



EST. 1909

COTTESLOE SURF LIFE SAVING CLUB INC.

ABN 93 729 549 261

CONSTITUTION

As adopted at Special General Meeting 4 October 2020

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1. NAME AND COLOUR OF THE CLUB

- (a) The name of the incorporated Club is Cottesloe Surf Life Saving Club Inc.
- (b) The colours of the Club are Gold, Black & White.

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless the context requires otherwise:

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

Active Member means a member over 15 years of age with a current Bronze Medallion (either obtaining the Bronze Medallion that season or completing the annual Skills Maintenance updates each season) and who fulfils the full rostered Patrol and Club obligations as noted in the Club Constitution and By-Laws.

AGM or Annual General Meeting means the annual General Meeting of the Club required to be held by the Club in each calendar year.

Annual Subscription means the annual fees payable by each category of Member in advance as determined by the Management Committee under **clause 9(a)**.

Club means Cottesloe Surf Life Saving Club Inc.

By-Law mean a by-law made under **clause 24**.

Chair means the person elected under **clause 15.5**.

Committee means the Management Committee of the Club.

Committee Meeting means a meeting of the Committee.

Committee Member and Committee Officer means a member of the Committee.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Cottesloe SLSC means Cottesloe Surf Life Saving Club Inc.

Delegate means the person appointed from time to time to act for and on behalf of the Club and to attend, debate and vote at general meetings of SLSWA.

Elected Officer means an officer elected to the Committee or Ordinary Committee at the General Meeting.

Financial Statements means the financial statements in relation to the Club required under Part 5 Division 3 of the Act.

Financial Year means the year commencing 1 May in any calendar year.

Full Member means a registered member of the Club aged 15 years as at 30 September that is any active member, past active, reserve active, long service member, award member or life member of the Club which are defined in the By-Laws.

General Meeting means a general meeting of Members and includes the AGM and any Special General Meeting.

ILS means the international federation for Life Saving – the International Life Saving Federation.

Individual Member means a registered, financial Member of the Club in any category as specified in the SLSWA regulations and SLSA regulations from time to time.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

Junior Member means a registered Member of the Club who is younger than 15 years of age as at 30 September annually.

Life Member means a Member admitted to the Club under **clause 7.3**.

Liquor Act means the *Liquor Control act 1988*, its amendments and any other legislation that may come into force to replace or supplement this act, and shall form part of these Rules under **clause 33**.

Local Area means the geographical area between Cable Station, Mosman Park and Napier Street, Cottesloe in which the Club operates.

Member means a registered, financial Member of the Club in any category under **clause 7**.

Objects mean the objects of the Club in **clause 3.1**.

Office Bearer means an officer of the Committee, Sub-Committee or Ordinary Committee.

Ordinary committee members means other elected committee members (separate from Committee Members) of the Club under **clause 18.1(b)**.

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

Rules means these Rules of Association as amended from time to time and a reference to a particular clause is a reference to a particular Rule within this Constitution.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution has the same meaning as that given to it in the Act in accordance with **clause 15.9 (b)**.

SLSA means Surf Life Saving Australia Limited, the national sporting organisation for Surf Life Saving in Australia.

SLSWA means Surf Life Saving Western Australia Incorporated, the State Centre for Surf Life Saving in Western Australia.

Sub-Committee means a sub-committee appointed by the Committee under **clause 17.7** and as described in the By-Laws.

Sub-Committee member means a member elected under **clauses 18.4 & 23**.

Voting Member means those members of the Club entitled to vote in General Meetings as set out under **clause 16(b)** and as specified in the By-Laws.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to 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
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

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

2.4 The Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The model rules created under the Act are displaced by this Constitution and accordingly do not apply to the Club.

3. OBJECTS

3.1 Objects

The Club is established solely for the Objects. The Objects are to:

- (a) provide for the encouragement, conduct, promotion and administration of surf lifesaving in Western Australia in consultation with SLSWA;
- (b) participate as a member of SLSWA so surf lifesaving can be conducted, encouraged, promoted, advanced and administered throughout the Local Area;
- (c) affiliate and otherwise liaise with the SLSWA, SLSA and ILS;
- (d) encourage, conduct, promote, advance and control surf lifesaving, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;

- (e) co-operate with SLSWA in the conduct of research and development of improvements in surf lifesaving and surf lifesaving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (f) use and protect the Intellectual Property;
- (g) promote the involvement and importance of surf lifesaving standards, techniques, awards and education to bodies involved in surf lifesaving;
- (h) strive for and maintain government, commercial and public recognition of the Club as the authority on surf lifesaving in the Local Area;
- (i) recognise and comply with as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment;
- (j) pursue through itself or others such commercial arrangement, including sponsorship and marketing opportunities, as are appropriate to the purposes of the Club in the Local Area;
- (k) having regard to these purposes, foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (l) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by the Club;
- (m) promote the health and safety of Members and all other users of the aquatic environment;
- (n) act as arbiter on matters pertaining to the conduct of surf lifesaving in the Local Area, including disciplinary matters, and refer matters to SLSWA as appropriate;
- (o) adopt and implement appropriate policies, including in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf lifesaving,
- (p) represent the interests of its Members and of surf lifesaving generally in any appropriate forum;
- (q) have regard to the public interest in its operations;
- (r) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf lifesaving competition and to award trophies and rewards to successful competitors;
- (s) encourage and promote performance enhancing drug free competition;
- (t) 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;
- (u) give, and where appropriate seek, recognition for Members to obtain awards or public recognition in fields of endeavour other than surf lifesaving;
- (v) seek and obtain improved facilities for the enjoyment of the aquatic environment;
- (w) promote uniformity of laws for the control and regulation of the aquatic environment;

- (x) effect such purposes as may be necessary in the interest of surf lifesaving and the aquatic environment; and
- (y) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club, in addition to any other powers it has under the Act.

