

**This is the annexure marked "A" referred to in the statutory declaration of:**

Name of public officer

Made on (date)

Before me

(signature of witness on statutory declaration)

# **Constitution of Surf Life Saving Northern Territory Incorporated**

## **Part 1 – Preliminary**

### **1. Name**

The name of the association is Surf Life Saving Northern Territory Incorporated ("the Association").

### **2. Objects and purposes**

The objects and purposes of the Association are specified in the Schedule.

### **3. Minimum number of members**

The Association must have at least the number of members specified in the Schedule.

### **4. Definitions**

In this Constitution, unless the contrary intention appears:

"**Act**" means the *Associations Act* and regulations made under that Act;

"**Association**" means Surf Life Saving Northern Territory Incorporated;

"**Board of Directors**" means the Management Committee of the Association;

"**Director**" means a member elected or appointed to the Board of Directors;

"**Club**" means a Surf Life Saving club which is a 'member' of or otherwise affiliated with the Association.

"**Club Delegate**" means a member appointed by a club to act for and on behalf of a Club at General Meetings of the Association.

"**Council**" means a combined meeting of the Board of Directors and the delegates representing the affiliated clubs.

"**Financial Institution**" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"**Financial Year**" means the year commencing 1 January and ending 31 December in each year.

"**General Meeting**" means a General Meeting of members (clubs) convened in accordance with this Constitution;

**“Intellectual Property”** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs,, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any regatta, race, championship, competition, series or event or surf lifesaving activity of or conducted, promoted or administered by the Association in the Northern Territory and as applicable under SLSA policy.

**“Life Member”** means an individual appointed as a Life Member of the Association as required by this Constitution;

**"Individual Member"** means a person registered as a current member of a club affiliated with the Association;

**“President”** means the Director elected or appointed in the role of President of the Association.

**“Regulations”** means any Regulations made by the Board as required by this Constitution;

**“Rules”** means these Rules of the Association, known as the Constitution, and includes the Statement of Purposes of the Association.

**"Register of members"** means the register of the Association's affiliate clubs and their individual members established and maintained under Section 34 of the Act;

**"Special resolution"** means a resolution notice of which is given under clause 51 and passed in accordance with section 37 of the Act.

**“State Centre”** means an independent entity (including the Association) recognised by SLSA as the body administering surf lifesaving in its particular State or Territory.

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

**“SLSA”** means Surf Life Saving Australia Limited.

**“Special Resolution”** means a resolution passed:

- (a) at a General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with these Rules; and
- (b) by at least three quarters of those Club Delegates who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication approved by the Association from time to time.

**“State”** means and includes a State or Territory of Australia.

**“State Appointed Director”** means the person appointed from time to time to act for and on behalf of the Association and to represent the Association at General Meetings of SLSA.

## Part 2 – Constitution and Powers of Association

### 5. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
  - (a) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the purposes of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Association, whether subject to any charges or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
  - (b) construct, maintain and alter any houses, buildings, grounds, courses, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Association;
  - (c) borrow and raise money in such manner as the Association thinks fit, including on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security;
  - (d) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
  - (e) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Association's property sold, or any money due to the Association from any purchasers or others;
  - (f) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
  - (g) receive money on deposit with or without allowance of interest thereon;
  - (h) invest and deal with any monies of the Association, not immediately required for the objects of the Association, in such manner as may from time to time be determined by the Board;
  - (i) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
  - (j) take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association, provided the Association shall only deal with

any such trusts in such manner as is allowed by law;

- (k) lend and advance money to, give credit to, or otherwise assist, any person or body corporate, including to guarantee or indemnify any person's or body corporate's performance;
- (l) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;
- (m) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under these Rules;
- (n) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that the Association may think desirable for the promotion of its purposes;
- (o) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the purposes of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities, as appropriate;
- (p) buy, sell buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for Members or other persons frequenting the premises or facilities of or under the control of the Association;
- (q) subscribe to any charities and to grant donations for any public purpose;
- (r) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- (s) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;
- (t) promote any other person or company for any purpose calculated to benefit the Association;
- (u) subject to approval from the SLSA, amalgamate with any 1 or more incorporated associations having purposes altogether or in part similar to those of the Association and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under the Rules;

