relevant personal details for that person;
- 13.3. Where the Board accepts an Application it shall notify acceptance of that Member by the Club to the Branch and SLSNSW.
- 13.4. If the Club rejects an Application, it shall refund any fees forwarded with the Application and from the time of refund the Application shall be deemed rejected by the Club.

14. Renewal of Membership

- 14.1. All Members must re-apply annually for Membership of the Club in accordance with the procedures set down by the Club from time to time.
- 14.2. All Members must comply annually with Section **12** above in relation to all Applications for Renewal of Membership of the Club.
- 14.3. When making any Application for Renewal a Member must at that time provide details of any change in their personal details (including but not limited to direct telephone numbers and emails, and any change of address for the service of notices by the

Club) and any other information reasonably required by the Club.

- 14.4. Life Members and honorary members are not required to pay any Subscription fees.

15. Grant of Life Membership

- 15.1. The Board may make a recommendation in writing to the Annual General Meeting in any year that a natural person who is then a Member of the Club be appointed as a *Life Member*.
- 15.2. The Board must not make such a recommendation unless the relevant Member has (in the opinion of the Board):
- 15.2.1. rendered sustained and conspicuous service to the Club over an extended period of time; and/or
 - 15.2.2. displayed exceptional bravery in saving life or attempting to save life; and/or
 - 15.2.3. assisted in the promotion of the interests and general advancement of the Club within the locality of Cronulla and associated beach precinct (as agreed with Sutherland Shire Council) and the interests of surf lifesaving generally.
- 15.3. The Board may make its recommendation to an Annual General Meeting if and only if not less than two (2) Members of the Club entitled to vote at the relevant Annual General Meeting provide a nomination in writing for the relevant person put forward as a Life Member signed by those Members to the Director of Administration of the Club not less than ninety (90) days prior to the date the relevant Annual General Meeting is to be held.
- 15.4. A Member is elected as a Life Member by Special Resolution passed at the Annual General Meeting at which he or she is nominated.
- 15.5. If a Special Resolution is passed conferring Life Membership on a Member all personal details of the Life Member shall be entered in the Register of Members and from the time of entry on such Register that person shall be a Life Member with all the rights and privileges granted to Members of the Club in perpetuity under this Constitution;
- 15.6. Any person holding rights as a Life Member prior to the commencement of this Constitution retains for his or her life such rights as a Life Member.

16. Effect of Membership

- 16.1. The Club Members acknowledge and agree by accepting Membership that:

this Constitution constitutes a contract between them and the Club and that they are bound by this Constitution and the Regulations and Rules under it;

- 16.1.3 they shall comply with and observe this Constitution and any Rules or Regulations made under it;
- 16.1.4 by submitting to this Constitution and any relevant Rules or Regulations arising under it they are subject at all times to the powers and jurisdiction of the Club, the Branch, SLSNSW and SLISA (as the case may be);
- 16.1.5 this Constitution and its Rules and Regulations are necessary and reasonable for promoting the Primary and Secondary Objects of the Club;

16.1.6 they are entitled to all benefits, advantages, privileges, supervision, control and services relevant to their Membership (as determined by the Board from time to time);

16.1.7 neither membership of the Club nor this Constitution gives rise to:

16.1.7.1 any proprietary right of Members in, to or over the Club or its property or assets; or

16.1.7.2 any automatic right of a Member to renewal of their membership of the Club.

16.1.8 subject to the Act and the Club acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;

16.2. A right, privilege or obligation of a person by reason of their Membership of the Club:

16.2.1 is not capable of being transferred or transmitted to another person; and

16.2.2 terminates upon the cessation of Membership whether by death, resignation or otherwise.

17. Liability of Members

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Clause 20.

18. Winding up or Dissolution of the Club

In the event that the Club is wound up or dissolved and thereafter any assets are held after satisfaction of all of the Club's debts and liabilities, such assets shall:

18.1. not be transferred, distributed or otherwise paid amongst the Members;

18.2. be transferred or given to an institution (or institutions) having Objects similar to the Objects of the Club and with a Constitution or Rules for that institution which prohibit the distribution of its or their income and property amongst its or their Members to the same extent or greater as imposed on the Club; and

18.3. the institution or institutions referred to in this Rule shall be determined by:

the Members of the Club in General Meeting (by Ordinary Resolution); or

18.3.2 failing the making of such Ordinary Resolution under Section 18.3.1, the Club shall seek an Order from the Supreme Court of New South Wales to resolve this issue.

