

SURF LIFE SAVING NORTHERN TERRITORY



Constitution

Date: 8 March 2019

SURF LIFE SAVING NORTHERN TERRITORY INCORPORATED

THIS IS THE ANNEXURE MARKED "A"
REFERRED TO IN THE STATUTORY
DECLARATION OF Rob Green
MADE ON THE 7 DAY OF June 20 19.
BEFORE ME Jamanda Janow

TABLE OF CONTENTS

1.	DEFINITIONS AND INTERPRETATIONS	1
1.1	Definitions	1
1.2	Interpretation.....	2
1.3	The Act	3
2.	OBJECTS.....	3
2.1	Objects	3
2.2	SLSA	5
2.3	Powers.....	5
3.	INCOME AND PROPERTY OF SLSNT	6
3.1	Sole Purpose	6
3.2	Payments to Members	6
4.	SLSA MEMBERSHIP OBLIGATIONS	6
4.1	SLSA recognition	6
4.2	Constitution of SLSNT.....	7
4.3	Amendment of SLSNT Constitution.....	7
5.	MEMBERSHIP	7
5.1	Categories of Members.....	7
5.2	Admission to membership	8
5.3	Life Members	8
5.4	Affiliated Clubs.....	8
5.5	Affiliated Club Constitution	10
5.6	Individual Members.....	10
5.7	General.....	11
5.8	Limited Liability	11
6.	CESSATION OF MEMBERSHIP	11
6.1	Cessation.....	11
6.2	Resignation.....	11
6.3	Forfeiture of Rights	11
7.	GRIEVANCES AND DISCIPLINE OF MEMBERS	12
7.1	Jurisdiction.....	12
7.2	Regulations.....	12
8.	FEES AND SUBSCRIPTIONS.....	13
8.1	Fees payable by Members.....	13
8.2	Non-Payment of Fees	13
9.	GENERAL MEETINGS.....	13
9.1	Annual General Meeting	13
9.2	Power to convene General Meeting	14
9.3	Notice of General Meeting	14
9.4	No other business	14
9.5	Cancellation or postponement of General Meeting.....	14
9.6	Written notice of cancellation or postponement of General Meeting.....	15
9.7	Contents of notice postponing General Meeting.....	15
9.8	Number of clear days for postponement of General Meeting	15
9.9	Business at postponed General Meeting.....	15
9.10	Non-receipt of notice.....	15
9.11	Right to appoint representative	15
9.12	No proxy voting.....	16

10.	PROCEEDINGS AT GENERAL MEETING.....	16
10.1	Number for a quorum.....	16
10.2	Requirement for a quorum.....	16
10.3	Quorum and time – Special General Meetings.....	16
10.4	Quorum and time – AGMs.....	16
10.5	Chairman to preside over General Meetings.....	16
10.6	Conduct of General Meetings.....	17
10.7	Adjournment of General Meeting.....	17
10.8	Notice of adjourned meeting.....	17
10.9	Questions decided by majority.....	17
10.10	Equality of votes.....	18
10.11	Declaration of results.....	18
10.12	Poll.....	18
10.13	Objection to voting qualification.....	18
10.14	Chair to determine any poll dispute.....	18
11.	VOTES OF MEMBERS.....	19
11.1	Votes of Members.....	19
11.2	Resolutions not in General Meeting.....	19
12.	DIRECTORS.....	19
12.1	Composition of the Board.....	19
12.2	Portfolios.....	19
12.3	Qualifications.....	20
12.4	Current Board.....	20
12.5	Remuneration of Directors.....	20
13.	ELECTED DIRECTORS.....	20
13.1	Nomination for Board.....	20
13.2	Form of Nomination.....	20
13.3	Elections.....	21
13.4	Term of Appointment.....	21
14.	APPOINTED DIRECTORS.....	22
14.1	Appointment of Appointed Director.....	22
14.2	Qualifications for Appointed Directors.....	22
14.3	Term of Appointment.....	22
15.	VACANCIES ON THE BOARD.....	22
15.1	Casual Vacancies.....	22
15.2	Grounds for Termination of Director.....	22
15.3	Board May Act.....	23
16.	POWERS AND DUTIES OF DIRECTORS.....	23
16.1	Directors to manage SLSNT.....	23
16.2	Specific powers of Directors.....	24
16.3	Time, etc.....	24
16.4	Delegation of powers.....	24
16.5	Code of Conduct.....	24
17.	PROCEEDINGS OF DIRECTORS.....	25
17.1	Directors meetings.....	25
17.2	Questions decided by majority.....	25
17.3	Chair's casting vote.....	25
17.4	Quorum.....	25
17.5	Convening meetings.....	25
17.6	Election of Chairman.....	25
17.7	Circulating resolutions.....	26
17.8	Validity of acts of Directors.....	26
17.9	Directors' interests.....	26