- (v) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any 1 or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose calculated to benefit the Association;
- (w) transfer all or any part of the property, assets, liabilities and engagements of the Association to any 1 or more of the incorporated associations with which the Association is authorised to amalgamate;
- (x) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;
- (y) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and
- (z) do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of the Association.

## **6. Effect of Constitution**

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

- (a) The constituent documents of the Association shall at all times clearly reflect the purposes of SLSA and shall generally conform with the SLSA Constitution, at least to the extent of:
  - (b) the purposes of SLSA;
  - (c) recognising SLSA as the national peak body for surf lifesaving in Australia, in accordance with Part II of the SLSA Constitution;
  - (d) recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings;
  - (e) such other matters as are required to give full effect to the SLSA Constitution;
  - (f) with such incidental variations as are necessary having regard to the Associations Incorporation Act.
- (g) The Association shall provide to SLSA a copy of its constituent documents and all proposed amendments to these documents.
- (h) The Association shall take all steps to ensure these Rules are, and remain, in conformity with the SLSA Constitution at least to the extent set out in clause 6 (1) (a) and in respect of those matters set out in clause 6 (1) (a) shall ensure the Association's constituent documents are amended in conformity with future amendments made to the SLSA Constitution, subject to any prohibition or inconsistency in the Act.

(2) Constitution of Clubs

The constituent documents of each Club shall, at the earliest available opportunity, recognize the Association as the authority for surf lifesaving in the Northern Territory and SLSA as the national authority for surf lifesaving in Australia, and their respective purposes.

**7. Inconsistency between Constitution and Act**

If there is any inconsistency between this Constitution and the Act, the Act prevails.

**8. Altering the Constitution**

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

## **Part 3 – Members**

### ***Division 1 - Membership***

#### **9. Members**

(1) Classes of Members

The Members shall consist of:

- (a) Clubs, which subject to these Rules, shall be represented by two Club Delegates, and who shall have the right to be present, debate and vote on behalf of their Club at General Meetings;
- (b) Life Members, who subject to these Rules, shall have the right to be present and to debate at General Meetings, but not to vote at General Meetings;
- (c) Directors, as elected under clause 32 & 33, shall have the right to be present, to debate, and to vote at Board meetings and the right to be present, to debate but not vote at General Meetings; and
- (d) Individual Members shall have the right to be present and to debate but not to vote at Board and General Meetings.

(2) Life Members

- (a) The Board may recommend to the Annual General Meeting that any member who has rendered distinguished service to surf lifesaving, where such service is deemed to have assisted the advancement of the Association, be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership (subject to clause 9 (2) (c) on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing or in person at a General Meeting. Upon acceptance, the member's details shall be entered upon the register, and from the time of entry on the Register the person shall be a Life Member.

#### **10. Annual Subscription and Fees**

The annual membership subscription (if any) and fees payable by Clubs to the Association, the time for and manner of payment shall be as determined by the Association at the Annual General Meeting.

#### **11. Affiliation**

(1) Clubs

- (a) To be eligible for membership, a club must be incorporated or in the process of incorporation, which process shall be complete within 2 years of applying for membership under these Rules.

- (b) For such time as the Club is not incorporated, the secretary of any such unincorporated Club shall be deemed to be the Member (on behalf of the unincorporated Club), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Club as incorporated Clubs, to the extent that this is possible.
- (c) Any dispute or uncertainty as to the application of these Rules to an unincorporated Club shall be resolved by the Board in its sole discretion.
- (d) Failure to incorporate within the period stated in clause 11 (1) (a) shall result in the expulsion of the secretary (acting on behalf of the unincorporated Club) from membership. The unincorporated club shall not be entitled to re-apply for membership until such time as it is incorporated.

