

CONSTITUTION

SURF LIFE SAVING TASMANIA INCORPORATED

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Surf Life Saving Tasmania Incorporated

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1. DEFINITIONS AND INTERPRETATIONS

1.1 *Definitions*

In this Constitution unless the context requires otherwise:

Act means the *Associations Incorporation Act 1964* (Tas).

Affiliate means and includes Affiliated Clubs and Affiliated VMRs.

Affiliated Clubs means a Surf Life Saving Club Registered, as a Member with SLST.

Affiliated VMR means a Volunteer Marine Rescue Unit recognised, and Registered, as a Member with SLST.

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

Appointed Director means a Director appointed under **clause 14**.

Auxiliary organisation means an organisation with aims and objects complementary to or supportive of any or all of SLST's Objects and which is admitted to membership of SLST under **clause 5.6**.

Board or **Directors** means all or some of the Directors of SLST acting as a board.

Chief Executive Officer or **CEO** means a person appointed as chief executive officer of SLST by the Board under **clause 19**.

Committee means a committee established by the Board under **clause 21**.

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.

Council means the body comprised of the representatives of Affiliates appointed under **clause 9.11**.

Director means a director of SLST and includes Elected Directors and Appointed Directors.

Elected Director means a Director of SLST elected under **clause 13**.

General Meeting means a general meeting of Members.

Individual Member means a person who is a registered financial member of an Auxiliary Organisation or an Affiliate who is admitted to membership of SLST under **clauses 5.2** and **5.7**.

ILS means the International Lifesaving Federation.

Life Member means a Member admitted to SLST under **clause 5.3**.

Member means a member of SLST under **clause 5**.

Objects mean the objects of SLST in **clause 2.1**.

Official Position means, in connection with any Affiliate or Auxiliary Organisation a person who:

- (a) is an employee, or holds a position, whether elected or appointed, as president, vice president, chairman, deputy chairman, secretary, treasurer, director or equivalent, of that Affiliate or Auxiliary Organisation or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership or financial interest in that Affiliate or Auxiliary Organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that Affiliate or Auxiliary organisation.

President means a person elected as President of SLST **clause 13.3**.

Public Officer means a person appointed as public officer under **clause 20**.

Registration means registration or affiliation of a Member, such registration being in the form of a signed application form and, in the case of Individual Members, their consent to membership of SLST as required by **clause 5.2**. Registered has a corresponding meaning.

Regulation means a Regulation made under **clauses 7.2** and/or **22**.

SLSA means Surf Life Saving Australia Limited.

SLSA constitution means the constitution of SLSA and includes any regulations and/or policies made by SLSA in force from time to time.

SLST means Surf Life Saving Tasmania Incorporated ABN 20 950 428 260.

Special Resolution means a resolution that must be passed by a majority of 75% of votes exercisable by Members present and entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Act.

Surf Lifesaving means "Surf Lifesaving" as recognised by SLSA and/or ILS from time to time.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy, attorney or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;

- (g) (**instruments**) a reference to a law includes regulations and instruments made under it;
- (h) (**amendments to legislation**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;
- (i) (**include**) the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) (**signed**) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) (**writing**) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) (**headings**) headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.3 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 section 16 of the Act are expressly excluded, modified and displaced by this Constitution and accordingly do not apply to SLST.

2. OBJECTS

2.1 Objects

SLST is a charitable organisation established solely for these Objects. The Objects of SLST are to:

- (a) participate as a member of Surf Life Saving Australia Limited (**SLSA**) through and by which surf lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) conduct, encourage, promote and administer surf lifesaving and SLST as a beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community in Tasmania];
- (c) at all times promote mutual trust and confidence within SLST in pursuit of these Objects;
- (d) promote the economic, community and emergency service success, strength and stability of SLST;
- (e) affiliate and otherwise liaise with SLSA in the pursuit of these Objects;

- (f) conduct, encourage, promote and advance the relief of human distress in the aquatic environment through and by the application and provision of lifesaving standards, equipment, techniques and awards;
- (g) conduct, encourage, promote and advance aquatic safety and management and the protection and preservation of life in the aquatic environment in Tasmania;
- (h) use and protect the Intellectual Property in pursuit of these Objects;
- (i) apply the property and capacity of SLST solely towards the fulfilment of these Objects;
- (j) conduct, encourage, promote and advance education and research in, surf lifesaving standards, equipment, techniques and awards to improve and safeguard the use of the aquatic environment and the protection and safety of the community;
- (k) have regard to the public safety and protection and the public interest in its operations;
- (l) ensure that promotion and protection of the aquatic environment in Tasmania are considered in all activities conducted by SLST;
- (m) promote the health, safety and protection of the public and all users of the aquatic environment in Tasmania;
- (n) establish, grant and support awards in honourable public recognition of meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of promoting the health, safety and protection of the public; and
- (o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

2.2 SLSA

Subject to any applicable law, SLST must:

- (a) comply with, and do everything within its power to enforce compliance with, the SLSA constitution; and
- (b) represent Tasmania's interest in, and co-operate with, SLSA in all matters relating to the organisation of national Surf Lifesaving competitions, SLST's own Surf Lifesaving competitions and Surf Lifesaving in general.

