



# Constitution

Dicky Beach  
Surf Life Saving Supporters Club Inc.

14 April 2017

## Table of Contents

1. NAME AND CONSTITUTION.....	4
2. OBJECTS .....	5
3. POWERS .....	6
4. COMPLIANCE OF ASSOCIATION AND OPERATION OF CONSTITUTION .....	6
5. MEMBERSHIP .....	6
6. MEMBERSHIP FEES .....	8
7. ADMISSION AND REJECTION OF NEW MEMBERS .....	8
8. WHEN MEMBERSHIP ENDS.....	9
9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP .....	9
10. GENERAL MEETING TO DECIDE APPEAL .....	9
11. REGISTER OF MEMBERS .....	10
12. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS.....	10
13. APPOINTMENT OR ELECTION OF SECRETARY .....	11
14. FUNCTIONS OF SECRETARY .....	11
15. MEMBERSHIP OF MANAGEMENT COMMITTEE.....	11
16. ELECTING THE MANAGEMENT COMMITTEE .....	12
17. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER .....	12
18. VACANCIES ON MANAGEMENT COMMITTEE .....	13
19. FUNCTIONS OF MANAGEMENT COMMITTEE.....	13
20. MEETINGS OF MANAGEMENT COMMITTEE .....	14
21. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING .....	15
22. SPECIAL MEETING OF MANAGEMENT COMMITTEE .....	15
23. MINUTES OF MANAGEMENT COMMITTEE MEETINGS .....	16
24. APPOINTMENT OF SUBCOMMITTEES.....	16
25. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS .....	16
26. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING.....	16
27. ANNUAL GENERAL MEETINGS.....	17
28. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED ASSOCIATION .....	17
29. NOTICE OF GENERAL MEETING.....	17
30. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING.....	18
31. PROCEDURE AT GENERAL MEETING.....	18
32. VOTING AT GENERAL MEETING.....	19
33. SPECIAL GENERAL MEETING.....	19
34. PROXIES .....	20

**35. MINUTES OF GENERAL MEETINGS.....20**  
**36. BY-LAWS.....20**  
**37. ALTERATION OF RULES.....20**  
**38. COMMON SEAL .....21**  
**39. FUNDS AND ACCOUNTS .....21**  
**40. GENERAL FINANCIAL MATTERS .....22**  
**41. DOCUMENTS .....22**  
**42. FINANCIAL YEAR .....22**  
**43. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY .....22**

# 1. NAME AND CONSTITUTION

## 1.1 Name

The name of the incorporated Association shall be Dicky Beach Surf Life Saving Supporters Club Inc.

## 1.2 The following terms shall have the meanings that are set out against them respectively:

### **Act & Chief Executive**

Associations Incorporations Act 1981 (QLD)

### **Association**

The Dicky Beach Surf Life Saving Supporters Club Inc.

### **By-Laws**

By-Laws created by the Association pursuant to this Constitution.

### **General Meeting**

Any General Meeting including the Annual General Meeting.

### **Management Committee**

The Committee responsible for the conduct of the business and operation of the Association.

### **Member**

Unless otherwise specifically described shall mean Ordinary Members, Foundation Members, Perpetual Members, Social Members and Honorary.

### **SLSA**

Surf Life Saving Australia

### **Surf Life Saving Club**

Dicky Beach Surf Life Saving Club Inc.

## 1.3 Interpretation

In this Constitution:

- 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).
- h) The specification of the objects and powers of the Association in Section 3 of this Constitution are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power, nor than any object or power which is specified in detail is more important than any object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.
- i) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction. If possible so as to be valid and enforceable and otherwise it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

## 2. OBJECTS

The objects for which the Association is established are:

- 2.1** To conduct fund raising activities on behalf of the Surf Lifesaving Club.
- 2.2** To render aid either financial or by other means to the Surf Life Saving Club which shall be affiliated with Surf Life Saving Australia.
- 2.3** To promote, foster, support and encourage the aims and objects of the Surf Life Saving Club and all matters pertaining thereto.
- 2.4** To provide for members and for members' guests a "club" with all the usual facilities.
- 2.5** To apply for and obtain and hold a Registered Club Licence or any other licence or licences or permits under the Liquor Act of Queensland and Law of any other Act or Laws for the time being operative.
- 2.6** To obtain and hold any licence or permission necessary for and to carry on the business of restaurant/cafe keepers and/or sellers of all kinds of goods, provisions, etc. used or desired by members.
- 2.7** To carry on all such activities as may be necessary or convenient for the purposes of the Association or any of them.
- 2.8** To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to attainment of the objects of the Association or any of them.