(2) Application for Affiliation

An application for affiliation by a club ("applicant") must be:

- (a) in writing on the form prescribed from time to time by the Committee, from the applicant or its nominated representative and lodged with the Association;
- (b) accompanied by a copy of the applicant's constitution and register of members; and
- (c) accompanied by the appropriate fee, if any.
- (c) accompanied by details of its nominated Club Delegates.

(3) Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in Clauses 11 (1) and 11 (2) not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application the applicant shall, subject to notification to SLSA, become an affiliated Club.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by the State Centre. The Chief Executive Officer shall amend the Register accordingly as soon as practicable.
- (d) If the Association rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association.

(4) Re-Affiliation

- (a) Clubs must re-affiliate with the Association in accordance with the procedures set down by the Association in Regulations from time to time.
- (b) Upon re-affiliation a Club must lodge with the Association an updated copy of its constitution (including all amendments) and provide details of any change in its Club Delegate, and any other information reasonably required by the Association.



(5) Deemed Membership

(a) All clubs which or who are, prior to the approval of these Rules under the Act, members of the Association shall be deemed Clubs, and thus Members of the Association from the time of approval of these Rules under the Act.

(b) The Clubs shall provide the Association with such details of the Club as are required by the Association under these Rules within one month of the approval of these Rules under the Act.

***Division 2 – Rights of members***

**12. General**

(1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.

(2) A right of membership of the Association:

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates on the cessation of membership whether by death, resignation or otherwise.

**13. Effect of Membership**

Members acknowledge and agree that:

(a) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations and in turn, SLSA Constitution;

(b) they shall comply with and observe these Rules and the Regulations and the SLSA Constitution and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee or other entity with delegated authority;

(c) by submitting to these Rules and the Regulations and the SLSA Constitution they are subject to the jurisdiction of the Association and SLSA;

(d) the Rules and Regulations and the SLSA Constitution are necessary and reasonable for promoting the purposes of the Association;

(e) these rules and the SLSA Constitution are made in the pursuit of a common object, namely the mutual and collective benefit of SLSA, the Association, the Members and surf lifesaving; and

(f) they are entitled to all benefits, advantages, privileges and services of Association membership.

**14. Voting**

(1) Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Association.

(2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

## **15. Notice of meetings and special resolutions**

The Chief Executive Officer must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

## **16. Access to information on Association**

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of General Meetings;
- (c) Annual Reports and Annual Financial Reports.

## **17. Raising grievances and complaints**

- (1) A member may raise a grievance or complaint about a Board member, the Board, a Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

## **18. Associate members**

An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

### ***Division 3 – Termination, death, suspension and expulsion***

## **19. Termination of membership**

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted to the Association or given personally to the Chief Executive Officer or a Board member;
- (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
- (c) expulsion in accordance with this Division.

## **20. Discontinuance of Membership**

### **(1) Notice of Resignation**

(a) Any Member which or who has paid all monies due and payable to the Association may resign from the Association by giving 1 month's notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

(b) If a Club ceases to be a Member under these Rules, the Association membership of all Individual Members affiliated or registered with or through the Club shall not automatically cease at that time, but shall be dealt with in accordance with the SLSA Constitution and regulations.

### **(2) Expiration of Notice Period**

Upon the expiration of a notice given under clause 20 (1) (a), an entry, recording the date on which the Member who or which gave notice ceased to be a Member, and any other Members whose membership ceases at the time under clause 20 (1) (b) (if any) shall be recorded in the Register.

**(3) Failure to Re-Affiliate**

If a Club has not re-affiliated with the Association within 1 month of re-affiliation falling due, that party's Association membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this Clause 20 as soon as practicable.