2.3 Powers

Solely for furthering the Objects, SLST, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

3. INCOME AND PROPERTY OF SLST

3.1 Sole Purpose

The income and property of SLST will be applied only towards the promotion of the Objects.

3.2 *Payments to Members*

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to SLST; 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 SLST.

4. SLSA MEMBERSHIP OBLIGATIONS

4.1 *SLSA recognition*

- (a) SLSA recognises SLST as the member State Centre of SLSA for Tasmania and responsible for ensuring the efficient administration of Surf Lifesaving in Tasmania in accordance with the Objects. SLST must be and remain an incorporated legal entity.
- (b) SLST will:
 - (i) have Objects that align with SLSA's objects and do all that is reasonably necessary to enable SLSA's objects to be achieved, having regard to any legislation applicable to SLST;
 - (ii) effectively promulgate and enforce the SLSA constitution;
 - (iii) at all times act for and on behalf of the interests of SLSA, SLST, the Members and Surf Lifesaving;
 - (iv) be responsible and accountable to SLSA for fulfilling its respective obligations under SLSA's strategic plan as revised from time to time;
 - (v) provide SLSA with copies of its audited accounts, annual report and associated documents immediately following its annual general meeting;
 - (vi) provide SLSA with copies of its business plans and budgets from time to time and within 14 days of request by the SLSA board;
 - (vii) be bound by the SLSA constitution;
 - (viii) act in good faith and loyalty to maintain and enhance SLSA and Surf Lifesaving, its standards, quality and reputation for the collective and mutual benefit of the Members and Surf Lifesaving;
 - (ix) at all times operate with, and promote, mutual trust and confidence between SLSA, SLST and the Members, promoting the economic and sporting success, strength and stability of each other; and work cooperatively with each other in the pursuit of the Objects;
 - (x) maintain (by whatever means) a database of all Affiliates (including Auxiliary organisations) and Individual Members Registered with it in accordance with the SLSA constitution; and

- (xi) not 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 development.
- (c) SLST will:
 - (i) advise SLSA as soon as practicable of any governance, administrative, operational or financial difficulties SLST is having;
 - (ii) assist SLSA in investigating those issues; and
 - (iii) cooperate with SLSA in addressing those issues in whatever manner, including by allowing SLSA to appoint a person or persons to conduct and manage SLST's business and affairs, or to allow SLSA itself to conduct itself all or part of the business or affairs of SLST and on such conditions as SLSA considers appropriate.

4.2 Constitution of SLST

- (a) SLST shall take all steps necessary to ensure this Constitution (and any amendments) conforms, to the SLSA constitution, subject to any prohibition or inconsistency in any relevant legislation.
- (b) This Constitution and any subsequent amendments to this Constitution shall be subject to the approval of SLSA.
- (c) SLSA shall approve, without delay, this Constitution and any subsequent amendments to this Constitution as may be submitted by SLST provided the amendments conform to the SLSA constitution.
- (d) If the documents do not conform to the SLSA constitution, SLST shall, without delay, take all steps necessary to address the inconsistency so that the documents conform to the SLSA constitution.
- (e) For the avoidance of doubt, if any inconsistency remains between this Constitution and the SLSA constitution, the SLSA constitution shall prevail to the extent of that inconsistency.
- (f) SLST acknowledges that SLSA may develop and implement regulations which may set out:
 - (i) the membership criteria (of SLSA) to be met by SLST; and
 - (ii) the privileges and benefits of membership of SLSA.

4.3 Amendment of SLST Constitution

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

5. MEMBERSHIP

5.1 Categories of Members

Members of SLST shall fall into one of the following categories:

- (a) Life Members;
- (b) Affiliated Clubs;
- (c) Affiliated VMRs;
- (d) Individual Members; and
- (e) Auxiliary Organisations.

5.2 Admission to membership

A person will become a Member, and the Directors will direct the CEO to ensure the Member's name is recorded in the register of Members, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and/or the Regulations and provided the person has signed an application in which they undertake to:

- (a) be bound by this Constitution and the Regulations of SLST (including Regulations specific to the relevant category of membership) and the SLSA constitution;
- (b) pay the fees and subscriptions determined to apply to the relevant membership category under **clause 8**; and
- (c) support SLST in the encouragement and promotion of the Objects.