19. Annual Subscriptions and other fees

19.1. Annual Subscriptions (and any other fees payable by any Member) shall be determined by the Board for each year of Membership and otherwise from time to time.

19.2. Annual Subscriptions are due on the first day of May in each year.

19.3. The manner of payment and all other matters relating to Annual Subscriptions not specifically provided for in this Constitution are to be determined by the Board from time to time.

- 19.4. The Board 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 Club, including but not limited to the right to vote at General Meetings. There is no right of appeal where the Board exercises its rights under this rule.

20. Levies and Charges

The Board has power to make and impose levies and charges on all Members for general purposes at any time.

21. Registers

21.1. Club to keep Register of Members

The Club must keep and maintain a Register of Members in accordance with the Act and shall enter in it:

the full name and address of the Member;

21.1.2 the Category of Membership of the Member;

21.1.3 any prior transitional Category of Membership held by the Member;

21.1.4 the date on which the Member first became a Member of the Club;

21.1.5 any other relevant personal information determined by the Board; and

21.1.6 for each former Member of the Club, the date the Member ceased to be a Member.

21.2. Use of SurfGuard

SurfGuard shall be used as the Register of Members unless the Board otherwise determines (or the Act otherwise requires).

21.3. Change to Member Details

Every Member must advise the Director of Administration of the Club of any new address or contact details applicable to that Member within fourteen (14) days of changing his or her address or contact details from those details recorded in the Register of Members.

21.4. Inspection of Register by a Member

21.4.1 A Member shall not have an automatic right to inspect the Register of Members; and

21.4.2 Any right of inspection by a Member relevant to the Register shall be limited to those rights provided by the Act or under Section **21.5**.

21.5. Rights of the Board to the Register of Members

At all times subject to any Law to the contrary (including but not limited to privacy laws and confidentiality obligations) the Board may rely upon and use the information in the Register of Members and provide details in it to a Member who requests inspection (at all times acting reasonably) if:

such use is to further the Primary Objects of the Club; and/or

21.5.2 the Secondary Objects of the Club; and/or

21.5.3 to protect the good name and reputation of the Club.

22. Disciplining Members

- 22.1. The Club adopts the Grievances, Judicial and Discipline Regulations of SLSA (as amended from time to time) in its dealings with all Members.

23. Cessation of Membership

A natural person ceases to be a Member of the Club:

- 23.1. If the natural person:

23.1.3 dies;

23.1.4 resigns Membership;

23.1.5 is expelled from the Club;

23.1.6 fails to pay within time any fine levied against them;

23.1.7 fails to pay an Annual Subscription when due or by an extended due date.

- 23.2. A right, privilege or obligation of a person by reason of their membership of the Club terminates upon the cessation of membership.

- 23.3. Upon ceasing to be a Member of the Club the card, token, badge or medal of that Member shall revert to and become the absolute property of the Club.

24. Resignation of Membership

- 24.1. A Member of the Club cannot resign Membership other than in accordance with this Rule.

- 24.2. A Member of the Club who has paid all amounts payable by the Member to the Club in respect of his or her Membership can resign from Membership of the Club by first giving to the Director of Administration or delegate written notice of not less than one (1) month (or such other period as the Board may determine) of the Member's intention to resign and, at the end of the period of such notice, the Member forthwith ceases to be a Member.

- 24.3. If a Member of the Club ceases to be a Member under this Rule (and in every other case where a Member ceases to hold Membership) the Secretary or delegate must make an appropriate entry in the Register of Members recording the date on which the person ceased to be a Member.

25. Suspended Member

- 25.1. Any Member suspended under Section 22 (or otherwise under this Constitution) shall during the period of any such Suspension not be entitled to:

25.1.1 attend at the Premises of the Club nor use any of the facilities of the Club for any purpose (without the express written permission of the Board);

- 25.1.2 participate in any of the activities of the Club;
 - 25.1.3 attend or vote at any General Meeting of the Club;
 - 25.1.4 nominate for or be elected or appointed to the Board;
 - 25.1.5 vote in the election of the Board;
 - 25.1.6 propose, second or nominate any Member for election to any office of the Club;
 - 25.1.7 propose, second or nominate any Member for Life Membership;
 - 25.1.8 propose or second any person for Membership of the Club.
- 25.2. In the event a Member is suspended by the Board and during the period of Suspension (in the opinion of a majority vote by the Board) commits any breach of this Section **25.1** the Board is entitled to discipline the Member in accordance with Section **22**.