**(4) Member to Re-Apply**

A Member whose membership has been discontinued or has lapsed under clause 20 (3):

- (a) must seek renewal or re-apply for membership in accordance with these Rules; and
- (b) may be re-admitted at the discretion of the Board.

**(5) Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately. Where a Club ceases to be a Member it shall also forfeit its right to appoint a person to any Committee or other entity with delegated authority.

**(6) Delegate Position Lapses**

The position of Club Delegate shall lapse immediately on cessation of membership of the Club.

**(7) Membership may be Reinstated**

Membership which has been discontinued under this Clause 20 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

**21. Death of member or whereabouts unknown**

If a member dies or the whereabouts of a member are unknown, the Board must cancel the member's membership.

**22. Suspension or expulsion of members**

- (1) If the Board considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
  - (a) be in writing and include:
    - (i) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
    - (ii) the particulars of the conduct; and
  - (b) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph (a)(i).

- (3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Board may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

### **23. Appeals against suspension or expulsion**

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Chief Executive Officer within 14 days after receipt of the Board's decision.
- (2) The appeal must be considered at a General Meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the General Meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the members.

## **Part 4 – Management Committee - Board**

### ***Division 1 – General***

### **24. Role and powers**

- (1) The business of the Association must be managed by, or under the direction of, a Board of Directors.
- (2) The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a General Meeting of members.
- (3) The Board may appoint and remove the Chief Executive Officer.
- (4) The Board may establish Standing Committees, as described in the Regulations, consisting of the members of the Association.
- (5) The Board may establish occasional Committees, as required for the business of the Association, consisting of the members of the Association.

### **25. Composition of Board**

- (1) The Board consists of:
  1. President
  2. Director of Lifesaving
  3. Director of Sport
  4. Four Directors
  5. The Chief Executive Officer is an ex-officio member of the board

- (2) The Board must appoint one member to be the Association's Public Officer.
- (3) If the Board considers it appropriate, in order to further the purposes of the Association, it may allocate Board Members to specific portfolios, with specific responsibilities, as determined in the discretion of the Board and as set out in the regulations.
- (4) The Board shall, from amongst its Members, appoint a State Director to attend meetings of the SLSA Council and general meetings of SLSA for a term of 1 year, in accordance with the SLSA Rules. The person may be re-appointed in any subsequent year.

## **26. Delegation**

- (1) The Board may delegate to a Committee or staff any of its powers and functions other than –
  - (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke wholly or in part the delegation.

## **27. Regulations**

### **(1) Board to Formulate Regulations**

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association as it thinks necessary or desirable. Such Regulations must be consistent with the Rules of the Association and SLSA Regulations and Policies.

### **(2) Regulations Binding**

All Regulations made under this Rule shall be binding on the Association and all members of the Association.

### **(3) Regulations Deemed Applicable**

All rules, by-laws and regulations of the Association in force at the date of the approval of these Rules under the Act, insofar as such rules and regulations are not inconsistent with, or have been replaced by these Rules, shall be deemed to be Regulations under this Rule.

### **(4) Bulletin Binding on Members**

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of the Association by means of Bulletins approved by the Board and issued by the Chief Executive Officer. The Members (Clubs) shall take reasonable steps to distribute information in the Bulletins to Individual Members. Such inclusions in the bulletins are binding upon all Members.

## **28. Chief Executive Officer**

### (1) Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit.

### (2) Chief Executive Officer to Act as Secretary

The Chief Executive Officer shall act as and carry out the duties of Secretary (clause 39) of the Association and shall administer and manage the Association in accordance with these Rules.

### (3) Specific Duties

The Chief Executive Officer shall:

(a) as far as practicable attend all Board meetings, General Meetings and committee meetings of the Association as an ex-officio member;

(b) prepare the agenda for all Board and General Meetings of the Association;

(c) record and prepare minutes of the proceedings of all Board and General Meetings of the Association, and shall distribute those minutes to Clubs promptly from the date of the meeting;

(d) regularly report on the activities of, and issues relating to, the Association.