5.3 Life Members

- (a) Life Membership is the highest honour which can be bestowed by SLST for longstanding and valued service to Surf Lifesaving in Tasmania.
- (b) On the nomination of the Board, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to **clause 5.2**.
- (c) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (d) The Regulations will set out:
 - (i) current Life Members;
 - (ii) the criteria to be met by Life Members; and
 - (iii) the privileges and benefits of Life Membership which shall include the right to receive notice and attend, but not the right to vote at, General Meetings.
- (e) Subject to **clause 5.2**, at the time of adoption of this Constitution, the Life Members of SLST shall be those persons currently recognised by SLST as Life Members.

5.4 Affiliated Clubs and Affiliated VMRs

- (a) Subject to **clauses 5.2** and **5.4(b)**, at the time of adoption of this Constitution, the Affiliated Clubs and Affiliated VMRs of SLST shall be those incorporated entities recognised by SLST as Affiliated Clubs and Affiliated VMRs.
- (b) Where an applicant for Affiliate membership is not incorporated but otherwise meets the criteria for that membership the Directors may recognise that entity as an

Affiliate. Where the Directors do recognise an entity as an Affiliate under this clause that entity must incorporate within 12 months of recognition otherwise its membership lapses.

(c) Affiliates will:

- (i) have objects that align with SLST's Objects and do all that is reasonably necessary to enable SLST's Objects to be achieved;
- (ii) effectively promulgate and enforce this Constitution and the SLSA constitution;
- (iii) at all times act for and on behalf of the interests of SLST, the Members and Surf Lifesaving;
- (iv) be responsible and accountable to SLST for fulfilling its respective obligations under SLST's strategic plan as revised from time to time;
- (v) provide SLST with copies of its audited accounts, annual report and associated documents immediately following its annual general meeting;
- (vi) provide SLST with copies of its business plans and budgets from time to time and within 14 days of request by the Board;
- (vii) be bound by this Constitution and the SLSA constitution;
- (viii) act in good faith and loyalty to maintain and enhance SLST and Surf Lifesaving, its standards, quality and reputation for the collective and mutual benefit of the Members and Surf Lifesaving;
- (ix) at all times operate with, and promote, mutual trust and confidence between SLST and the Members, promoting the economic and sporting success, strength and stability of each other; and work cooperatively with each other in the pursuit of the Objects;
- (x) maintain a database (by whatever means) of all Individual Members Registered with it in accordance with this Constitution; and
- (xi) not 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 development.

(d) Each Affiliate must:

- (i) advise SLST as soon as practicable of any governance, administrative, perational or financial difficulties it is having;
- (ii) assist SLST in investigating those issues; and
- (iii) cooperate with SLST in addressing those issues in whatever manner, including by allowing SLST to appoint a person or persons to conduct and manage the Affiliate's business and affairs, or to allow SLST itself to conduct itself all or part of the business or affairs of the Affiliate and on such conditions as SLST considers appropriate. SLST is not obliged to act under this clause.

5.5 *Affiliate Constitution*

- (a) Each Affiliate shall take all steps necessary to ensure its constitution (and any amendments) conforms, to this Constitution.
- (b) Any subsequent amendments to an Affiliate's constitution shall be subject to the approval of SLST.
- (c) SLST shall approve, without delay, any subsequent amendments to an Affiliate's constitution as may be submitted by an Affiliate provided the amendments conform to this Constitution.
- (d) If the documents do not conform to this Constitution, the Affiliate shall, without delay, take all steps necessary to address the inconsistency so that the documents conform to this Constitution.
- (e) For the avoidance of doubt, if any inconsistency remains between the Affiliate constitution and this Constitution, this Constitution shall prevail to the extent of that inconsistency.
- (f) Each Affiliate acknowledges that SLST may develop and implement Regulations which may set out:
 - (i) the membership criteria (of SLST) to be met by the Affiliate; and
 - (ii) the privileges and benefits of membership of SLST which shall include the right to receive notice and attend, and the right to vote at, General Meetings subject to and in accordance with this Constitution.

5.6 *Auxiliary Organisation*

- (a) Unless otherwise determined by resolution of the Directors only a legal entity may become an Auxiliary Organisation.
- (b) Auxiliary Organisation membership status may be granted by the Directors on such terms and conditions as they may see fit following formal application for such status accompanied by an up-to-date copy of the applicant's constituent documents and such other information as may be required by the Directors.
- (c) Auxiliary Organisation membership may be suspended or cancelled by the Board.
- (d) The Regulations may set out:
 - (i) the criteria to be met by Auxiliary Organisations to become or remain Members; and
 - (ii) the privileges and benefits Auxiliary Organisation membership which may include the right to receive notice and attend General Meetings, but cannot include the right to vote at General Meetings.

5.7 *Individual Members*

- (a) No individual shall be Registered with SLST as an Individual Member except in accordance with this **clause 5.7**. The Directors may in their discretion refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.