### **3. POWERS**

- 3.1** The Association has the powers of an individual.
- 3.2** The Association may, for example:
- a) Enter into contracts; and
  - b) Acquire, hold, deal with and dispose of property; and
  - c) Make changes to services and facilities it supplies; and
  - d) Do other things necessary or convenient to be done in carrying out its affairs.
- 3.3** The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

### **4. COMPLIANCE OF ASSOCIATION AND OPERATION OF CONSTITUTION**

#### **4.1 Compliance of Association**

The Members acknowledge and agree the Association shall:

- a) Be or remain incorporated in the State of Queensland;
- b) Apply its property and capacity solely in pursuit of the Objects and Surf Life Saving;
- c) Do all that is reasonably necessary to enable the Objects to be achieved;
- d) Act in good faith and loyalty to ensure the maintenance and enhancement of Surf Life Saving.
- e) That they are bound by this Constitution, operate to create uniformity in the way in which the Objects and Surf Lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout.

### **5. MEMBERSHIP**

- 5.1** No person shall be eligible for any class of membership until he has obtained the age of 18 years.
- 5.2** The membership of the Association shall consist of the following classes of members:
- a) Ordinary Members;
  - b) Social Members;
  - c) Foundation Members;
  - d) Perpetual Members; and
  - e) Honorary Membership.

### 5.3 Ordinary Members

- a) An Ordinary Member of the Association must also be a Voting Member of the Surf Life Saving Club.
- b) Ordinary Members shall have the right to vote and shall be entitled to receive notice of General Meetings and to attend and speak at these meetings.
- c) Ordinary Members shall be entitled to nominate for positions on the Management Committee.

### 5.4 Social Members

- a) A person may apply to become a Social Member of the Association and that application shall be dealt with in accordance with Clause 7 (**Admission and Rejection of New Members**)
- b) Social Members shall not be entitled to receive notice nor attend nor to speak at General Meetings of the Association.
- c) Social Members shall not be entitled to vote.
- d) Social Members shall be entitled to nominate for elections of the Management Committee in the position of Committee Member refer Clause 15 (**Membership of Management Committee**)

### 5.5 Foundation Members

- a) Foundation Members shall be limited in number as determined by the Management Committee and shall be required to submit a once only fee as determined by the Management Committee, and shall be entitled to similar privileges as provided for Social Members.
- b) Foundation Members shall not have the right to vote.
- c) Foundation Members shall be entitled to nominate for positions on the Management Committee in the position of Committee Member refer Clause 15 (**Membership of Management Committee**)

### 5.6 Perpetual Members

- a) Perpetual Members of the Association may be elected from Social members of the Association who have rendered special service to the Association and shall be entitled to similar privileges as provided for Social Members.
- b) Perpetual members are not required to pay Annual Subscriptions.
- c) Perpetual Members shall not be entitled to vote.
- d) Perpetual Members shall be entitled to nominate for elections of the Management Committee in the position of Committee Member refer Clause 15 (**Membership of Management Committee**)

## 5.7 Honorary Membership

Honorary Membership as shall be granted by the Management Committee on a temporary basis from time to time for such purpose and on such conditions as determined by the Management Committee.

## 6. MEMBERSHIP FEES

- 6.1 The membership fees for each class of membership shall be such sum as determined by the Management Committee from time to time.
- 6.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- 6.3 The membership fees paid to the Surf Life Saving Club by voting members over the age of 18 years shall automatically entitle those members to Ordinary membership of the Association should they so apply.
- 6.4 Ordinary Members of the Association must renew their membership of the Association annually on a common date as decided upon by the Management Committee.

## 7. ADMISSION AND REJECTION OF NEW MEMBERS

- 7.1 The Management Committee must consider an application for membership at the next committee meeting held after it receives:
  - a) The application for membership; and
  - b) The appropriate membership fee for the application.
- 7.2 The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Management Committee considers the persons application, the person is advised:
  - a) Whether or not the Association has public liability insurance; and
  - b) If the Association has public liability insurance—the amount of the insurance.
- 7.3 The Management Committee must decide at the meeting whether to accept or reject the application.
- 7.4 If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for, refer Clause 5 (**Membership**)
- 7.5 The secretary of the Association must, as soon as practicable after the Management Committee decides to reject an application, give the applicant a written notice of the decision.