26. Discipline Appeal rights of Members

- 26.1. The Club adopts the Grievances, Judicial and Discipline Regulations of SLSA (as amended from time to time) in its dealings with all Members.

Part 3 – Board of Directors

27. Composition of the Board

- 27.1. The Board is to consist of eight (8) persons who must be Members of the Club and who will after election be Directors of the Club.
- 27.2. The Board shall comprise the following positions holding office as Directors, namely:
 - 27.2.1 President
 - 27.2.2 Deputy President
 - 27.2.3 Director of Finance (aka Treasurer)
 - 27.2.4 Director of Administration (aka Secretary)
 - 27.2.5 Club Captain (aka Director of Lifesaving)
 - 27.2.6 Director of Commercial Operations
 - 27.2.7 Director of Surf Sports
 - 27.2.8 Director of Junior Activities and Youth
- 27.3. The responsibility for each Board position will be set out in the Sub Rules.

28. Amendment to Board Portfolios

- 28.1 The Board (by majority vote) may if it considers appropriate and in order to further the Primary Objects of the Club allocate a Director to an alternative or an additional portfolio, with express and specific responsibilities, from time to time, as set out in the Sub-Rules;
- 28.2 This section **28** shall not apply to the position of President.

29. Right to co-opt other persons

Each Member of the Club and, to avoid doubt, each Member elected to the Board of Directors, expressly acknowledges and agrees that the Board may at such times and on such terms as the Board by majority thinks fit:

- 29.1. Co-opt any person with appropriate experience, knowledge or expertise to assist the Board in its management of the Club subject to the following restrictions:
 - 29.1.1 any person so co-opted shall not be a current Director;
 - 29.1.2 any person so co-opted shall not be entitled to exercise any of the rights of a Director nor be referred to by that title; and
 - 29.1.3 any person so co-opted shall act in an advisory role only to the Board and not otherwise.
- 29.2. A person co-opted need not be a Member of the Club.

30. Term of Office for a Director

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 commencement of the following Annual General Meeting.

31. Prohibition on employment by the Club

No Member of the Club elected as a Director shall be entitled to seek or be appointed to a salaried appointment as an employee of the Club unless and until that Member has ceased to be a Director of the Club for a minimum period of two (2) continuous and consecutive calendar years calculated from the date of ceasing to be a Director, or unless as approved by the board.

32. Election of Directors

32.1. Nominations

The Director of Administration of the Club shall call for nominations for candidates to be elected to the Board of Directors:

32.1.1. by notifying all Members of the Club through such means as the Board may from time to time direct including but not limited to:

32.1.1.1. publication of an appropriate notice in the Club newsletters, including the *Cronulla Capers* (or any similar newsletter);

32.1.1.2. display of an appropriate notice (whether electronically, in writing or by other means) within the premises of the Club.

not less than fourteen (14) days prior to the date set for the Annual General Meeting in each year.

32.2. Qualifications of candidates for election

At the time the Director of Administration calls for nominations for election as a Director of the Club he or she shall:

32.2.1 provide details of all necessary qualifications and an outline or job description for the position of each Director to be elected;

32.2.2 provide such other details or requirements as the Board may from time to time direct;

32.2.3 indicate in writing how a Nomination Form is to be obtained; and

32.2.4 indicate in writing the closing date for acceptance of nominations by the Director of Administration.

32.3. Requirements for nomination of a candidate

Any nomination of a Member for election to the Board:

32.3.1 must be in writing and on the Nomination Form prescribed by the Board from time to time;

32.3.2 must be signed by two (2) Members of the Club entitled to vote at the relevant Annual General Meeting with one such Member to be described as *Proposer*

and the other as *Second*er and with each to provide their full name and membership details on the Nomination Form;

32.3.3 must be lodge with the Nomination Form the written consent of the Member so nominated for election as a Director (which such consent may be endorsed on the Nomination Form itself or provided as a separate document to be lodged at the same time as the Nomination Form; and

32.3.4 the Nomination Form must indicate clearly in writing the Portfolio for which the nominee seeks election as a Director.