### (4) Board Power to Manage

Subject to the Act, these Rules, the Regulations and any policy directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.

### (5) Chief Executive Officer may Employ

The Chief Executive Officer shall employ such personnel as are deemed necessary or appropriate from time to time to execute the business of the Association as approved by the Board.

## ***Division 2 – Tenure of office***

## **29. Eligibility of Board members**

(1) A Board member must be a member who is 18 years or over.

(2) A Board member must also meet the criteria provided in the Schedule.

(3) Board members must be elected to the Board at an Annual General Meeting or appointed under clause 34.

## **30. Nominations for election to Board**

Nominations of candidates for election as Board Members (including the President) shall be:

- (i) made in writing, signed by two Northern Territory individual members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
- (ii) delivered to the Association before the date fixed for the Annual General Meeting.

### **31. Retirement of Board members**

- (1) A Board member holds office until the next Annual General Meeting unless the member vacates the office under clause 32 or is removed under clause 33.
- (2) Subject to subclause (3), at an Annual General Meeting the office of each Board member becomes vacant and elections for a new Board must be held.
- (3) The President of the outgoing Board must preside at the Annual General Meeting until a new member is elected as President.
- (4) Members may serve consecutive terms on the Board unless otherwise provided in the Schedule.

### **32. Election by default**

- (1) If the number of persons nominated for election to the Board under clause 33 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Board at the Annual General Meeting.
- (2) If vacancies remain on the Board after the declaration under subclause (1), additional nominations of Board members may be accepted from the floor of the Annual General Meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Board.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Board in accordance with clause 30.

### **33. Election by ballot**

- (1) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a General Meeting.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Board.

### **34. Vacating office**

The office of a Board member becomes vacant if:

- (a) the member:
  - (i) is disqualified from being a Board member under section 30 or 40 of the Act;
  - (ii) resigns by giving written notice to the Board;

- (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
  - (iv) ceases to be a resident of the Territory; or
  - (v) ceases to be a member of the Association;
- (b) the member is absent from more than:
- (i) 3 consecutive Board meetings; or
  - (ii) 3 Board meetings in the same financial year without tendering an apology to the Chairperson;
- of which meetings the member received notice and the Board has resolved to declare the office vacant; or
- (c) in any of the circumstances provided for by the Schedule.

### **35. Removal of Board member**

- (1) The Association, through a Special General Meeting of members, may remove any Board member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

### **36. Filling casual vacancy on Board**

- (1) If a vacancy remains on the Board after the application of clause 32 or if the office of a Board member becomes vacant under clause 34, the Board may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

### ***Division 3 – Duties of Board members***

### **37. Collective responsibility of Board**

- (1) As soon as practicable after being elected to the Board, each Board member must become familiar with the Act and regulations made under the Act.
- (2) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

### **38. President and Vice-President**

- (1) Subject to subclauses (2) and (3), the President must preside at all General Meetings and Board meetings.
- (2) If the President is absent from a meeting, the nominated Vice-President must preside at meetings.
- (3) If the President and the nominated Vice-President are both absent, the presiding member for that meeting must be:
  - (a) a member elected by the other members present if it is a General Meeting; or
  - (b) a Board member elected by the other board members present if it is a Board meeting.



### **39. Secretary**

The Chief Executive Officer will act as Secretary at meetings of the Board and at all General meetings and must:

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of Board meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a General Meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 40(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

### **40. Treasurer**

- (1) One of the Directors of the Board will be appointed to the portfolio of Finance and Auditing and will be assisted by the Chief Executive Officer to:
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
  - (b) pay all moneys received into the account of the Association within 5 working days after receipt;
  - (c) make any payments authorised by the Board or by a General Meeting of the Association from the Association's funds; and
  - (d) ensure cheques/electronic fund transfers are signed by any two persons authorised by the Board.
- (2) The Chief Executive Officer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Chief Executive Officer must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the President, the Chief Executive Officer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- (5) The Chief Executive Officer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a General Meeting.
- (6) The Chief Executive Officer must perform any other duties imposed by this Constitution or the Board.