5. INCOME AND PROPERTY OF THE CLUB

5.1 Sole Purpose

The income and property of the Club must be applied solely towards the promotion of the Objects of the Club.

5.2 Payments to Members

No part of the income or property of the Club may be paid or otherwise distributed, directly or indirectly, to any Member except for payments to a Member in good faith in the promotion of the Objects as follows:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Club; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let by them to the Club.

6. STATUS AND COMPLIANCE OF CLUB

6.1 Recognition of Club

The Club is a member of SLSWA and as such a member of SLISA and is recognised by SLSWA as the entity responsible for the delivery of surf lifesaving in the Local Area and is subject to compliance with the SLSWA constitution. The SLSWA constitution shall continue to be so recognised and the Club shall administer surf lifesaving in the Local Area in accordance with the Objects.

6.2 Constitution of the Club

This Constitution will clearly reflect the objects of SLSWA and SLISA and will conform to the constitution of SLSWA, subject always to the Act.

6.3 SLSWA

The Club must not resign, disaffiliate or otherwise seek to withdraw from SLSWA without approval by Special Resolution.

6.4 Amendment of the Constitution

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution of the Club & in accordance with **clause 14.3(c)**.

6.5 Constitutional Amendment Notification

Within one (1) month of the passing of a Special Resolution to amend the Constitution, the Committee shall provide to the Commissioner of the Department of Commerce certified particulars of the change.

7. MEMBERSHIP

7.1 Minimum number of Members

The Club must have at least 6 Voting Members.

Age shall be determined as at 30 September each year.

7.2 Categories of Members

The Members of the Club shall consist of:

- (a) Life Members, appointed in accordance with **clause 7.3**;
- (b) Individual Members, in any category as specified in the By-Laws from time to time;
- (c) Temporary members, appointed in accordance with **clause 7.4**, and
- (d) such new or other categories of Members as may be established by the Committee. Any new category of Member established by the Committee cannot be granted voting rights without the approval of the Club in General Meeting.

7.3 Life Members

- (a) Life Membership may be granted to current or past Members who have rendered distinguished service to the Club and have completed at least twelve (12) years (excluding Junior Membership) of distinguished service;
- (b) Distinguished service is based upon excelling in the performance of duties required:
 - (i) As an office bearer and/or
 - (ii) Patrol service and/or
 - (iii) Outstanding competitive service and/or
 - (iv) Any other special service
- (c) All nominations for Life Membership will be submitted to the Chair of the Awards Committee.
- (d) In considering a nominee for life membership, the Awards Committee shall be mindful of the fact that life membership is the highest award that the Club can bestow upon a member and must only recommend it where the criteria above has been met. The Awards Committee must be of the opinion that the nominee is a suitable recipient of life membership and as such the nominee will be of benefit to the Club. Consideration for life membership must be beyond any aspects of personal bias or past conflict.
- (e) The Awards Committee will investigate the nominee's record of service and report to the Committee with a recommendation in relation to the nomination of Life Membership at a duly constituted General meeting.
- (f) The nomination shall be approved by three quarters majority vote by members of the Committee who may pass or reject the nomination without explanation.

- (g) The Chair of the Awards Committee shall present the nomination to the members at the next General Meeting. The nominee shall leave the room to enable a vote to take place. Life members shall be elected by the passing of a Special Resolution. Upon endorsement by the Members, 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.
- (h) A gold badge shall be presented for Life Members, to be suitably inscribed with the honour, name of recipient and date of election.

7.4 Temporary Members

Temporary membership may be accorded to a person visiting the Club as a member or an official of another Club or team, or a person assisting a member or an official of another club or team if they are to:

- (a) engage in a pre-arranged event with the Club conducted for the purposes of any of the Objects; or
- (b) hold a pre-arranged function at the Club involving the use of the Club's facilities.

Temporary members shall not be subject to any of the provisions under **clauses 7.5, 7.6 and 7.7** and shall not have any right to receive notice of General Meetings or be present or vote at General Meetings nor have any right, title or interest in or to any property of the Club.

7.5 Application for Membership

- (a) Subject to this Constitution, to be eligible for membership as a Member, except as a Life Member which is governed by **clause 7.3**, the applicant must be a natural person and meet any other criteria set by the Committee from time to time.
- (b) Subject to this Constitution or any procedures set by the Committee from time to time, an application for membership as a Member except a Life Member must be:
 - (i) in writing on the form prescribed from time to time by the Committee (if any), from the applicant or their nominated representative and lodged with the Club;
 - (ii) submitted online via the designated SLSA National Online membership portal,
 - (iii) accompanied by the appropriate fee (if any), and.
 - (iv) meet any other criteria set by the Committee as specified in the By-Laws from time to time (if any).
- (c) All applications for membership shall be tabled by the Secretary for consideration by the Committee.