32.4. Time for close of nominations

Nominations for election as a Director must be delivered to the Director of Administration on or before 4pm on the day being fourteen (14) days prior to the date of the relevant Annual General Meeting in that year, excluding the day of the Annual General Meeting itself.

32.5. Excluded nominations of candidates

The Board may reject any nomination of a candidate if the Member nominated as a candidate:

32.5.1 does not reside permanently in Australia;

32.5.2 holds Membership of the Club in a Category of Membership which does not entitle the Nominee to vote at the relevant Annual General Meeting; or

32.5.3 is ineligible to be a Director under the *Corporations Act 2001 (Cth)* or the ACNC Act.

32.6. Voting Procedures

All elections as Director shall be conducted by such means and in such manner as may be prescribed by the Board from time to time subject to:

32.6.1 compliance with the express provisions of this Section **32**;

32.6.2 voting for election may occur at the Annual General Meeting;

32.6.3 the Board shall prescribe from time to time the manner in which votes from Members of the Club entitled to vote at the relevant Annual General Meeting are to be cast including but not limited to:

32.6.3.1 whether voting must be in person or by electronic means;

32.6.3.2 the information to be provided on any form recording a vote from the voting Member; and

32.6.3.3 the manner in which a vote is to be lodged with the Director of Administration, including absentee voting.

32.6.4 no vote for election of a Director shall be cast by a proxy of a Member.

32.7. Single or Insufficient Nominations of Candidates

32.7.1 In circumstances where only one (1) Member is nominated for election as a Director to a position in accordance with Sections **27** and **32** then that Member shall be elected unopposed as a Director to that position at the immediately following Annual General Meeting.

32.7.2 If insufficient nominations are received to fill all available vacancies on the Board:

32.7.2.1 the candidates nominated shall, subject to declaration by the Chair, be deemed to be elected; and

32.7.2.2 all remaining positions will be deemed casual vacancies under Section **33**.

33. Casual Vacancies to the Board

33.1. The Board shall have the power at any time and from time to time to appoint a Member of the Club to the Board to fill any Casual Vacancy for a Director.

33.2. The total number of Directors elected to the Board shall not at any time exceed the maximum number fixed in accordance with this Constitution.

33.3. Any person appointed as a Casual Vacancy shall hold Office only until the immediately following Annual General Meeting at which an election of Directors is to be held.

34. Remuneration of Directors

34.1. No Director is entitled to be paid any fee for his or her service as a Director of the Club.

34.2. A Director is entitled to be reimbursed for all expenses properly incurred by him or her in connection with the performance of duties as a Director of the Club and subject to approval of a request for reimbursement by the Board.

35. Code of Conduct

The Board by majority resolution may adopt, amend and repeal any Code of Conduct in relation to the Club and all Directors Members and Employees of the Club must abide by the Code of Conduct.

36. Removal of a Director by the Members of the Club

36.1. The Club in General Meeting can:

36.1.1 by Special Resolution remove any Director elected to the Board from Office before the expiration of that Director's Term; and

36.1.2 by Ordinary Resolution elect another person to hold such Office until the election of Directors at the immediately following Annual General Meeting.

36.2. If a Director to whom a proposed Resolution under this Section **36.1** relates makes representations in writing to the Director of Administration and requests that the representations be notified to the Members of the Club, the Director of Administration may but shall not be obligated to:

36.2.1 send a copy of the representations to each Member of the Club; or

36.2.2 if the representations are not sent, the Director can require that they be read out at the Meeting at which the Resolution is considered.

36.3. Any vote of the Club in General Meeting shall be final and binding.

37. Meetings of the Board and Quorums

37.1. The Board must meet as often as is deemed necessary at such place and time as the Board may determine.

37.2. Meetings of the Board of Directors may be convened at any reasonable time:

37.2.1 by the President of the Club; or

37.2.2 by the Director of Administration upon a written request by not less than three (3) Directors to do so.

37.3. The Director of Administration must give written notice to each Director on the Board not less than forty-eight (48) hours (or such shorter period as may be unanimously agreed by the Board of Directors) before the time appointed for the holding of the Meeting.

37.4. Notice of any Meeting given under Section **37.3** must specify the general nature of the business to be transacted at the Meeting and no business other than that business is to be transacted unless the Board unanimously agrees at the meeting to treat any issue or matter as urgent business.