### **41. Public officer**

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

## **Part 5 – Meetings of the Board**

### **42. Frequency and calling of meetings**

- (1) The Board must meet together for the conduct of business not less than 4 times in each financial year unless otherwise provided in the Schedule.
- (2) The President, or at least half the committee members, may at any time convene a special meeting of the Board.
- (3) A special meeting may be convened to deal with an appeal under clause 23.

### **43. Voting and decision making**

- (1) Each Board member present at the meeting has a deliberative vote.
- (2) A question arising at a Board meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

### **44. Resolutions not in meeting**

(1) A resolution in writing, signed or assented to in writing by facsimile, telex, email or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.

(2) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:

(a) all persons participating in the meeting are satisfied that the number of Board Members in attendance constitutes a quorum,

(b) any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place where the Chairman of the meeting is located.

### **45. Quorum**

For a Board meeting, more than 50% of the Board members constitutes a quorum unless otherwise provided in the Schedule.

### **46. Procedure and order of business**

- (1) The procedure to be followed at a Board meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a Special General Meeting.

#### **47. Disclosure of interest**

- (1) A Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- (2) The Chief Executive Officer must record the disclosure in the minutes of the meeting.
- (3) The President must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

### **Part 6 – General Meetings**

#### **48. Convening general meetings**

- (1) The Association must hold its Annual General Meetings within 5 months after the end of the Association's financial year.
- (2) The Board:
  - (a) may at any time convene a special general meeting;
  - (b) must, within 30 days after the Chief Executive Officer receives a notice under clause 23(1), convene a Special General Meeting to deal with the appeal to which the notice relates; and
  - (c) must, within 30 days after it receives a request under clause 49(1), convene a Special General Meeting for the purpose specified in that request.

#### **49. Special General Meetings**

- (1) Half the number of members, constituting a quorum for a general meeting, may make a written request to the Board for a Special General Meeting unless otherwise provided in the Schedule.
- (2) The request must:
  - (a) state the purpose of the special general meeting; and
  - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a Special General Meeting within the time allowed:
  - (a) for **clause 48(2)(b)** – the appeal against the decision of the Board is upheld;
  - (b) for **clause 48(2)(c)** – the members who made the request may convene a Special General Meeting as if they were the Board.
- (4) If a Special General Meeting is convened under subclause 48(2)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Chief Executive Officer must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify:
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.

## **50. Annual General Meeting**

- (1) The Chief Executive Officer must give to all members not less than 30 days notice of an Annual General Meeting unless otherwise provided in the Schedule.
- (2) The notice must specify:
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each Annual General Meeting is as follows:
  - (a) first – the consideration of the accounts and reports of the Board;
  - (b) second – the election of new Board members;
  - (c) third – any other business requiring consideration by the Association at the meeting.

## **51. Special resolutions**

- (1) A special resolution may be moved at any General Meeting of the Association.
- (2) The Chief Executive Officer must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

## **52. Notice of meetings**

- (1) The Chief Executive Officer must give a notice under this Part by –
  - (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

## **53. Quorum at general meetings**

At a general meeting, the number or the proportion of members present in person specified in the Schedule constitutes a quorum.

## **54. Lack of quorum**

- (1) If within 30 minutes after the time specified in the notice for the holding of a General Meeting a quorum is not present –
  - (a) for an Annual General Meeting or Special General Meeting convened under clause 48(2)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
  - (b) for a meeting convened under clause 48(2)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or

- (c) for a meeting convened under clause 48(2)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that General Meeting as if a quorum were present.
- (3) The President may, with the consent of a General Meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that General Meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (5) If a General Meeting is adjourned for a period of 30 days or more, the Chief Executive Officer must give notice of the adjourned General Meeting as if that General Meeting were a fresh general meeting.