	17.10	Minutes	26
18.		TELECOMMUNICATION MEETINGS OF SLSNT	26
	18.1	Telecommunication meeting	26
	18.2	Conduct of telecommunication meeting	27
19.		CEO	27
	19.1	Appointment of CEO	27
	19.2	Powers, duties and authorities of CEO	27
	19.3	Suspension and removal of CEO	27
	19.4	Delegation by Directors to CEO	28
	19.5	CEO to attend meetings	28
20.		PUBLIC OFFICER	28
21.		COMMITTEES.....	28
	21.1	Committees.....	28
	21.2	Powers delegated to Committees	28
	21.3	Committee meetings	29
22.		REGULATIONS.....	29
	22.1	Making and amending Regulations	29
	22.2	Effect of Regulations.....	29
	22.3	Existing Regulations	29
23.		KEEPING AND INSPECTION OF RECORDS	29
24.		ACCOUNTS	29
	24.1	Accounting Records.....	29
	24.2	Transactions	30
	24.3	Auditor	30
25.		SERVICE OF DOCUMENTS	30
	25.1	Document includes notice	30
	25.2	Methods of service on a Member	30
	25.3	Methods of service on SLSNT.....	30
	25.4	Post	30
	25.5	Electronic transmission	31
26.		INDEMNITY.....	31
	26.1	Indemnity of officers.....	31
	26.2	Insurance.....	31
	26.3	Deed.....	32
27.		WINDING UP	32
	27.1	Contributions of Members on winding up	32
	27.2	Excess property on winding up	32
28.		COMMON SEAL.....	33
29.		STAKEHOLDER FORUMS	33
	29.1	Power to convene Stakeholder Forums	33
	29.2	Notice of Stakeholder Forums.....	33
	29.3	Conduct of a Stakeholder Forum	33
	29.4	Consensus at Stakeholder Forum.....	34

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

Act means the *Associations Act 2003 (NT)*.

Affiliated Clubs means a Surf Lifesaving Club Registered or affiliated as a Member with SLSNT.

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

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

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

Casting Vote means a vote that the chairperson may exercise to resolve a deadlock.

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

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

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

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

Deliberate Vote means a vote given to each Member entitled to vote for the purpose of deciding a matter under deliberation at a General Meeting.

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

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

General Meeting means a general meeting of Members.

Individual Member means a person who is a Registered financial member of an Affiliated Club or who is otherwise recognised as an Individual Member by SLSNT and who is admitted to membership of SLSNT under **clauses 5.2 and 5.6**.

ILS means the International Lifesaving Federation.

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

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

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

Official Position means, in connection with any Affiliated Club, a person who:

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

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

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

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

SLSA means Surf Life Saving Australia Limited.

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

SLSNT means Surf Life Saving Northern Territory Incorporated ABN 77 415 570 719.

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

Surf Lifesaving means "Surf Lifesaving" as recognised by ILS from time to time.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

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

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

1.3 The Act

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

2. OBJECTS

2.1 Objects

SLSNT is a not-for-profit community service organisation. The Objects of SLSNT are to:

- (a) promote, encourage, advance and control the work of Surf Lifesaving, the resuscitation of the apparently drowned and the application of first aid;
- (b) carry out research and development for the improvement of methods of Surf Lifesaving and the resuscitation of the apparently drowned, and to provide efficient lifesaving equipment of standard design, to minimise loss of life;
- (c) cooperate for the collective and mutual benefit of Members and Surf Lifesaving with any bodies in forwarding the improvement of methods of lifesaving (whether in still or rough water) and the securing of public recognition and financial support for lifesaving organisations;