- (b) Subject to **clause 5.7(a)** an individual that is recognised, affiliated, accredited or Registered by or with, an Affiliate or an Auxiliary Organisation will, upon Registration with the Affiliate or Auxiliary Organisation, become an Individual Member of SLST and is subject to the provisions of this Constitution.
- (c) To remain a Member, all Individual Members must:
 - (i) renew their membership, affiliation, accreditation or Registration with their Affiliate or Auxiliary Organisation in accordance with the procedures applicable from time to time;
 - (ii) otherwise remain a member, affiliated, accredited or Registered with their Affiliate or Auxiliary Organisation in accordance with the procedures applicable from time to time; and
 - (iii) pay such fees as may be prescribed by their respective Affiliate or Auxiliary Organisation in respect of their membership, affiliation, accreditation or Registration, from time to time.
- (d) In addition to the effect of membership set out in **clause 5.2**, an Individual Member is bound by, and must comply with, this Constitution, the Regulations and the SLSA constitution.
- (e) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the Regulations but, shall not be entitled to receive notice of, nor attend nor vote, at General Meetings.

5.8 General

- (a) No Member whose membership ceases has any claim against SLST or the Directors for damages or otherwise arising from cessation or termination of membership and such Member expressly releases SLST and the Directors from any such claims.
- (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 SLST 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 SLST or Surf Lifesaving.

5.9 Limited Liability

Members have no liability except as set out in **clause 27**.

5.10 Effect of Membership

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;

- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
- (d) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Association, the Members and the Sport;
- (e) neither membership of the Association nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the Association or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of the Association; or
 - (iii) subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- (f) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport; and
- (g) they are entitled to all benefits, advantages, privileges and services of Association membership.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their Membership according to this Constitution or the Regulations;
- (d) if a body corporate, being dissolved or otherwise ceasing to exist; or
- (e) that Member no longer meeting the requirements for Membership according to this Constitution and/or the Regulations.

6.2 Resignation

For the purposes of **clause 6.1(a)** a Member may resign as a member of SLST by giving 30 days written notice to the Board. Where an Affiliate seeks to resign as a Member of SLST the written notice must be accompanied by a copy of the special resolution passed by the Affiliate's members resolving that the Affiliate resign from SLST.

6.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon SLST or the Directors for damages or otherwise, or claim upon its property including its intellectual property rights.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of SLST whether under the Regulations or under this Constitution or under the SLSA constitution.

7.2 Regulations

- (a) Subject to **clause 23**, the Board adopts and applies the procedures under the SLSA constitution for the hearing and determination of:
- (i) grievances by any Member who feels aggrieved by a decision or action of SLST (or an Affiliate or Auxiliary Organisation provided that all avenues of appeal available under the constitution of the relevant member have been exhausted); and
 - (ii) disputes between Members relating to the conduct or administration of Surf Lifesaving;
 - (A) for the discipline of Members;
 - (B) for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - (C) for the termination of Members.
- (b) The Board in its sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including but not only a Director or a Member) that a Member has:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any other resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of SLST and/or Surf Lifesaving; or
 - (iii) prejudiced themselves, SLST or Surf Lifesaving or brought themselves, SLST or Surf Lifesaving into disrepute;
- for investigation or determination either under the procedures set down in the SLSA constitution or by such other procedure and/or persons as the Board considers appropriate.
- (c) During investigatory or disciplinary proceedings under this **clause 7**, a respondent, may not participate in Surf Lifesaving, pending the determination of such

proceedings (including any available appeal) unless the Board decides continued participation is appropriate having regard to the matter at hand.

- (d) The Board need not act under this clause in respect of any appeal or other matter until satisfied that all avenues of appeal and/or hearing at Affiliate or Auxiliary Organisation level have been exhausted first.

8. FEES AND SUBSCRIPTIONS

8.1 *Fees payable by Members*

- (a) The Directors 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) Each Member must pay to SLST the amounts determined under this **clause 8** in accordance with **clause 8.1(a)(iv)**.

8.2 *Non-Payment of Fees*

- (a) Subject to **clause 8.2(c)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 8.1(a)(i)** or **clause 8.1(a)(ii)** is in arrears greater than 90 days.
- (b) If the Directors suspend a Member's right to attend and vote at a General Meeting under **clause 8.2(a)** there is no right of appeal in respect of such decision.
- (c) Where a Member is in arrears greater than 90 days for any amount:
- (i) the Board may enter an arrangement with the Member for the payment of the amount;
 - (ii) any arrangement must be disclosed to other Affiliates, but does not require their approval; and
 - (iii) **clause 8.2(a)** does not suspend the right of a Member to attend and vote at a General Meeting provided that the Member has not breached the arrangement.