7.6 Discretion to Accept or Reject Application

- (a) The Committee may accept or reject an application, irrespective of whether the applicant is a new applicant making an application under **clause 7.5** or an expiring Member reapplying under **clause 7.7**. The Committee is not required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Committee accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Committee. The Register shall be amended accordingly as soon as practicable.

- (c) Where the Committee rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.
- (d) There is no right of appeal where the Committee rejects an application for membership, whether a new application or a renewal application. The Committee is not required or compelled to provide any reason for such acceptance or rejection.

7.7 Renewal of Membership

- (a) Membership of the Club (other than Life Membership) expires annually at the conclusion of each Financial Year unless terminated earlier in accordance with this Constitution or By-Laws.
- (b) Members (other than Life Members) must reapply for membership of the Club each Financial Year and in accordance with the procedures set down by the Committee from time to time.
- (c) Life Members, in order to retain current active membership, shall comply with the provisions of this Constitution and the Club's By-Laws and any SLSA requirements that may apply from time to time.
- (d) The Committee may accept or reject a reapplication for membership in accordance with **clause 7.6**.
- (e) Upon reapplication a Member must provide details of any change in their personal details, and any other information reasonably required by the Committee.

7.8 Deemed Membership

- (a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Any Members of the Club, prior to approval of this Constitution under the Act, who are not deemed Members under **clause 7.8(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7.9 General

- (a) No Member whose membership ceases has any claim against the Club or the Committee for damages or otherwise arising from cessation or termination of membership.
- (b) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (c) Members must treat all staff, contractors and representatives of the Club and all other Members with respect and courtesy at all times.
- (d) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Club, SLSWA or SLSA.
- (e) The Club may allow visitors onto the premises, as per the requirements of the Liquor Act.

7.10 Limited Liability

Members have no liability except as set out in **clauses 28 & 29.1 (b)**.

8. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution, the By-Laws, the SLSWA constitution and the SLSA constitution and regulations;
 - (ii) they shall comply with and observe this Constitution, the By-Laws and the SLSWA constitution, the SLSA constitution and any determination, resolution or policy which may be made or passed by the Committee or any duly authorised committee;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club;
 - (iv) this Constitution is made in pursuit of a common purpose, namely for the mutual and collective benefit of the Club, the Members and surf lifesaving;
 - (v) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport;
 - (vi) neither membership of the Club nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over the Club or its property or assets;
 - (B) any automatic right of a Member to renewal of their membership of the Club;
 - (C) 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; and
 - (vii) they are entitled to all benefits, advantages, privileges and services of Club membership.

9. FEES AND SUBSCRIPTIONS

- (a) The Committee must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) The Committee is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.
- (c) Notice of the fees and subscriptions shall be notified to the members.
- (d) All subscriptions are due from the first day of May and are payable in advance, on or before six months after the start of the Club financial year.

10. REGISTERS

10.1 Club to Keep Register

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

- (a) the full name, one or more of the residential or postal or email address, category of membership, and date of entry of each Member including Life Members;
- (b) the full name, one or more of the residential or postal or email address and date of entry to office of each Committee member;
- (c) where applicable, the date of termination of membership of any Member.

Members, Committee members and any person referenced in this **clause 10.1** shall provide notice of any change and required details to the Club within 28 days of such change.

10.2 Inspection of Register

- (a) Having regard to the Act and subject to this **clause 10.2**, the Register shall be available for inspection and copying by Members, upon reasonable request to the Committee. A Member may also in writing request the Committee provide the Member with a copy of the Register.
- (b) Where a Member wishes to copy, or wishes to receive a copy, of the Register, the Member must first provide to the Committee a statutory declaration setting out the purpose for which the copy is required and declaring the purpose is connected with the affairs of the Club.
- (c) Subject to the Act, the Committee may determine a reasonable charge for the cost of complying with a request under **clause 10.2(a)**.
- (d) If required for the purposes of the *Liquor Control Act 1988* (and, as amended from time to time), the register shall be available for inspection by an "Authorised Officer" at the Club's Licensed Premises.

10.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws:

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

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Notice of Resignation

- (i) A member may resign from membership of the Club by giving written notice of the resignation to the Secretary or Administrator:
 - 1. The resignation takes effect when the Secretary or Administrator receives the notice; or if a later time is stated in the notice, at that later time.
 - 2. A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the owed amount) at the time of resignation.

3. The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

11.2 Expiration of Notice Period

Upon the expiration of a notice given under **clause 11.1**, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

11.3 Resignation by failure to pay subscription

- (a) Subject to **clause 11.4**, a Member is taken to have resigned if:
 - (i) the Member's Annual Subscription is outstanding more than six months after the due date determined by the Committee in accordance with **clause 9(a)(iv)**; or
 - (ii) no Annual Subscription is payable:
 - (A) the Committee 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 one month after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Committee for the failure to pay subscription or reason for not responding to a request, the Committee shall have the power to restore the Membership upon payment of the amount due (if any).

11.4 Discontinuance for Failure to Renew

Membership of the Club (except Life Membership) is automatically discontinued if a Member (except a Life Member) has not reapplied for membership of the Club before 31 October annually. Until such time as the annual subscriptions are paid, any member shall be debarred from participating in any Club, Inter-Club or State Championship competition and from all privileges of the Club.

11.5 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Club.