## **55. Voting**

- (1) Subject to clauses 14(2) and 18, each Club, represented by its Club Delegate(s), at a General Meeting is entitled to a deliberative vote.
- (2) At a General Meeting:
  - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy by the Club Delegates; and
  - (b) a special resolution put to the vote is passed if three-quarters of the Club Delegates who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the President or by 3 or more Club Delegates present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.

## **56. Proxies**

A Club may appoint in writing another member to be the proxy of the Club Delegate to attend and vote on behalf of the Club at any General Meeting.

# **Part 7 – Meetings of the Council**

## **57. Composition of the Council**

- 1. The Council is composed of the Board of Directors and the Members (Club Delegates).
- 2. All Council members may speak and debate at Council meetings but only the Directors have voting rights.
- 3. The Council shall meet not less than two times in each financial year.
- 4. The President, or at least half the Council members, may at any time convene a Council meeting.

5. The Council's foremost responsibilities are:
  - a. Effective communication between the Board and the Clubs; and
  - b. Monitoring the SLSNT Strategic Business Plan, and amending the Plan as required
  - c. Receiving financial reports from the Board.
6. A question arising at a Council meeting must be decided by a majority of votes of the Directors present.
7. If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

## **Part 8 – Financial Management**

### **58. Financial year**

The financial year of the Association is specified in the Schedule.

### **59. Funds and accounts**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a General Meeting, the Board may delegate expenditure on behalf of the Association, within the limits of the budget, to the Chief Executive Officer.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two persons authorised by the Board.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Board, the Chief Executive Officer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **60. Accounts and audits**

The responsibility of the Board under clause 40 (2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

## Part 9 – Grievance and disputes

### 61. Grievance and disputes procedures

- (1) This clause applies to disputes between:
  - (a) a member and another member; or
  - (b) a member and the Board.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
  - (a) In the first instance, the Chief Executive Officer; or
  - (b) a person chosen by agreement between the parties; or
  - (c) in the absence of agreement:
    - (i) for a dispute between a member and another member – a person appointed by the Board; or
    - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act and SLSA Policy, or otherwise at law.

## **Part 10 – Miscellaneous**

### **62. Common seal**

- (1) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded by the Chief Executive Officer.
- (2) The affixing of the common seal of the Association must be witnessed by any two of the following:
  - (a) the President;
  - (b) one of the Directors
- (3) The common seal of the Association must be kept in the custody of the Chief Executive Officer or another person authorised by the Board.

### **63. Distribution of surplus assets on winding up**

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
  - (a) has similar objects or purposes;
  - (b) is not carried on for profit or gain to its individual members; and
  - (c) is determined by resolution of the members.



# Schedule to the Constitution

## Part 1 – Mandatory Details

### Name (clause 1)

The name of the incorporated association is ***Surf Life Saving Northern Territory Incorporated***.

### Objects and purposes (clause 2)

The objects and purposes of the Association are as follows:

The Association is a charitable community service based institution. The objects for which the Association is established are to:

- i. participate as a member of a single uniform entity through and by which surf life saving and the preservation of life in the aquatic environment in Australia is conducted, encouraged, promoted and administered;
- ii. provide for the conduct, encouragement, promotion and administration of surf life saving throughout the Northern Territory for the mutual and collective benefit of the Members and surf life saving in the Northern Territory;
- iii. act in good faith and loyalty to ensure the maintenance and enhancement of SLSA, the other State Centres and surf lifesaving, its standards, quality and reputation for the collective and mutual benefit of the Members and surf life saving;
- iv. at all times operate with, and promote mutual trust and confidence between SLSA, the other State Centres and the Members in pursuit of these objects;
- v. at all times act on behalf of and in the interest of the Members and surf life saving;
- vi. promote the economic and community service success, strength and stability of the Association, SLSA, each State Centre and surf life saving and to act interdependently with SLSA and each State Centre in pursuit of these objects;
- vii. affiliate and otherwise liaise with SLSA, in the pursuit of these objects and the objects of surf life saving;
- viii. conduct, encourage, promote, advance and control surf life saving in the Northern Territory, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- ix. conduct or commission research and development for improvements in methods of surf life saving and surf life saving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- x. use and protect the Intellectual Property
- xi. apply the property and capacity of the Association towards the fulfillment and achievement of these objects;
- xii. promote the involvement and influence of surf life saving standards, techniques, awards and education with bodies involved in aquatic life saving;