- (d) affiliate, join, takeover, amalgamate, or become associated with any other body or bodies having as their major objects the promotion, education and participation in water safety, accident prevention, lifesaving and the care of injured persons;
- (e) draft and promulgate rules for the management and control of Surf Lifesaving and resuscitation work and in so far as local conditions permit, to secure uniformity in such rules;
- (f) extend the operations or teachings of Surf Lifesaving.
- (g) develop Surf Lifesaving into an organised institution, and with these Objects in view, to foster, regulate, organise and manage assessments, competitions and functions; and to issue badges, medallions, certificates, awards and to present trophies to successful members in assessments and competitions;
- (h) adjudicate on differences or disputes arising out of assessments, competitions and functions;
- (i) enforce the rules and regulations of SLSA to deal with any infringement of those rules and to adjudicate upon all disputes and difficulties between affiliated clubs or individual members of affiliated clubs;
- (j) externally administer or assist Affiliated Clubs experiencing administrative, operational or financial difficulties in any manner agreed between the Board and the club(s), (including the appointment of an administrator), if all other club avenues fail;
- (k) obtain improved facilities for aquatic activities;
- (l) promote uniformity of laws for the control and regulation of aquatic activities, and to assist the authorities in enforcing those laws;
- (m) affect such purposes as may be necessary in the interest of Surf Lifesaving and other aquatic activities;
- (n) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of SLSNT in the form of donations, annual subscriptions or otherwise;
- (o) produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property, including but not limited to logos, trademarks, copyright and names in any surf lifesaving equipment, product, publication or event developed by SLSNT;
- (p) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to further these Objects;
- (q) formulate or adopt and implement appropriate policies, including in relation to harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as may arise from time to time as issues to be addressed in Surf Lifesaving;
- (r) represent the interests of its Members and of Surf Lifesaving generally;

- (s) have regard to the public interest in its operations;
- (t) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits that these objects are intended to achieve;
- (u) promote health and safety of Members and all other users of the aquatic environment;
- (w) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in Surf Lifesaving competition and to award trophies and rewards to successful competitors;
- (x) encourage and promote competition free of the use of banned performance enhancing drugs substances or techniques; and
- (y) undertake other actions or activities necessary, incidental or conducive to advance these Objects.
- (z) review and/or determine any matters relating to surf life saving which may arise, or be referred to it, by any Club;
- (aa) acknowledge any penalty imposed by an Affiliated Club;
- (bb) act as arbiter on all matters pertaining to the conduct of surf life saving in the Northern Territory, including disciplinary matters;
- (cc) 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;
- (dd) give, and seek where appropriate, recognition for members to obtain awards or public recognition in fields of endeavour other than surf life saving;

2.2 SLSA

Subject to any applicable law, SLSNT must:

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

2.3 Powers

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

3. INCOME AND PROPERTY OF SLSNT

3.1 Sole Purpose

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

3.2 Payments to Members

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

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

4. SLSA MEMBERSHIP OBLIGATIONS

4.1 SLSA recognition

- (a) SLSA recognises SLSNT as the member State Centre of SLSA for the Northern Territory and responsible for ensuring the efficient administration of Surf Lifesaving in the Northern Territory in accordance with the Objects. SLSNT must be and remain a legal entity.
- (b) SLSNT will:
 - (i) have Objects that align with SLSA's objects and do all that is reasonably necessary to enable SLSA's objects to be achieved, having regard to any legislation applicable to SLSNT;
 - (ii) effectively promulgate and enforce the SLSA constitution;
 - (iii) at all times act for and on behalf of the interests of SLSA, SLSNT, the Members and Surf Lifesaving;
 - (iv) be responsible and accountable to SLSA for fulfilling its respective obligations under SLSA's strategic plan as revised from time to time;
 - (v) provide SLSA with copies of its audited accounts and annual report immediately following its annual general meeting;
 - (vi) be bound by the SLSA constitution;
 - (vii) act in good faith and loyalty to maintain and enhance SLSA and Surf Lifesaving, its standards, quality and reputation for the collective and mutual benefit of the Members and Surf Lifesaving;
 - (viii) at all times operate with, and promote, mutual trust and confidence between SLSA, SLSNT and the Members,

promoting the economic and sporting success, strength and stability of each other; and work cooperatively with each other in the pursuit of the Objects;

- (ix) maintain a database of all Members Registered with it in accordance with the SLSA constitution and provide a copy to SLSA upon request from time to time by the SLSA board in such means as may be required; and
 - (x) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Surf Lifesaving and its maintenance and development.
- (c) SLSNT will:
- (i) advise SLSA as soon as practicable of any serious administrative, operational or financial difficulties SLSNT is having;
 - (ii) cooperate and assist SLSA in investigating those issues.