12. DISCIPLINE OF MEMBERS

12.1 Establishing a Disciplinary Committee

Whereby the Committee is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly and pursuant to the By-Laws of the Club:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Committee or any Ordinary Committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Club and/or surf lifesaving, or another Member; or
- (c) brought themselves, another Member, the Club or surf lifesaving into disrepute,

the Committee may by resolution and in accordance with **clause 17.7**, establish a disciplinary Committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.

12.2 Provisional Suspension

- (a) Upon establishing a Disciplinary Committee in accordance with **clause 12.1** the Committee may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the Disciplinary Committee makes a finding.
- (b) The Disciplinary Committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

12.3 Disciplinary Committee Members

The members of the Disciplinary Committee shall be:

- (a) one Life Member plus two other persons nominated by the Committee; and
- (b) must not be biased against, or in favour of, the Member concerned.

12.4 Notice of Alleged Breach

- (a) Where a Disciplinary Committee is established the Club shall serve on the Member not earlier than 28 days and not later than 14 days before the Disciplinary Hearing is to be held, a notice in writing:
 - (i) setting out the alleged breach of the Member and the grounds on which it is based;
 - (ii) stating that the Member may address the Disciplinary Committee at the Disciplinary Hearing;
 - (iii) stating the date, place and time of that Disciplinary Hearing; and
 - (iv) informing the Member that he or she may do one or more of the following:
 - (A) attend that Disciplinary Hearing; and
 - (B) give the Disciplinary Committee prior to or at that meeting a written statement regarding the alleged breach.

12.5 Determination of Disciplinary Committee

- (a) The Disciplinary Committee shall ensure that the Disciplinary Hearing accords with the principles of natural justice by ensuring that:
 - (i) the Member has the opportunity to be heard and to call witnesses; and
 - (ii) due consideration is given to any written statement submitted by the Member or a witness,before determining whether the alleged breach occurred.
- (b) If the Disciplinary Committee determines there was a breach under **clause 12.1**,
 - (i) it will determine what penalty (if any) shall be given to the Member;

- (ii) advise the Member concerned of the determination and the Member's right of Appeal should a penalty be determined;
 - (iii) advise the Member in writing within 48 hours the results of the determination; and
 - (iv) give notice of this to the Committee.
- (c) The penalties able to be given to the Member by the Disciplinary Committee include:
- (i) expel a Member from the Club; or
 - (ii) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period; or
 - (iii) fine a Member; or
 - (iv) impose such other penalty, action or educative process as the Disciplinary Committee sees fit.

12.6 Appeal

An appeal against a decision of a Disciplinary Committee will be governed by SLSA Regulation 5.2 (as amended from time to time).

13. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause applies to disputes relating to this Constitution between a Member and pursuant to the By-Laws of the Club:
 - (b) another Member; or
 - (c) the Club.
- (d) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and simultaneously communicate with each other) and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (e) Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.
- (f) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within 10 days, refer the dispute to the Western Australian State Administrative Tribunal (or such other similar body in circumstances where the Western Australian State Administrative Tribunal is no longer in existence) for resolution.
- (g) The Committee may prescribe additional grievance procedures in By-Laws consistent with this **clause 13**.

14. GENERAL MEETINGS

14.1 Annual General Meeting (AGM)

AGMs of the Club are to be held according to the Act, including at least once in each calendar year and no more than six (6) months after the end of the Financial Year.

14.2 Power to convene General Meeting

- (a) The Committee members may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) The Committee members must on the requisition in writing, which clearly states the business to be conducted, of at least five percent (5%) of the Voting Members, convene a General Meeting within twenty-eight (28) days.

14.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be posted on the Club's notice board to all Members:
 - (i) the auditor of the Club; and
 - (ii) in accordance with **clause 27** and the Act.
- (b) At least 35 days prior to the proposed date of the AGM, the Committee will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Committee member; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

14.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

14.5 Adjournment of General Meeting

Where a General Meeting is convened by the Committee they may, if they think fit, adjourn and reconvene the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Voting Members according to the Act; or
- (b) the Committee at the request of Members.

14.6 Written notice of postponement of General Meeting

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

- (a) posted on the Club's notice board for each Member to read;
- (b) given to each other person entitled to notice of a General Meeting under this Constitution or the Act,

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

14.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

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

14.8 Number of days for postponement of General Meeting

The number of days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of days' notice of that General Meeting required to be given by **clause 14.6**.

14.9 Business at postponed General Meeting

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

14.10 Non-receipt of notice

The non-receipt of a notice convening or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

14.11 No proxy voting

Proxy voting is not permitted at General Meetings of the Club.

14.12 Postal voting

Postal voting or voting by electronic communication at General Meetings of the Club may be permitted from time to time in such instances as the Committee may determine and shall be conducted in accordance with procedures prescribed by the Committee.

15. PROCEEDINGS AT GENERAL MEETING

15.1 Number for a quorum

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is thirty (30) Voting Members or twenty percent (20%) of Voting Members, whichever is the lesser.

15.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General Meeting.

15.3 Quorum and time – General Meetings

If within 30 minutes after the time appointed for a General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

- (c) where an AGM has been adjourned under **clause 15.4(a)**, such Voting Members as are present on the adjourned date shall constitute a quorum.

15.4 Quorum and time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the chair determines.
- (b) Where an AGM has been adjourned under **clause 15.4(a)**, such Voting Members as are present on the adjourned date shall constitute a quorum.