37.5. A quorum for the transaction of business of any Meeting of the Board of Directors is 5 Directors.

37.6. No business is to be transacted by the Board unless a quorum is present. If, within thirty (30) minutes after the time appointed for any Meeting a quorum is not present, the Meeting is to stand adjourned to the same place and at the same hour on the same day in the immediately following calendar week.

37.7. If at any adjourned Meeting arising under Section **37.6** a quorum is not present within thirty (30) minutes of the time appointed for that Meeting, the Meeting is dissolved.

37.8. At any Meeting of the Board:

37.8.1 the President or, in the absence of the President, the Deputy President is to preside as Chair; or

37.8.2 if the President and the Deputy President are both absent or unwilling to act, one Director must be chosen by the Board by majority vote to preside as Chair.

37.8.3 Members can only attend a Meeting of the Board if prior approval is sought from the Board or the member is requested to attend.

38. Delegation by Board of Directors to Sub-Committees

38.1. The Board can, by notice in writing, delegate to one or more Sub-Committees (consisting of such Member or Members of the Club as the Board may think fit) the exercise of such functions of the Board as are specified in the notice, except for:

38.1.1 the power of delegation, and

- 38.1.2 a function which is a duty imposed on the Board by the Act or by law.
- 38.2. Unless a delegation is revoked a Sub-Committee appointed under this Section can exercise the function delegated to it in accordance with the terms of the delegation.
- 38.3. A delegation under this Section can be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified by the Board in the notice of delegation.
- 38.4. Notwithstanding any delegation under this Section to a Sub-Committee, the Board can continue to exercise any function so delegated and can revoke any delegation at any time in writing.
- 38.5. Anything done or permitted to be done by a Sub-Committee acting in the exercise of a delegation under this Section has the same force and effect as it would have if it had been done or permitted by the Board.
- 38.6. The Board can, by notice in writing revoke in part or wholly any delegation made under this Section.
- 38.7. A Sub-Committee is entitled to meet and adjourn as it thinks proper but must meet when directed to do so by the Board.
- 38.8. The President is an ex officio Member of each Sub-Committee.

39. Voting and Powers of the Board

- 39.1. Resolutions put to the Board at a Meeting of the Board or of any Sub-Committee are to be determined by a majority of votes of Directors or Sub-Committee present at such Meeting.
- 39.2. Each Director present at a Meeting of the Board or of any Sub-Committee (including the person presiding as Chair at the Meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding as Chair may exercise a second or casting vote.
- 39.3. Anything done or permitted, or purporting to have been done or permitted, by the Board or by a Sub-Committee, is valid despite any defect that is discovered afterwards in the appointment or qualifications of any Director of the Board or a Sub-Committee.
- 39.4. Any vote by Directors of the Board is valid if:
- 39.5.1 there is a quorum of not less than a majority of Directors at the time of voting;
and
- 39.5.2 a majority vote of directors present and entitled to vote is achieved.

40. Sub-Rules

- 40.1. The Board may formulate, issue, adopt, interpret, and amend such Sub-Rules for the proper advancement, management and administration of the Club and the advancements of the Objects and surf lifesaving in Cronulla and associated beach precinct as it thinks necessary or desirable. Such Sub-Rules must be consistent with the Constitution.
- 40.2. All Sub-Rules made under this section shall be binding on the Club and Members of the Club.
- 40.3. Notwithstanding any other rule of this Constitution, the transitional arrangements set out at Section 58 shall apply from the date of adoption of this Constitution.

- 40.4. Amendments, alterations, interpretations or other changes to Sub-Rules shall be advised to Members of the Club by means of Notices approved and issued by the Board.

41. Indemnity and Insurance to Directors and Office Bearers

- 41.1. The Club must, to the extent permitted by law, indemnify out of the property of the Club all Directors for any liability incurred by them in their capacities as Officers of the Club.
- 41.2. The Club can, to the extent permitted by law, pay a premium insuring all Directors from any liability incurred by any of them while acting in their respective capacities as Directors of the Club.

42. Declarations of Interest by Directors

- 42.1. Any Director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the knowledge of that Director:
- 42.1.1 declare the nature of the interest at a meeting of the Board;
 - 42.1.2 if the Director has a material personal interest in a matter that has been considered at a meeting of the Board, that Director must not vote on the matter which is being considered at the meeting of the Board. The Chair shall determine if the conflicted Director can attend the meeting.
- 42.2. The Board shall not pass a Resolution exempting any Director from the provisions of this Section **42.1**.