## **8. WHEN MEMBERSHIP ENDS**

- 8.1** A member may resign from the Association by giving a written notice of resignation to the secretary.
- 8.2** The resignation takes effect at:
- a) The time the notice is received by the secretary; or
  - b) If a later time is stated in the notice—the later time.
- 8.3** The Management Committee may terminate a members membership if the member:
- a) Is convicted of an indictable offence; or
  - b) Does not comply with any of the provisions of these rules; or
  - c) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 8.4** Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 8.5** If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the committee must give the member a written notice of the decision.

## **9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 9.1** A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- 9.2** A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- 9.3** If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

## **10. GENERAL MEETING TO DECIDE APPEAL**

- 10.1** The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
- 10.2** At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 10.3** Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

- 10.4** An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 10.5** If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

## **11. REGISTER OF MEMBERS**

- 11.1** The Management Committee must keep a register of members of the Association.
- 11.2** The register must include the following particulars for each member:
- a) The full name of the member;
  - b) The postal or residential address of the member;
  - c) The date of admission as a member;
  - d) Details about the termination or reinstatement of membership;
  - e) Any other particulars the Management Committee or the members at a general meeting decide.
- 11.3** The register must be open for inspection by members of the Association at all reasonable times.
- 11.4** A member must contact the Secretary to arrange an inspection of the register.
- 11.5** However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## **12. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

- 12.1** A member of the Association must not:
- a) Use information obtained from the register of members of the Association to contact, or send material to another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 12.2** Clause 12.1 does not apply if the use or disclosure of the information is approved by the Association.

## 13. APPOINTMENT OR ELECTION OF SECRETARY

- 13.1 The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- a) A Ordinary member of the Association elected by the Association as Secretary; or
  - b) Any of the following persons appointed by the Management Committee as Secretary:
    - i. An Ordinary member of the Associations Management Committee;
    - ii. Another Ordinary member of the Association.
- 13.2 If a casual vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- 13.3 In this rule— **casual vacancy**, on a Management Committee, means a vacancy that happens when the elected member of the Management Committee resigns, dies or otherwise stops holding office.

## 14. FUNCTIONS OF SECRETARY

- 14.1 The Secretary's functions include, but are not limited to:
- a) Calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
  - b) Keeping minutes of each meeting; and
  - c) Keeping copies of all correspondence and other documents relating to the Association; and
  - d) Maintaining the register of members of the Association.

## 15. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 15.1 The Management Committee of the Association consists of a President, Vice- President, Secretary, Treasurer, (all of who need to be Ordinary members) and any (two) other members of the Association.
- 15.2 At each annual general meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- 15.3 A Ordinary member of the Association may be appointed to a casual vacancy on the Management Committee. **Clause 18 (Vacancies on Management Committee).**
- 15.4 The incumbent President of the Surf Life Saving Club Inc. shall be ex officio a full voting member of the Management Committee.
- 15.5 A Life Member from the Surf Life Saving Club may be appointed as an advisor and voting member as prescribed in the Surf Life Saving Clubs Constitution.

- 15.6 A maximum of one family member may serve on the Management Committee at one time.
- 15.7 The Club Manager shall be a member of the Management Committee and not have voting rights

## 16. ELECTING THE MANAGEMENT COMMITTEE

- 16.1 A member of the Management Committee may only be elected as follows:
- a) Any 2 members of the Association may nominate another eligible member (the **candidate**) to serve as a member of the Management Committee; Clause 11 (**Membership of Management Committee**)
  - b) The nomination must be:
    - i. In writing; and
    - ii. Signed by the candidate and the members who nominated him or her; and
    - iii. Given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held.
  - c) Each member of the Association present and eligible to vote at the Annual General Meeting may vote for 1 candidate for each vacant position on the Management Committee;
  - d) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
  - e) A person may be a candidate only if the person:
    - i. Is an adult; and
    - ii. Is not ineligible to be elected as a member under Section 61A of the Act.
  - f) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the Annual General Meeting.
  - g) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
  - h) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised:
    - i. Whether or not the Association has public liability insurance; and
    - ii. If the Association has public liability insurance—the amount of the insurance.

## 17. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 17.1 A member of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.

- 17.2** The resignation takes effect at:
- a) The time the notice is received by the Secretary; or
  - b) If a later time is stated in the notice—the later time.
- 17.3** A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 17.4** Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 17.5** A member has no right of appeal against the member's removal from office under this rule.
- 17.6** A member immediately vacates the office of member in the circumstances mentioned in Section 64(2) of the Act.