15.5 Chair to preside over General Meetings

- (a) The President is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) a Committee member (or other person) chosen by a majority of the Committee members present; or
 - (ii) the only Committee member present; or
 - (iii) a Voting Member chosen by a majority of the Voting Members present.

15.6 Conduct of General Meetings

- (a) The chair of a General Meeting:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever he or she consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this **clause 15.6** is final.

15.7 Adjournment of General Meeting

- (a) The chair may with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

15.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.

- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

15.9 Questions decided by majority

- (a) Subject to the requirements of the Act and, except in the case of a Special Resolution, a resolution is carried if a simple majority of more than 50% of the votes of members present with voting rights cast on the resolution are in favour of it.
- (b) Subject to the requirements of the Act in the case of a Special Resolution, a resolution is carried if a majority of at least 75% of the votes of members present with voting rights cast on the resolution are in favour of it.

15.10 Equality of votes

Where an equal number of votes are cast in favour of and against a resolution, that resolution is not carried. For the avoidance of doubt the chair does not have a casting vote where voting is equal.

15.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair 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 minutes of the meetings of the Club, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

15.12 Poll

- (a) If a poll is properly demanded by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 16**.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

15.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

15.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made in good faith is final.

15.15 Minutes

- (a) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.

16. VOTES OF MEMBERS

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote.
- (b) voting at General Meetings shall be restricted to those Bronze Medallion Award Members in any category of Active (not being Active under 18 years of age), Reserve Active or Long Service, as laid down by SLSA and defined in the By-Laws; Life Members; Committee members and those Members in any other category appointed by the Committee as Officers.
- (c) all such Members must not be in arrears of fees or other obligations for the current season in accordance with **clause 9(b)**.
- (d) no Members other than Voting Members are entitled to vote at General Meetings.

17. MANAGEMENT COMMITTEE

17.1 Management of the Club

- (a) The Committee is vested with the management of the Club's affairs and the control of the funds and other property of the Club (allowing for **clause 34**).
- (b) Subject to the Act, these rules, the By-Laws (if any) and any resolution passed at a General Meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- (c) The Committee must take all reasonable steps to ensure that the Club complies with the Act, these Rules and the By-Laws (if any), any Committee policies and codes of conduct as developed by the Committee from time to time.

17.2 Composition of the Committee

- (a) The Committee shall comprise President, Deputy President, Treasurer, Lifesaving Manager, Education Manager, Surf Sports Manager, Youth Development Manager, and Nippers Manager all of whom will be elected under **clause 18.4**; and
- (b) A person may be an office holder of the Club if the person is:
 - (1) An individual who has reached 18 years of age; and
 - (2) A member of the Club

- (c) A person must not hold two (2) or more of the offices mentioned in **clause 17.2(a)** at the same time except pursuant to **clause 19**.

17.3 Portfolios

A member is elected to the Committee at a general meeting or is appointed to the committee by the Committee to fill a casual vacancy under **clause 19.1**.

17.4 Qualifications

The Committee may determine from time to time job descriptions and qualifications for Officers and as described in the By-Laws. Eligibility is also subject to a potential officer meeting the requirements of the Act.

17.5 Transitional Arrangements

Notwithstanding any other clause of this Constitution, the transitional arrangements set out at **clause 32(b)** shall apply from the date of adoption of this Constitution.

17.6 Remuneration of Committee Members

An officer must not be paid for services as a Committee Member (includes a member of a Sub-Committee) but, with the approval of the Committee and subject to the Act, may be:

- (a) paid by the Club for services rendered to it other than as a committee member where approved by resolution of the General Meeting; and
- (b) reimbursed by the Club for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from Committee meetings and general meetings of the Club; or
 - (ii) otherwise engaged on the affairs of the Club.

17.7 Sub-Committees

To help the Committee in the conduct of the Club's business, the Committee may appoint one or more sub-committees as described in the Club's By-Laws and pursuant to **clause 23**.

18. ELECTED COMMITTEE MEMBERS

18.1 Elected Office Bearers

- (a) The Committee shall comprise Elected Officers, as described in **clause 17.2 (a)**, all of whom will be elected under **clause 18.4**; and
- (b) Ordinary Committee members shall comprise other Elected Officers, as described in the By-Laws, all of whom will be elected under **clause 18.4**, having such appropriate experience and skills to assist the Club, as elected by the Members.
- (c) All Club officer positions as defined by the By-Laws, excluding Honorary Officers, shall be elected at the Annual General meeting by members with the power to vote.

18.2 Nomination for Elected Committee Members

- (a) Nominations shall be called by the General Manager, at the direction of the Committee, at least 35 days prior to the Annual General Meeting at which the election is to be held.

- (b) No Committee Member may hold more than one of the positions described in **clause 17.2(a)** and as described in the By-Laws at any one time.

18.3 Form of Nomination

Nominations must be:

- (a) in writing on the prescribed form (if any);
- (b) signed by two Voting Members;
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (d) delivered to the Club not less than 21 days before the date fixed for the holding of the Annual General Meeting.