4.2 Constitution of SLSNT

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

4.3 Amendment of SLSNT Constitution

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

5. MEMBERSHIP

5.1 Categories of Members

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

- (a) Life Members;
- (b) Affiliated Clubs;
- (c) Individual Members; and
- (d) Directors.

5.2 Admission to membership

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

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

5.3 Life Members

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

5.4 Affiliated Clubs

- (a) Subject to **clauses 5.2 and 5.4(b)**, at the time of adoption of this Constitution, the Affiliated Clubs of SLSNT shall be those incorporated entities recognised by SLSNT as Affiliated Clubs.

- (b) Where an applicant for Affiliated Club membership is not incorporated but otherwise meets the criteria for that membership the Directors may recognise that entity as an Affiliated Club. Where the Directors do recognise an entity as an Affiliated Club under this clause that entity must incorporate within 12 months of recognition otherwise its membership lapses.
- (c) Affiliated Clubs will:
- (i) have objects that align with SLSNT's Objects and do all that is reasonably necessary to enable SLSNT's Objects to be achieved;
 - (ii) effectively promulgate and enforce this Constitution and the SLSA constitution;
 - (iii) at all times act for and on behalf of the interests of SLSNT, the Members and Surf Lifesaving;
 - (iv) be responsible and accountable to SLSNT for fulfilling its respective obligations under SLSNT's strategic plan as revised from time to time;
 - (v) provide SLSNT with copies of its audited accounts and annual report immediately following its annual general meeting;
 - (vi) be bound by this Constitution and the SLSA constitution;
 - (vii) act in good faith and loyalty to maintain and enhance SLSNT and Surf Lifesaving, its standards, quality and reputation for the collective and mutual benefit of the Members and Surf Lifesaving;
 - (viii) at all times operate with, and promote, mutual trust and confidence between SLSNT and the Members, promoting the economic and sporting success, strength and stability of each other; and work cooperatively with each other in the pursuit of the Objects;
 - (ix) maintain a database of all Affiliates and Individual Members Registered with it in accordance with this Constitution and provide a copy to SLSNT upon request from time to time by the Board in such means as may be required; and
 - (x) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Surf Lifesaving and its maintenance and development.
- (d) Each Affiliated Club must:
- (i) advise SLSNT as soon as practicable of any serious administrative, operational or financial difficulties the Affiliated Club is having;
 - (ii) cooperate and assist SLSNT in investigating those issues; and

5.5 Affiliated Club Constitution

- (a) Each Affiliated Club shall take all steps necessary to ensure its constitution (and any amendments) conforms, to this Constitution.
- (b) Any subsequent amendments to an Affiliated Club's constitution shall be provided to SLSNT.
- (c) If the documents do not conform to this Constitution, the Affiliated Club shall, without delay, take all steps necessary to address the inconsistency so that the documents conform to this Constitution.
- (d) For the avoidance of doubt, if any inconsistency remains between the Affiliated Club constitution and this Constitution, this Constitution shall prevail to the extent of that inconsistency.

5.6 Individual Members

- (a) No individual shall be Registered with SLSNT as an Individual Member except in accordance with this **clause 5.6**. The Directors may in their discretion refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.
- (b) Subject to **clause 5.6(a)** an individual that is recognised by SLSNT or recognised, affiliated, accredited or Registered by or with, an Affiliated Club will, upon Registration with the Affiliated Club or with SLSNT, become an Individual Member of SLSNT and is subject to the provisions of this Constitution.
- (c) To remain a Member, all Individual Members must:
 - (i) renew their membership, affiliation, accreditation or Registration with their Affiliated Club or SLSNT in accordance with the procedures applicable from time to time;
 - (ii) otherwise remain a member, affiliated, accredited or Registered with their Affiliated Club or SLSNT in accordance with the procedures applicable from time to time; and
 - (iii) pay such fees as may be prescribed by their respective Affiliated Club or SLSNT in respect of their membership, affiliation, accreditation or Registration, from time to time.
- (d) In addition to the effect of membership set out in **clause 5.2**, an Individual Member is bound by, and must comply with, this Constitution, the Regulations and the SLSA constitution.
- (e) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the Regulations and shall have the right to be present and to debate, but not the right to vote, at General Meetings.