9. GENERAL MEETINGS

9.1 *Annual General Meeting*

AGMs of SLST are to be held:

- (a) according to the Act; and

- (b) otherwise as determined by the Directors (including date and venue).

9.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) Affiliates may convene a General Meeting in accordance with the Act.

9.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors and the auditor of SLST; and
 - (ii) in accordance with **clause 24.4** and the Act.
- (b) At least 45 days prior to the proposed date of the AGM, the CEO will request from Affiliates 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 intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Affiliate or Director; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

9.4 No other business

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

9.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Members according to the Act;
- (b) the Directors at the request of Members; or
- (c) a Court.

9.6 *Written notice of cancellation or postponement of General Meeting*

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

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act;

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

9.7 *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 or more places, the technology that will be used to hold the meeting in that manner.

9.8 *Number of clear days for postponement of General Meeting*

The number of clear 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 clear days' notice of that General Meeting required to be given by **clause 9.6**.

9.9 *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.

9.10 *Non-receipt of notice*

The non-receipt of a notice convening, cancelling 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.

9.11 *Right to appoint representative to Council*

- (a) Each Affiliate is entitled to appoint an individual as its representative to attend and vote on behalf of that Affiliate at General Meetings and to exercise the powers of the Affiliate in relation to resolutions to be passed without meetings. The individual appointed by the Affiliate to be its representative at General Meetings must be an Individual Member of the appointing Affiliate. A Director cannot also be appointed as an Affiliate's representative.
- (b) An Affiliate may appoint more than one representative but only one representative (appointed under **clauses 9.11(a) or (b)**) may exercise the Affiliate's powers at any General Meeting.

- (c) Affiliates must notify the CEO of their appointed, authorised representatives (appointed under **clauses 9.11(a) or (b)**) no later than 48 hours prior to the General Meeting.

9.12 No proxy voting

Proxy voting is not permitted at General Meetings of SLST.

10. PROCEEDINGS AT GENERAL MEETING

10.1 Number for a quorum

The number of Affiliates who must be present and eligible to vote for a quorum to exist at a General Meeting is eight of the total number of Affiliates represented by their appointed representatives.

10.2 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.

10.3 Quorum and time – Special General Meetings

If within 30 minutes after the time appointed for a Special 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.

10.4 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 10.4(a)**, such Affiliates as are represented by their appointed, authorised representative on the adjourned date shall constitute a quorum.

10.5 President 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 there is no Chair, or the Chair 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 Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) an authorised representative of an Affiliate who is entitled to vote and is chosen by a majority of the Constituent Association represented by their authorised representatives.

10.6 Conduct of General Meetings

- (a) The Chair:
 - (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 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 Corporations Act, terminate discussion or debate on any matter whenever he consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 10.6** is final.

10.7 Adjournment of General Meeting

- (a) The Chair may with the consent of any 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.

10.8 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.

10.9 Questions decided by majority

Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

10.10 Equality of votes

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

10.11 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 SLST, 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.

10.12 Poll

- (a) If a poll is properly demanded in accordance with the *Corporations Act 2001* (Cth) or 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 Member entitled to vote will have the number of votes fixed under **clause 11.1**.
- (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.

10.13 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.

10.14 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.

10.15 Minutes

- (a) The CEO must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) the financial statements submitted to the Members under the Act;

- (ii) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

11. VOTES OF MEMBERS

11.1 *Votes of Members*

- (a) At a General Meeting, on a show of hands and on a poll each Affiliate shall have one vote. Each Affiliate will exercise its vote by its appointed, authorised representative.
- (b) No Member, other than those mentioned in **clause 11.1(a)** shall be entitled to vote.

11.2 *Resolutions not in General Meeting*

- (a) If the required majority of Members entitled to vote sign a document (that has been circulated to all Members entitled to notice of a General Meeting) containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of SLST held at the time on which the document was signed by the last Member to achieve the required majority.
- (b) For the purposes of **clause 11.2(a)**, two or more separate documents containing statements in identical terms each of which is signed by one or more Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) Any form of visible or other electronic communication purported to be signed by a Member for the purpose of this clause is deemed to be a document in writing signed by that Member.

12. DIRECTORS

12.1 *Composition of the Board*

The Board shall consist of:

- (a) President elected under **clause 13.3**;
- (b) Four Elected Directors all of whom will be elected under **clause 13.3**; and
- (c) up to four additional Appointed Directors who shall be appointed under **clause 14**.

12.2 *Portfolios*

The Board may allocate portfolios to Directors.

12.3 Qualifications

- (a) The Board may determine from time to time job descriptions and qualifications for Directors but in any event only Individual Members are eligible to nominate for and be elected as Elected Directors.
- (b) A person who holds an Official Position is not eligible to be elected or appointed as a Director. For the avoidance of doubt if a person who holds an Official Position nominates to be considered for election as a Director and is elected or appointed as a Director that person cannot take office as a Director until they have resigned from the Official Position. A copy of such resignation must be received by the CEO within 48 hours of the General Meeting at which the person is elected.