18.4 Elections

- (a) At the Annual General Meeting, a separate election must be held for each elected office holder position of the Club.
- (b) If the number of nominations received for positions on the Committee & Ordinary Committee for the elected positions under **clause 17.2(a) & clause 23.1(a)** is equal to the number of vacancies to be filled then those nominated shall only be declared elected.
- (c) If there are insufficient nominations received to fill all vacancies, the positions will be deemed casual vacancies under **clause 19.1**. If there is no nomination for a position, the Chair may call for nominations from the ordinary members at the meeting.
- (d) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Committee or Ordinary Committee.
- (e) The voting shall be conducted in such manner and by such method as may be determined by the Committee from time to time.

18.5 Term of Appointment

- (a) Subject to this Constitution, and in particular **clause 17.5**, Elected Officers shall be elected in accordance with this Constitution for a term of one (1) year, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the next following Annual General Meeting.
- (b) A committee member may be re-elected.

19. VACANCIES ON THE COMMITTEE

19.1 Casual Vacancies

- (a) Any casual vacancy that occurs in the position of an Elected Officer may be filled by the remaining Elected Officers from among appropriately qualified persons.
- (b) Any casual vacancy may only be filled for the remainder of the vacating Officer's term under this Constitution.
- (c) Any period served under this **clause 19.1** counts as a full term for the purposes of **clause 18.5(a)**.

19.2 Grounds for Termination of Committee Officer

In addition to the circumstances in which the office of a Committee Officer becomes vacant by virtue of the Act, a person ceases to be a committee member if the person:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns their office in writing to the Club;
- (e) absents themselves from three (3) consecutive committee meetings without having notified the Committee that the person is unable to attend;
- (f) is an employee of the Club;
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of their interest;
- (h) after reasonable consideration by the Committee it determines the Officer:
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Club and/or surf lifesaving; or
 - (ii) has brought himself or herself, the Club or surf lifesaving into disrepute,provided the Officer is first given the opportunity to make written or oral submissions to the Committee before a determination is made;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from sitting on the Committee under the Act.

19.3 Committee Office Bearers May Act

In the event of a casual vacancy or vacancies in the office of a Committee Officer or Officers, the remaining Officers may act but, if the number of remaining Officers is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Officers to a number sufficient to constitute such a quorum or to convene a General Meeting.

20. POWERS AND DUTIES OF THE COMMITTEE

20.1 Committee to manage the Club

The Committee members are to manage the Club's business and may exercise those of the Club's powers that are not required, by the Act or by this Constitution, to be exercised by the Club in General Meeting.

20.2 Specific powers of the Committee

Without limiting **clause 20.1**, the Committee may exercise all the Club's powers to manage the Club's funds, to borrow or raise money, to charge any property or business or to give any other security for a debt, liability or obligation of the Club or of any other person after allowing for **clause 34**.

20.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Committee may in their absolute discretion extend that time, period or date as they think fit.

20.4 Code of Conduct

The Committee must:

- (a) adopt a code of conduct for Office Bearers; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

20.5 Delegate of Club

- (a) The Committee shall appoint a delegate to attend meetings and events on the Club's behalf from time to time. This shall include, but is not limited to, representing the Club at general meetings of SLSWA.
- (b) The Club's delegate must be:
 - (i) an Individual Member over the age of 18 years;
 - (ii) be a current financial Member of the Club;
 - (iii) be empowered by the Committee to make decisions and vote in proceedings at meetings of SLSWA on the Club's behalf; and
 - (iv) not be a delegate for more than one member Club of SLSWA.
- (c) The Committee shall advise SLSWA prior to a relevant meeting or event of who its delegate will be. If the Club does not provide notification to SLSWA, the Chair of the Club shall be deemed to be the delegate. The Club shall advise SLSWA within seven days of any change to its nominated delegate.

21. PROCEEDINGS AT COMMITTEE MEETINGS

21.1 Committee meetings

- (a) Subject to **clause 21.1(b)**, the Committee members may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Committee members must meet within 30 days of the AGM and at least once a month.
- (c) All members, or other guests, may attend Committee meetings if invited by the Committee but the person shall not have any right to comment without invitation, or vote on any matter, or to be provided with copies of any agenda, minutes of meetings or documents present at such meetings.

21.2 Questions decided by majority

A question arising at a Committee meeting is to be decided by a majority of votes of the Committee members present in person and entitled to vote. Each Committee member present has one (1) vote on a matter arising for decision by the Committee.

21.3 Chair's casting vote

All resolutions of the Committee shall be decided by a majority vote of all those present. In the case of equality of votes, the proposal before the Committee shall be decided by the casting vote by the Chair of the Meeting.

21.4 Quorum

Four (4) Committee members present in person constitutes a quorum.

21.5 Convening meetings

- (a) A Committee member may convene a Committee meeting.
- (b) Unless all Committee members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of a Committee meeting shall be given to each Committee member.
- (c) Written notice of each Committee meeting, specifying the general nature of the time, date and place of the Committee meeting and the business to be transacted, shall be served on each Committee member by:
 - (i) delivering it to that Committee member personally; or
 - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched),in accordance with the Committee member's last notified contact details.
- (d) Notice may be given of more than one Committee meeting at the same time.

21.6 Chair of the Committee

- (a) The President shall Chair meetings of the Committee.
- (b) Despite **clause 21.6(a)**, if:
 - (i) the President is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (ii) the President is unwilling to act,the Committee members present may elect one of their number to be chair of the meeting.

21.7 Circulating resolutions

- (a) The Committee may pass a resolution without a Committee meeting being held if the required majority of the Committee members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Committee members if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Committee member required to achieve the required majority signs.