- xiii. strive for Governmental, commercial and public recognition of the Association as the authority on aquatic safety and management in the Northern Territory;
- xiv. promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf life saving and related activities and the preservation of life in the aquatic environment;
- xv. further extend the operations and teachings of the Association throughout the Northern Territory;
- xvi. further develop surf life saving into an organised institution and with these objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- xvii. review and/or determine any matters relating to surf life saving which may arise, or be referred to it, by any Club;
- xviii. recognise any penalty imposed by any Club;
- xix. act as arbiter on all matters pertaining to the conduct of surf life saving in the Northern Territory, including disciplinary matters;
- xx. pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further these objects;
- xxi. adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf life saving;
- xxii. represent the interests of its Members and of surf life saving generally in any appropriate forum in the Northern Territory;
- xxiii. have regard to the public interest in its operations;
- xxiv. do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- xxv. ensure that environmental considerations are taken into account in all surf life saving and related activities conducted by the Association;
- xxvi. promote the health and safety of Members and all other users of the aquatic environment;
- xxvii. encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf life saving competition and to award trophies and rewards to successful competitors;
- xxviii. encourage and promote performance-enhancing drug free competition;
- xxix. establish, grant and support awards to Members and others, in public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of life saving and other distinguished services and acts;
- xxx. give, and seek where appropriate, recognition for members to obtain awards or public recognition in fields of endeavour other than surf life saving;

- xxxi. seek and obtain improved facilities for the enjoyment of the aquatic environment in the Northern Territory;
- xxxii. promote uniformity of laws for the control and regulation of the aquatic environment in the Northern Territory and to assist authorities in enforcing these laws;
- xxxiii. effect such purposes as may be necessary in the interests of surf life saving and the aquatic environment in the Northern Territory; and
- xxxiv.** undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

**Minimum number of members (clause 3)**

The Association must have at least **six** members.

**Quorum at general meetings (clause 50)**

At a General Meeting **two thirds** of members attending constitutes a quorum.

**Financial year (clause 54)**

The financial year of the Association is the period of 12 months ending on **31 December**.

## Part 2 – Replaceable Details

Clause	Description of clause	Default detail	Replacing detail
28(4)	Consecutive terms of board members	may serve consecutive terms	may serve up to six (6) consecutive terms
39(1)	Frequency of board meetings	at least 4 times each financial year	
41	Quorum for Board meeting	half the committee members	half the board members
45	Number of members who can request a special general meeting	half the quorum of members for a general meeting	
46(1)	Notice of an Annual General Meeting	at least 30 days	
47(2)	Notice of special resolution	at least 21 days	

## **Part 3 – Additional Details**

### **Composition of Committee (clause 24)**

In addition to the office holders specified in the Constitution, the Management Committee consists of:

*[List additional office holders.]*

### **Eligibility of committee members (clause 26)**

In addition to the criterion specified in the Constitution, a committee member must meet the following criteria:

*[List additional criteria.]*

### **Vacating office (clause 31)**

In addition to the circumstances specified in the Constitution, the office of a board member becomes vacant if – the board member fails to attend, in person or via technology, 3 consecutive board meetings without reasonable grounds.

*[List additional circumstances.]*