12.4 Current Board

The terms of the Directors in office at the date of the adoption of this Constitution shall continue in accordance with their terms under the previous constitution until the next General Meeting when they are eligible for re-election or re-appointment for a further term, as the case may be, subject always to this Constitution.

12.5 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- (a) paid by SLST for services rendered to it other than as a Director; and
- (b) reimbursed by SLST for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or SLST; or
 - (ii) otherwise engaged on the affairs of SLST.

12.6 Honorarium

SLST may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

13. ELECTED DIRECTORS

13.1 Nomination for Board

Nominations for the position of President and Elected Directors shall be called for by the CEO 60 days prior to the General Meeting at which the election is to be held (usually the AGM).

13.2 Form of Nomination

Nominations must:

- (a) be in writing on the prescribed form (if any);
- (b) demonstrate that the nominee meets the skills and qualifications for the position (if any) as determined by the Board;

- (c) be signed by the nominee's Affiliate;
- (d) be certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (e) be delivered to SLST not less than 35 days before the date fixed for the holding of the General Meeting.

13.3 Elections

- (a) If the number of eligible nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **clause 15.1**.
- (c) 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 Board.
- (d) Voting shall be conducted using the exhaustive preferential ballot method, and shall be by secret ballot on papers prepared by the CEO. For the avoidance of doubt, a candidate must receive 50% plus one to be elected.
- (e) If voting is equal for two or more candidates a further ballot will be held. If voting is still equal after the further ballot the election will be declared null and void and the positions will be declared casual vacancies.

13.4 Term of Appointment

- (a) Subject to this Constitution, and in particular **clause 13.4(c)**, Elected Directors shall be elected in accordance with this Constitution for a term of three years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.
- (b) Two Elected Directors shall retire after the first year after election. Two Elected Directors shall retire after the second year after election and the remaining one Elected Director shall retire after the third year after election, until the five Elected Directors have retired, after which those Elected Directors elected to the vacancies after the first year shall retire and so on. The Elected Directors to retire and the year in which they retire will be determined by the Board. If the Board cannot agree, retirements will be determined by lot.
- (c) Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this **clause 13.4**.
- (d) Following the adoption of this Constitution, subject to **clauses 13.4(e)** and **13.4(f)** no person who has served as an Elected Director for a period of three consecutive full terms (nine years) shall be eligible for re-election as a Director until the second Annual General Meeting following the date of conclusion of their last term as a Director.

- (e) Notwithstanding **clause 13.4(d)** where a current Director is elected President that person can remain in office for a further period of three years. For the avoidance of doubt in this scenario that person may hold office as Director/chairman for a period of nine consecutive years.
- (f) Timing under **clauses 13.4(d)** and **13.4(e)** commences running from the Annual General Meeting following adoption of these amendments.

13.5 Nominations Committee

- (a) The Board will appoint a Nominations Committee (NC). The Committee shall be appointed by the Board for a period of three years. The Board shall otherwise prescribe terms of reference for the NC.
- (b) The NC will be comprised as follows:
 - (i) The President; and
 - (ii) an Individual Member of SLST appointed by the Board not currently an elected officer of SLST or any Affiliate; and
 - (iii) up to three external members appointed by the Board, who shall not be an Individual Member or elected officer or manager of any Affiliate nor the owner or manager of a business which derives income from any SLST Entity.

Members of the NC cannot themselves be a candidate for Board positions for a period of 12 months after ceasing as a NC member.

- (c) The purpose of the NC is to consider and determine any and all candidates for election or appointment of Directors to the SLST Board enabling the Board to be comprised of Directors with a variety of skills and experience who act in the best interests of SLST as a whole.
 - (i) The Board may request the NC to evaluate nominations for other elected positions other than Board positions.
- (d) The role of the NC is to:
 - (i) Determine appropriate candidates to be put forward to for election or appointment to the Board based on expertise required by the Board, including appointments to Casual Vacancies;
 - (ii) Apply the approved Skills Matrix (if any) as a guide in the discharge of its role;
 - (iii) Apply the approved Position Descriptions Directors (if any); and
 - (iv) Ensure that interviews of appropriate candidates occurs expeditiously.

14. APPOINTED DIRECTORS

14.1 Appointment of Appointed Director

The Elected Directors may appoint up to four Appointed Directors in accordance with this Constitution.

14.2 Qualifications for Appointed Directors

Appointed Directors should have skills that complement and/or supplement any skill gaps that may exist in the Board, with the aim of ensuring that the Board has all the necessary skills to govern the organization. Appointed Directors do not need to be Individual Members or have experience in, or exposure to, Surf Lifesaving.