21.8 Validity of acts of the Committee

Everything done at a Committee meeting or a Sub-Committee meeting, or by a person acting as a Committee member, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

21.9 Committee members' interests

- (a) A Committee member shall declare at the relevant Committee meeting interest in any matter in which any material personal interest arises. That member must abstain himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Committee members or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The Committee shall maintain a register of declared interests.
- (d) The nature and extent of the interest must be disclosed at the next General Meeting of the Club.

21.10 Minutes

- (a) The Committee must cause minutes of meetings to be made.
- (b) The President must ensure that the minutes of a Committee meeting are reviewed and signed as correct.
- (c) The signed minutes of Committee meetings shall be stored electronically
- (d) The minutes of Committee meetings may be inspected by a Member at such time and place as is mutually convenient to the Committee and the Member.

22. TELECOMMUNICATION MEETINGS OF THE CLUB

22.1 Telecommunication meeting

- (a) A General Meeting or a Committee meeting may be held by means of a telecommunication meeting, provided that:
 - (i) the number of Members or Committee members (as applicable) participating is not less than a quorum required for a General Meeting or Committee meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Act and this Constitution.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 22**.

22.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of the Club:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the

meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

23. SUB-COMMITTEES

23.1 Sub-Committees

- (a) The Committee may by written instrument delegate any of their powers to Sub-Committees consisting of such persons they think fit (including Office Bearers, individuals and consultants), and may vary or revoke any delegation.
- (b) All members of Sub-Committees shall retire at the expiration of each Annual General Meeting but shall be eligible for appointment to any position or office in the Club.

23.2 Powers delegated to Sub-Committees

- (a) A Sub-Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Committee members. A Sub-Committee is responsible to and reports to the Committee.
- (b) Powers delegated to and exercised by a Sub-Committee are taken to have been exercised by the Committee members.

23.3 Sub-Committee meetings

- (a) Sub-Committee meetings are governed by the provisions of this Constitution dealing with Committee meetings, as far as they are capable of application.
- (b) The President of the Committee must be an ex-officio member of all Sub-Committees.

24. BY-LAWS

24.1 Making and amending By-Laws

- (a) The Committee may from time to time make, adopt, amend and/or interpret By-Laws which in their opinion are necessary or desirable for the control, administration and management of the Club's affairs and surf lifesaving in the Local Area and may amend, repeal and replace those By-Laws.
- (b) Interpretation of the By-Laws is solely the responsibility of the Committee members and its decision shall be final and binding on members.
- (c) Any amendment/s, deletion/s or new By-Law/s and/or Policies so made shall be communicated to the Members within thirty (30) days of the making of such amendment/s, deletion/s or addition/s.

24.2 Effect of By-Laws

A By-Law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

25. KEEPING AND INSPECTION OF RECORDS

25.1 Records

- (a) The Committee shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Club and shall produce these as appropriate at each Committee meeting or General Meeting.
- (b) The Committee will cause the Club records to be kept for a period of seven (7) years from their creation.

25.2 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of general meetings; and
 - (ii) subject to **clause 25.2(b)**, the financial records, books, securities, this Constitution and any other relevant document of the Club.
- (b) Except for the register of members and record of office holders, the Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club or where the Committee reasonably considers the member seeking to inspect the records is not doing so in good faith.
- (c) The Committee must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to **clause 25.2(b)**, a Member may make a copy of any of the other records of the Club referred to in this clause and the Club may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this clause:

relevant documents mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following:

 - (i) its financial statements;
 - (ii) its financial records;
 - (iii) this Constitution; and
 - (iv) records and documents relating to transactions, dealings, business or property of the Club.

26. ACCOUNTS

26.1 Records Kept in Accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Committee.

26.2 Committee to Submit Accounts

The Committee is responsible for the management of the Club's funds and shall submit to the Annual General Meeting the accounts of the Club in accordance with the Act and will distribute copies of financial statements as required by the Act.

26.3 Transactions

All cheques, promissory notes, bankers' drafts, bills of exchange, other negotiable instruments, electronic transactions, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee may determine from time to time.

26.4 Auditor

- (a) A properly qualified auditor or auditors shall be appointed by resolution at a Annual General Meeting;
- (b) the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act; and
- (c) If any casual vacancy occurs in the office of any Auditor appointed by the Club, the Committee will fill the appointment until the next Annual General Meeting.

27. SERVICE OF DOCUMENTS

27.1 Document includes notice

In this **clause 27**, document includes a notice.

27.2 Methods of service on a Member

The Club may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

27.3 Methods of service on the Club

A Member may give a document to the Club:

- (a) by delivering it to the Club's registered office;
- (b) by sending it by post to the Club's registered office; or
- (c) by sending it to a fax number or electronic address nominated by the Club.

27.4 Post

A document sent by post is taken to have been received on the fifth business day after the date of its posting.

27.5 Electronic transmission

If a document is sent by any form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the electronic transmission; and
- (b) have been delivered on the business day following its transmission.

28. INDEMNITY

Every committee member, officer and employee of the Club shall be indemnified by the Club against any liability incurred by him/her in his/her capacity as committee member, officer or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him or her by a Court which indemnity does not extend to any defence costs incurred as a result of any prosecution for a wilful act on the part of the committee member, officer or employee.