5.7 General

- (a) SLSNT must keep a register of all Members.
- (b) No Member whose membership ceases has any claim against SLSNT or the Directors for damages or otherwise arising from cessation or termination of membership and such Member expressly releases SLSNT and the Directors from any such claims.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) Members must treat all staff, contractors and representatives of SLSNT and all other Members with respect and courtesy at all times.
- (e) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of SLSNT or Surf Lifesaving.

5.8 Limited Liability

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

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A person ceases to be a Member on:

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

6.2 Resignation

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

6.3 Forfeiture of Rights

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

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

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

7.2 Regulations

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

- (d) Whether the Board acts under this clause is in the complete discretion of the Board. The Board is not obliged to act under this clause in respect of any appeal or other matter until it is satisfied that all avenues of appeal and/or hearing at Affiliated Club level have been exhausted.

8. FEES AND SUBSCRIPTIONS

8.1 Fees payable by Members

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) Each Member must pay to SLSNT the amounts determined under this **clause 8** in accordance with **clause 8.1(a)(iv)**.

8.2 Non-Payment of Fees

- (a) Subject to **clause 8.2(b)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 8.1(a)(i)** or **clause 8.1(a)(ii)** is in arrears greater than 90 days.
- (b) Where a Member is in arrears greater than 90 days for any amount:
 - (i) the Board may enter an arrangement with the Member for the payment of the amount;
 - (ii) any arrangement must be disclosed to other Affiliated Clubs, but does not require their approval; and
 - (iii) **clause 8.2(a)** does not suspend the right of a Member to attend and vote at a General Meeting provided that the Member has not breached the arrangement.

9. GENERAL MEETINGS

9.1 Annual General Meeting

AGMs of SLSNT are to be held:

- (a) according to the Act; and
- (b) otherwise as determined by the Directors (including date and venue).

9.2 Power to convene General Meeting

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

9.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting and the Directors and the auditor of SLSNT; and
 - (ii) in accordance with **clause 25** and the Act.
- (b) At least 60 days prior to the proposed date of the AGM, the CEO will request from Affiliated Clubs notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Affiliated Club or Director; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

9.4 No other business

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

9.5 Cancellation or postponement of General Meeting

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

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

9.6 Written notice of cancellation or postponement of General Meeting

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

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

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

9.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

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

9.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 9.6**.

9.9 Business at postponed General Meeting

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

9.10 Non-receipt of notice

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

9.11 Right to appoint representative

- (a) Each Affiliated Club is entitled to appoint two individuals as its representatives to attend and vote on behalf of that Affiliated Club at General Meetings and to exercise the powers of the Affiliated Club in relation to resolutions to be passed without meetings. The individuals appointed by the Affiliated Club to be its representatives at General Meetings must be an Individual Member of the appointing Affiliated Club. A Director cannot also be appointed as an Affiliated Club's representative.

- (b) An Affiliated Club may appoint more than two representatives but only two representatives may exercise the Affiliated Club's powers at any General Meeting.
- (c) Affiliated Clubs must notify the CEO of their appointed, authorised representatives no later than 48 hours prior to the General Meeting.
- (d) For the purposes of this Constitution and the Act the six appointed representatives are the voting Members at General Meetings.

9.12 Proxy voting

Proxy voting is permitted at General Meetings of SLSNT in such manner as may be determined by the Directors from time to time.

10. PROCEEDINGS AT GENERAL MEETING

10.1 Number for a quorum

The number of Affiliated Clubs who must be present, or via proxy, and eligible to vote for a quorum to exist at a General Meeting is minimum of four delegates.