14.3 Term of Appointment

- (a) Directors appointed under **clause 14.1** may be appointed by the Elected Directors in accordance with this Constitution for a term of up to three years, which shall commence and conclude on dates as determined by the Elected Directors.
- (b) Following the adoption of this Constitution, no person who has served as an Appointed Director for a period of up to three consecutive full terms (nine years) shall be eligible for re-appointment as a Director for at least two years following the date of conclusion of their last term as a Director.

15. VACANCIES ON THE BOARD

15.1 Casual Vacancies

- (a) Any casual vacancy that occurs in the position of an Elected Director may be filled by the remaining Elected Directors from among appropriately qualified persons.
- (b) Any casual vacancy may only be filled for the remainder of the vacating Director's term under this Constitution.

15.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or insolvent under administration 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 anyway under the law relating to mental health;
- (d) resigns their office in writing to SLST;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of three months;
- (f) is or becomes an employee of SLST, an Affiliate or an Auxiliary Member;
- (g) holds an Official Position with an Affiliate;
- (h) is directly or indirectly interested in any contract or proposed contract with SLST and fails to declare the nature of his interest;
- (i) in after reasonable consideration by the Board the Board determines the Director:

- (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of SLST and/or Surf Lifesaving; or
- (ii) has brought himself, SLST or Surf Lifesaving into disrepute;

provided the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made;

- (j) is removed by Special Resolution; or
- (k) would otherwise be prohibited from being a director of a corporation under the Corporations Act.

15.3 Board May Act

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

16. POWERS AND DUTIES OF DIRECTORS

16.1 Directors to manage SLST

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

16.2 Specific powers of Directors

Without limiting **clause 16.1**, the Directors may exercise all SLST's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of SLST or of any other person.

16.3 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 Directors may in their absolute discretion extend that time, period or date as they think fit.

16.4 Delegation of powers

- (a) In addition to the powers under **clause 21**, the Directors may, by resolution or by power of attorney or otherwise in writing, delegate any of their powers to the CEO or any employee of the SLST or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;

- (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

16.5 Code of Conduct

The Directors must:

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

17. PROCEEDINGS OF DIRECTORS

17.1 Directors meetings

- (a) Subject to **clause 17.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least six times in each calendar year.

17.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

17.3 Chair's casting vote

The chair of the meeting will not have a casting vote.

17.4 Quorum

Four Directors present constitutes a quorum.

17.5 Convening meetings

- (a) A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to SLST in person or by post or by telephone, facsimile or other electronic means.

- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

17.6 Chairman

- (a) Unless otherwise determined by resolution of the Directors, the President will also hold the office of chairman of Directors. The President will hold this office, subject to this Constitution, for so long as he remains a Director.
- (b) If the President is:
 - (i) not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (ii) unwilling to act;

the Directors present may elect one of their number to be chair of the meeting.

17.7 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if the required majority of the Directors 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 Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director required to achieve the required majority signs.

17.8 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, 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.

17.9 Directors' interests

- (a) A Director shall declare to the Board that Director's interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001* (Cth), and that Director must absent 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 Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The CEO shall maintain a register of declared interests.

17.10 Minutes

The Directors must cause minutes of meetings to be made and kept according to the Act and the *Corporations Act 2001* (Cth).

18. TELECOMMUNICATION MEETINGS OF SLST

18.1 Telecommunication meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a telecommunication meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable);
 - (ii) the meeting is convened and held in accordance with the Act.
- (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 18**.

18.2 Conduct of telecommunication meeting

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

- (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.

19. CEO

19.1 Appointment of CEO

The Directors may appoint a CEO.

19.2 Powers, duties and authorities of CEO

- (a) If appointed the CEO holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

19.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

19.4 Delegation by Directors to CEO

The Directors delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of SLST. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of SLST;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of SLST;
- (e) employ such personnel as the CEO deems necessary from time to time and for such period and on such conditions as the CEO determines; and
- (f) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

19.5 CEO to attend meetings

If appointed the CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of SLST, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

20. PUBLIC OFFICER

- (a) There must be a Public Officer who is to be appointed by the Directors under the Act.
- (b) In addition to the manner in which the office of public officer becomes vacant under the Act the Directors may suspend or remove the Public Officer from that office.
- (c) The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Directors. Subject to this Constitution the Public Officer is not entitled to remuneration unless the Public Officer is also the CEO.

21. COMMITTEES

21.1 *Committees*

The Directors may by written instrument delegate any of their powers to Committees consisting of such persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

21.2 *Powers delegated to Committees*

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

21.3 *Committee meetings*

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

22. REGULATIONS

22.1 *Making and amending Regulations*

- (a) In addition to Regulations made under **clause 7.2** the Directors may from time to time make Regulations (however named or described) which in their opinion are necessary or desirable for the control, administration and management of SLST's affairs and Surf Lifesaving in Tasmania and may amend, repeal and replace those Regulations.
- (b) Interpretation of the Regulations is solely the province of the Directors.