29. DISSOLUTION

29.1 Contributions of Members and Excess Property on Dissolution

- (a) The Association may be wound up voluntarily by Special Resolution.
- (b) If the Association is 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 or upon revocation of its endorsement as a deductible gift recipient (whichever occurs first), there remains after satisfaction of all its debts and liabilities any surplus assets or property as follows:
 - (i) gifts of money or property for the objects of the organisation;
 - (ii) contributions made in relation to an eligible fundraising event held for the objects of the organisation; or
 - (iii) money received by the organisation because of such gifts and contributions; the such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to some organisation(s):
 - (iv) having objects similar to the Objects; and
 - (v) 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; and
 - (vi) which is charitable at law and to which income tax deductible gifts can be made

Such organisations(s) 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 Western Australia or other Court as may have or acquire jurisdiction in the matter.

30. SOURCE OF FUNDS

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

31. REGISTERED ADDRESS

The registered address of the Club is the address determined from time to time by resolution of the Committee.

32. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other clause of this Constitution, the transitional arrangements set out in this **clause 32** shall apply from the date of adoption of this Constitution.
- (b) The Committee members in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting.
- (c) All By-Laws and regulations of the Club in force at the date of the approval of this Constitution insofar as such by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this **clause 32**.
- (d) 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 approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one (1) month of the approval of this Constitution under the Act.

33. LIQUOR LICENCE OBLIGATIONS

- (a) The Committee must take all reasonable steps to ensure that the Club complies with *Liquor Control Act 1988*, these Rules and the By-Laws (if any), any Committee policies and codes of conduct as developed by the Committee from time to time.
- (b) For the purposes of section 120 of the *Liquor Control Act 1988* unaccompanied individuals under the age of 18 years (**Juveniles**) are prohibited from entering or remaining on the Club's premises unless the presence of the Juvenile:
 - (i) does not contravene this Constitution and any other governing documents of the Club;
 - (ii) is permitted by the Committee; and
 - (iii) does not contravene a condition of any liquor licence which the Club holds.
- (c) No liquor shall be sold or supplied by the Club to a Juvenile.

34. CSLSC PERPETUAL FOUNDATION

- (a) The Committee shall establish and maintain a separate gift fund to be known as the "Cottesloe Surf Life Saving Club Perpetual Foundation" (the fund) comprising money and property given specifically to the fund whether by donation, bequest transfer of monies from the general account of the Club or otherwise. Interest and profits earned on the capital of the fund shall form part of the corpus. The Club shall comply with the requirements of Australian taxation legislation so that gifts to the Club shall be tax deductible for donors.
- (b) The income and the property of the fund shall be used solely towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred directly or indirectly by means dividend bonus or otherwise howsoever by way of profit to members of the Club. The fund shall be used to promote those objects of the Club that are likely to result in a long term and continuing benefit to the Club.
- (c) The Committee shall appoint Trustees comprised of the President and at least two and no more than four persons not being members of the Committee. The Chairman of the Cottesloe Surf Veterans (Inc) shall be invited by the Committee to be one of those persons. At least one trustee shall be a life member of the Club. The Trustees shall appoint its own Chairman. The term of the trustee shall be no longer than three years however a trustee may be reappointed at the end of any term. The Committee shall be guided but not bound by the advice of the Trustees.
- (d) The Committee shall not expend from the fund during any club financial year a total of more than 5% of the amount standing to the credit of the fund at the commencement of such club financial year without having first obtained the consent of the majority of members present and voting at a special general meeting convened for such purpose. The amount of monies standing in credit of the fund at the commencement of the Club financial year and the amount proposed to be expended and the purpose therefore shall be stipulated in the notice convening the meeting and such stipulated amount shall not be amended.
- (e) The monies of the fund shall only be invested in government backed securities, accounts with a bank authorised pursuant to the Banking Act 1959 and the Australian Government Guarantee Scheme for Large Deposits & Wholesale Funding rules or in the purchase of real estate in the name of the Club. The financial records of the fund shall be administered on behalf of the Club by the Treasurer whose duties in relation to general monies of the Club shall apply where applicable to the fund.

END

HISTORY OF AMENDMENTS

(THIS DOES NOT FORM PART OF THE CONSTITUTION)

VERSION	AMENDMENTS	APPROVAL DATE
1	As per the changes in the 1988 SGM Minutes	30 January 1988
2	As per the changes in the 1988 AGM Minutes	10 July 1988
3	As per the changes in the 1990 SGM Minutes	10 June 1990
4	As per the changes in the 1991 AGM Minutes	28 July 1991
5	As per the changes in the 1992 AGM Minutes	26 July 1992
6	As per the changes in the 1993 AGM Minutes	25 July 1993
7	As per the changes in the 1999 AGM Minutes	25 July 1999
8	As per the changes in the 2000 AGM Minutes	30 July 2000
9	As per the changes in the 2002 SGM Minutes	26 May 2002
10	As per the changes in the 2003 AGM Minutes	27 July 2003
11	As per the changes in the 2004 AGM Minutes	25 July 2004
12	As per the changes in the 2005 SGM Minutes	29 May 2005
13	As per the changes in the 2012 SGM Minutes	19 August 2012
14	As per the changes in the 2015 SGM Minutes	22 February 2015
15	New set of Rules	26 May 2019
16	As per the changes in the 2020 SGM Minutes	4 October 2020