Part 4 – General Meetings

43. Annual General Meetings

- 43.1. The Club must, at least once in each calendar year and not later than within a period of five (5) calendar months after the end of each financial year, convene an Annual General Meeting of its Members to comply with these Rules and the Act.
- 43.2. The Annual General Meeting of the Club is, subject to the Act, to be convened on such date and at such place and time as the Board may determine.
- 43.3. 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 consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution, the motion for affiliation with the Branch and SLSNSW, the appointment and fixing of the remuneration of the auditors and any other business of which notice is given in accordance with this Constitution.
- 43.4. An Annual General Meeting must be specified as such a Meeting in the Notice convening it and sent to Members.

44. Special General Meeting

- 44.1. The Board can, whenever it thinks fit, convene a Special General Meeting of the Club.
- 44.2. The Board must, on the requisition in writing of at least ten (10) per cent of the total number of Voting Members convene a Special General Meeting of the Club.
- 44.3. A requisition of Members for a Special General Meeting:
 - 44.3.1 must be in writing and state the purpose of the Meeting;
 - 44.3.2 must be signed by the Members making the requisition;
 - 44.3.3 must be lodged with the Director of Administration; and
 - 44.3.4 can consist of several documents in a similar form, provided each document is signed by all of the Members making the requisition.
- 44.4. If the Board fails to convene a Special General Meeting to be held within two (2) calendar months after the date on which a requisition of Voting Members for the Meeting is lodged with the Administration Director, one (1) or more of the Members who signed the requisition may convene an Special General Meeting which then must be held not later than three (3) months after that date.
- 44.5. A Special General Meeting convened by a Member or Members under Section **44.4** must comply with this Constitution and be convened in the same manner as General Meetings are convened by the Board and any Member who consequently incurs expense which in the opinion of the Board is reasonable in doing so is entitled to be reimbursed by the Club for that expense upon written request to do so.

45. Notice of General Meeting

- 45.1. Unless the nature of the business proposed to be dealt with at a General Meeting

requires a Special Resolution of the Club, the Director of Administration must, not less than fourteen (14) days before the date fixed for the holding of a General Meeting, give a Notice to each Voting Member and Director specifying:

45.1.1 the place, date and time of the Meeting; and

45.1.2 the nature of the business proposed to be transacted at the Meeting.

45.2. If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, the Director of Administration must, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, cause Notice to be given to each Member and each Director specifying, in addition to the matters required under Section 45.1, the intention to propose any resolution as a Special Resolution.

45.3. No business other than that specified in the Notice convening a General Meeting is to be transacted at the Meeting except, in the case of an Annual General Meeting, business which may be transacted under Section **43.3**.

45.4. A Member desiring to bring any business before a General Meeting can give Notice in writing of that business to the Director of Administration who must include that business in the next Notice calling that General Meeting given after receipt of the Notice from the Member.

46. Procedure

46.1. No item of business can be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the Meeting is considering that item.

46.2. Ten (10) per cent of members attending (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

46.3. If within thirty (30) minutes after the appointed time for the commencement of a General Meeting a quorum is not present, the Meeting:

46.3.1 if convened on the requisition of Members, is to be dissolved; and

46.3.2 in any other case, is to stand adjourned to the same day in the following week at the same time and at the same place.

46.4. If at the adjourned Meeting a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the Meeting, the Members present constitute a quorum.

47. President to Chair

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

47.1.1 in relation to any election for which the President is a nominee; or

47.1.2 where a conflict of interest exists.

47.2. If the President is not present or is unwilling or unable to preside the Members shall appoint one of the Directors to preside as Chair for that meeting only.

48. Adjournment

- 48.1. The Chair of a General Meeting at which a quorum is present can, with the consent of the majority of Members present at the Meeting, adjourn the Meeting from time to time and place to place, but no business is to be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- 48.2. If a General Meeting is adjourned for fourteen (14) days or more, the Director of Administration must give written notice of the adjourned Meeting to each Voting Member and Director of the Club stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.
- 48.3. Except as provided in Section 45 notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned Meeting is not required to be given.