22.2 *Effect of Regulations*

A Regulation:

- (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.

22.3 *Existing Regulations*

All existing regulations, rules, by-laws and policies of SLST in force at the time of adoption of this Constitution will continue in force unless they are inconsistent with or replaced by this Constitution or until new Regulations are made under this **clause 22** replacing them.

23. KEEPING AND INSPECTION OF RECORDS

- (a) The Directors will cause Association records to be kept for a period of seven years from their creation.

- (b) Subject to privacy and confidentiality obligations Members shall have the right to inspect documents of SLST as permitted by the Act.
- (c) The Board may impose conditions on a Member's inspection of SLST documents under this clause or may refuse such inspection where the Board reasonably considers that the Member is not seeking and/or undertaking the inspection in good faith and/or for a proper purpose.

24. ACCOUNTS

24.1 *Accounting Records*

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

24.2 *Transactions*

All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to SLST, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors determine from time to time.

24.3 *Auditor*

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the *Corporations Act 2001* (Cth).

24.4 *Sources and Management of Funds*

The funds of SLST:

- (a) may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Directors determine; and
- (b) will be managed by the Directors subject to this Constitution and the Act.

25. SERVICE OF DOCUMENTS

25.1 *Document includes notice*

In this **clause 24.4**, document includes a notice.

25.2 *Methods of service on a Member*

SLST 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.

25.3 *Methods of service on SLST*

A Member may give a document to SLST by:

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

25.4 *Post*

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail; and

in either case is taken to have been received on the second business day after the date of its posting.

25.5 *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.

26. INDEMNITY

26.1 *Indemnity of officers*

Every person who is or has been:

- (a) a Director;
- (b) CEO; or
- (c) Public Officer;

is entitled to be indemnified out of the property of SLST against:

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
 - (i) SLST is forbidden by statute to indemnify the person against the liability or legal costs; or

- (ii) an indemnity by SLST of the person against the liability or legal costs would, if given, be made void by statute.

26.2 Insurance

SLST may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Public Officer or CEO against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) SLST is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if SLST paid the premium, be made void by statute.

26.3 Deed

SLST may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 26.1** on the terms the Directors think fit (as long as they are consistent with clause **26.1**.)

27. WINDING UP

27.1 Contributions of Members on winding up

- (a) Each Affiliate must contribute to SLST's property if SLST is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of SLST's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves;
 and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to SLST's property if SLST is wound up.

27.2 Excess property on winding up

- (a) If on the winding up or dissolution of SLST, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of SLST; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Affiliates at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

28. COMMON SEAL

- (a) If SLST has a common seal it shall:
 - (i) be kept in the custody of the CEO; and
 - (ii) not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two Directors.
- (b) A Director may not sign a document to which the seal of SLST is fixed where the Director is interested in the contract or arrangement to which the document relates.

29. STAKEHOLDER FORUMS

29.1 Power to convene Stakeholder Forums

- (a) The Directors may from time to time convene a Stakeholder Forum.
- (b) The Directors shall on the written requisition of 25% of the Affiliates convene a Stakeholder Forum.

29.2 Notice of Stakeholder Forums

Where a Stakeholder Forum is convened:

- (a) Notice of a Stakeholder Forum must be given to all Members and Directors entitled to attend the General Meeting. Other parties may be invited to the Stakeholder Forum by the Directors.
- (b) At least 28 days prior to the proposed date of the Stakeholder Forum, the CEO will request from Members notice of any matters they wish to be discussed at the meeting, which must be received no less than 14 days prior to the meeting.
- (c) At least 14 days' notice of the time and place of a Stakeholder Forum must be given, together with any items for discussion proposed by the Directors or a Member.

29.3 Conduct of a Stakeholder Forum

- (a) A Stakeholder Forum is to provide opportunity for open discussion on all matters relating to Surf Lifesaving in Tasmania and all attendees shall have equal opportunity to participate in discussions. The Directors will also use the meeting to discuss, inter alia, the current or proposed Business Plan, Budgets, financial results and Regulations.
- (b) The format of proceedings at a Stakeholder Forum shall be at the discretion of the Directors and may include plenary sessions, small group workshops or guest speakers.
- (c) The Directors shall determine who shall chair the Stakeholder Forum, including who shall lead or facilitate particular discussion items.
- (d) There shall be no quorum requirement for a Stakeholder Forum.

- (e) Items for discussion which were not included in the notice issued under **clause 29.2(c)** may, with the permission of the chair, be raised for discussion.

29.4 Consensus at Stakeholder Forum

- (a) No vote shall be taken at a Stakeholder forum.
- (b) A resolution may be made by consensus of the forum for consideration by the Directors.