## **18. VACANCIES ON MANAGEMENT COMMITTEE**

- 18.1** If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another Ordinary member of the Association to fill the vacancy until the next Annual General Meeting.
- 18.2** The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 18.3** However, if the number of committee members is less than the number fixed under as a quorum of the Management Committee, the continuing members may act only to:
- a) Increase the number of Management Committee members to the number required for a quorum; or
  - b) Call a general meeting of Association. Clause 21 (**Quorum for, and Adjournment of, Management Committee Meeting**)
- 18.4** If the vacancy is that of the Secretary refer Clause 13 (**Appointment or Election of Secretary**)

## **19. FUNCTIONS OF MANAGEMENT COMMITTEE**

- 19.1** Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 19.2** The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.  
*Note*—The Act prevails if the Associations rules are inconsistent with the Act. **Section 1B of the Act.**

- 19.3** The Management Committee may exercise the powers of the Association:
- a) To borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
  - b) To secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future; and
  - c) To purchase, redeem or pay off any securities issued; and
  - d) To borrow amounts from members and pay interest on the amounts borrowed; and
  - e) To invest in a way the members of the Association may from time to time decide.
- 19.4** For Clause 19.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- a) The financial institution for the Association; or
  - b) If there is more than 1 financial institution for the Association—the financial institution nominated by the Management Committee.

## **20. MEETINGS OF MANAGEMENT COMMITTEE**

- 20.1** Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 20.2** The Management Committee must meet at least once every 1 month to exercise its functions.
- 20.3** The Management Committee must decide how a meeting is to be called.
- 20.4** Notice of a meeting is to be given in the way decided by the Management Committee.
- 20.5** The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 20.6** A committee member who participates in the meeting as mentioned in Clause 20.5 is taken to be present at the meeting.
- 20.7** A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 20.8** A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 20.9** The President is to preside as chairperson at a Management Committee meeting.

- 20.10** If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## **21. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING**

- 21.1** At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 21.2** If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- 21.3** If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee:
- a. The meeting is to be adjourned for at least 1 day; and
  - b. The members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- 21.4** If, at an adjourned meeting mentioned in Clause 21.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **22. SPECIAL MEETING OF MANAGEMENT COMMITTEE**

- 22.1** If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the Secretary receives the request.
- 22.2** If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- 22.3** A request for a special meeting must state:
- a) Why the special meeting is called; and
  - b) The business to be conducted at the meeting.
- 22.4** A notice of a special meeting must state:
- a) The day, time and place of the meeting; and
  - b) The business to be conducted at the meeting.
- 22.5** A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

## **23. MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

- 23.1** The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute file.
- 23.2** To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be stamped with the Common Seal and be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

## **24. APPOINTMENT OF SUBCOMMITTEES**

- 24.1** The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Association's operations.
- 24.2** A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 24.3** A subcommittee may elect a chairperson of its meetings.
- 24.4** If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 24.5** A subcommittee may meet and adjourn as it considers appropriate.
- 24.6** A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **25. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- 25.1** An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 25.2** Clause 25.1 applies even if the act was performed when:
  - a) There was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee.

## **26. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- 26.1** A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 26.2** A resolution mentioned in Clause 26.1 may consist of several documents in like form, each signed by one (1) or more members of the committee.



## **27. ANNUAL GENERAL MEETINGS**

- 27.1** Annual general meeting must be held—
- a) At least once each year; and
  - b) Within 6 months after the end date of the Association's reportable financial year.
  - c) The Annual General Meeting of the Association must be held before the Annual General Meeting of the Surf Lifesaving Club.

## **28. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED ASSOCIATION**

- 28.1** The following business must be conducted at each annual general meeting of the Association:
- a) Receiving the Association's financial statement, and audit report, for the last reportable financial year;
  - b) Presenting the financial statement and audit report to the meeting for adoption;
  - c) Electing members of the Management Committee;
  - d) appointing an auditor for the present financial year;

## **29. NOTICE OF GENERAL MEETING**

- 29.1** The Secretary may call a general meeting of the Association.
- 29.2** The Secretary must give at least 14 days' notice of the meeting to each Ordinary member of the Association.
- 29.3** If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 29.4** The Management Committee may decide the way in which the notice must be given.
- 29.5** However, notice of the following meetings must be given in writing:
- a) A meeting called to hear and decide the appeal of a person against the Management Committee's decision:
    - i. To reject the person's application for membership of the Association; or
    - ii. To terminate the person's membership of the Association;
  - b) A meeting called to hear and decide a proposed special resolution of the Association.
- 29.6** A notice of a general meeting must state the business to be conducted at the meeting.