49. Making of Decisions

- 49.1. A resolution put forward at a General Meeting is to be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded:
 - 49.1.1 a Declaration by the Chair that a Resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost; or
 - 49.1.2 an entry to that effect in the Minute Book of the Club,is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that Resolution.
- 49.2. At a General Meeting, a poll can be demanded by the Chair or by at least three (3) Members present in person and entitled to vote at the Meeting.
- 49.3. If a poll is demanded at a General Meeting, the poll must be taken:
 - 49.3.1 immediately in the case of a poll which relates to the election of the Chair of the Meeting or to the question of an adjournment; or
 - 49.3.2 in any other case, in such manner and at such time before the close of the Meeting as the Chair directs,and the Resolution of the poll on the matter is taken to be the resolution of the Meeting on that matter.

50. Voting

- 50.1. On any resolution put to a General Meeting only members in a category entitled to vote consistent with Section **10.2** above are entitled to vote and each of those Members has one vote only.
- 50.2. All votes must be given personally.
- 50.3. In the case of an equality of votes on a question at a General Meeting, the Chair of the Meeting can exercise a second or casting vote.
- 50.4. A Member cannot vote at any General Meeting of the Club unless all money due and payable by the Member to the Club has been paid, other than the amount of the Annual Subscription payable in respect of the then current year if the due date for payment has not been reached, and a Non-Financial Member cannot vote.

51. Use of Technology

- 51.1. A Member not physically present at a General Meeting may participate in the meeting by the use of any form of electronic communication that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 51.2. A Member participating in a General Meeting under Section **51.1** is taken to be present at the meeting and, if the Member being eligible to vote, votes at the meeting, is taken to have voted in person.

Part 5 – Miscellaneous Matters

52. Funds Management

- 52.1. Subject to any Resolution passed by the Club in General Meeting, the funds of the Club are to be used in pursuance of the Objects of the Club in such manner as the Board determines from time to time.
- 52.2. All negotiable instruments must be signed by any two (2) Members of the Board or authorised employees of the Club if so delegated to do so by the Board.

53. Execution of documents

Any documents of the Club must be executed in accordance with the Act including the affixing of any Common Seal and the witnessing of any document.

54. Custody of records

Except as may otherwise be provided under this Constitution, the Club must keep in its custody or under its control all records books and other documents including Accounting records relating to the Club.

55. Inspection of records of the Club

The Club must make available its records books and other documents for inspection, free of charge, if requested in writing by an Ordinary Member or a Life Member of the Club and with such records, books and documents to be made available at a reasonable time determined by the Director of Administration.

56. Service of Notices

- 56.1. For the purposes of this Constitution any Notice can be served on or given to a person:
 - 56.1.1 by delivering it to the person personally; or
 - 56.1.2 by sending it by pre-paid post to the address of the person shown in the Register of Members; or
 - 56.1.3 by sending it by facsimile transmission or electronic transmission to a number or an email address specified by that person for the giving or serving of Notices and recorded in the Register of Members.
- 56.2. For the purposes of this Constitution a Notice is taken (unless the contrary is proven) to have been given or served:
 - 56.2.1 in the case of a Notice given or served personally, on delivery;
 - 56.2.2 in the case of a Notice sent by pre-paid post, on the second (2nd) Business Day after the date of posting;
 - 56.2.3 in the case of a Notice sent by facsimile transmission or electronic transmission on the date it was sent subject to proof that the transmission occurred on the date shown.

57. Audit of Club Records

The Club must appoint a properly qualified Auditor and his or their remuneration must be fixed and duties regulated in accordance with the Act.

58. Transitional Arrangements

- 58.1. Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this Section **58** shall apply from the date this Constitution has been adopted by a Special Resolution validly made.
- 58.2. The Members of the governing or managing body (previously governing under certain Sub-Rules of the Club and by whatever name or title it previously used) of the Club in place immediately prior to the passing of a Special Resolution adopting 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 all other Directors and/or Portfolios shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- 58.3. All clauses, Rules, Sub-Rules and regulations of the Club in force at the date of the approval of this Constitution insofar as such Rules, Sub-Rules and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Sub-Rules under this Section **58** and to avoid doubt to the extent of any inconsistency the provisions of this Constitution shall prevail.
- 58.4. All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of passing of a Special Resolution adopting and approving this Constitution under the Act;
- 58.5. All such individuals must provide the Club with such identification and personal details as may be required by the Club under this Constitution within one (1) calendar month from the date of the passing of a Special Resolution approving and adopting this Constitution.