## **30. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- 30.1** The quorum for a general meeting is at least double the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus one (1).
- 30.2** However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less one (1).
- 30.3** No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 30.4** If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
- 30.5** If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association—
  - a. the meeting is to be adjourned for at least 7 days; and
  - b. the Management Committee is to decide the day, time and place of the adjourned meeting.
- 30.6** The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 30.7** If a meeting is adjourned under Clause 6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 30.8** The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 30.9** If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **31. PROCEDURE AT GENERAL MEETING**

- 31.1** A member may take part and vote in a general meeting in person, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 31.2** A member who participates in a meeting as mentioned in Clause 31.1 is taken to be present at the meeting.
- 31.3** At each general meeting:
  - a) The President is to preside as chairperson; and
  - b) If there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - c) The chairperson must conduct the meeting in a proper and orderly way.

## **32. VOTING AT GENERAL MEETING**

- 32.1** At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 32.2** Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 32.3** A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 32.4** The method of voting is to be decided by the Management Committee.
- 32.5** However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 32.6** If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 32.7** The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## **33. SPECIAL GENERAL MEETING**

- 33.1** The Secretary must call a special general meeting by giving each Ordinary member of the Association notice of the meeting within 14 days after:
  - a) Being directed to call the meeting by the Management Committee; or
  - b) Being given a written request signed by:
    - i. At least 33% of the number of members of the Management Committee when the request is signed; or
    - ii. At least the number of Ordinary members of the Association equal to double the number of members of the association on the Management Committee when the request is signed plus one (1); or
  - c) Being given a written notice of an intention to appeal against the decision of the Management Committee:
    - i. To reject an application for membership; or
    - ii. To terminate a person's membership.
- 33.2** A request mentioned in Clause 33.1 must state:
  - a) Why the special general meeting is being called; and
  - b) The business to be conducted at the meeting.
- 33.3** A special general meeting must be held within 3 months after the Secretary:
  - a) Is directed to call the meeting by the Management Committee; or
  - b) Is given the written request mentioned in Clause 33.1; or

c) Is given the written notice of an intention to appeal mentioned in Clause 33.1 c)

**33.4** If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

## **34. PROXIES**

**34.1** The Association does not allow proxy voting.

## **35. MINUTES OF GENERAL MEETINGS**

**35.1** The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

**35.2** To ensure the accuracy of the minutes:

a) The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

b) The minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or Annual General Meeting, verifying their accuracy.

**35.3** If asked by a member of the Association, the Secretary must, within 28 days after the request is made:

a) Make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

b) Give the member copies of the minutes of the meeting.

**35.4** The Association may require the member to pay the reasonable costs of providing copies of the minutes.

## **36. BY-LAWS**

**36.1** The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

**36.2** A by-law may be set aside by a vote of members at a general meeting of the Association.

## **37. ALTERATION OF RULES**

**37.1** Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

**37.2** However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

## **38. COMMON SEAL**

**38.1** The Management Committee must ensure the Association has a Common Seal.

**38.2** The Common Seal must be:

- a) Kept securely by the Management Committee; and
- b) Used only under the authority of the Management Committee.

**38.3** Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:

- a) The Secretary; or
- b) Another member of the Management Committee; or
- c) Someone authorised by the Management Committee.

## **39. FUNDS AND ACCOUNTS**

**39.1** The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.

**39.2** Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

**39.3** All amounts must be deposited in the financial institution account as soon as practicable after receipt.

**39.4** A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.

**39.5** All payments made by cheque must be signed by any 2 of the following:

- a) President;
- b) Secretary;
- c) Treasurer; or
- d) Any two members of the Staff who have been authorised by the Management Committee to sign cheques issued by the Association.

**39.6** Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

**39.7** The Association's credit card is to be used for minor purchases normally bought by petty cash when possible. The credit card statement and receipts must be reconciled and authorised by the President, Secretary or Treasurer of the Association.

**39.8** All expenditure including Petty cash must be approved or ratified at a Management Committee meeting.

## 40. GENERAL FINANCIAL MATTERS

- 40.1 On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 40.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

## 41. DOCUMENTS

- 41.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

## 42. FINANCIAL YEAR

- 42.1 The end date of the Association's financial year is 30<sup>th</sup> April in each year.

## 43. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 43.1 This rule applies if the Association:

- a) Is wound-up under **Part 10 of the Act**; and
- b) Has surplus assets.

- 43.2 The surplus assets must not be distributed among the members of the Association.

- 43.3 The surplus assets must be given to the Surf Life Saving Club; or

- a) A club having objects similar to the Association's objects; and
- b) The rules of which prohibit the distribution of the entity's income and assets to its members.

- 43.4 In this rule— **surplus assets see Section 92(3) of the Act.**