10.2 Requirement for a quorum

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

10.3 Quorum and time – Special General Meetings

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

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

10.4 Quorum and time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the Chair determines.
- (b) Where an AGM has been adjourned under **clause 10.4(a)**, such Affiliated Clubs as are represented by their appointed, authorised representative on the adjourned date shall constitute a quorum.

10.5 Chairman to preside over General Meetings

- (a) The President will preside as chair at General Meetings.
- (b) If a General Meeting is convened and the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):

- (i) a Director (or other person) chosen by a majority of the Directors present;
- (ii) the only Director present; or
- (iii) an authorised representative of an Affiliated Club who is entitled to vote and is chosen by a majority of the Constituent Association represented by their authorised representatives.

10.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever he consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 10.6** is final.

10.7 Adjournment of General Meeting

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

10.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

10.9 Questions decided by majority

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

10.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a Deliberate Vote, but may exercise a Casting Vote where voting is equal.

10.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of SLSNT, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

10.12 Poll

- (a) If a poll is properly demanded in accordance with the *Corporations Act 2001 (Cth)* or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Member entitled to vote will have the number of votes fixed under **clause 11.1**.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

10.13 Objection to voting qualification

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

10.14 Chair to determine any poll dispute

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

11. VOTES OF MEMBERS

11.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each Affiliated Club shall have two votes. An Affiliated Club's votes will be exercised by its appointed, authorised representatives.
- (b) No Member other than Affiliated Clubs is entitled to vote at General Meetings.

11.2 Resolutions not in General Meeting

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

12. DIRECTORS

12.1 Composition of the Board

The Board shall consist of:

- (a) the President;
- (b) the Director of Lifesaving;
- (c) the Director of Sport; and
- (d) the Director of Education;

all of whom will be elected under **Rule 13.3**; and

- (e) up to three Appointed Directors who may be appointed under **Rule 14**; and
- (f) the CEO (ex officio and non-voting).

12.2 Portfolios

The Board may allocate portfolios to Directors.

12.3 Qualifications

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

12.4 Current Board

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

12.5 Remuneration of Directors

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

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

13. ELECTED DIRECTORS

13.1 Nomination for Board

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

13.2 Form of Nomination

Nominations must be:

- (a) in writing on the prescribed form (if any);
- (b) signed by the nominee's Affiliated Club;
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (d) delivered to SLSNT not less than 28 days before the date fixed for the holding of the General Meeting.

13.3 Elections

- (a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **clause 15.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.
- (d) The voting shall be conducted using the exhaustive preferential ballot method, and shall be by secret ballot on papers prepared by the CEO. For the avoidance of doubt, a candidate must receive 50% plus 1 to be elected.
- (e) If voting is equal for two or more candidates a further ballot will be held. If voting is still equal after the further ballot the election will be declared null and void and the positions will be declared casual vacancies.

13.4 Term of Appointment

- (a) Subject to this Constitution, and in particular **clause 13.4(c)**, Elected Directors shall be elected in accordance with this Constitution for a term of two years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) The President and the Director of Education shall retire at the first AGM after acceptance of this Constitution. The Director of Lifesaving and Director of Sport will retire at the second AGM after acceptance of this Constitution.
- (c) Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this **clause 13.4**.
- (d) Following the adoption of this Constitution, subject to **clause 13.4(e)** no person who has served as an Elected Director for a period of three

consecutive full terms (six years) shall be eligible for re-election as a Director until the second Annual General Meeting following the date of conclusion of their last term as a Director.

- (e) If a Director assumes the presidency in third term, they will be eligible for a fourth term (based on agreement by Members for extension)
- (f) Unless otherwise determined by the Board and advised to the relevant General Meeting, timing under **clause 13.4(d)** commences running from the Annual General Meeting following adoption of these amendments.

14. APPOINTED DIRECTORS

14.1 Appointment of Appointed Director

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

14.2 Qualifications for Appointed Directors

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

14.3 Term of Appointment

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

15. VACANCIES ON THE BOARD

15.1 Casual Vacancies

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

15.2 Grounds for Termination of Director

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

- (a) dies;
- (b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to SLSNT;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of three months;
- (f) is or becomes an employee of SLSNT, or an Affiliated Club;
- (g) hold an Official Position with an Affiliated Club;
- (h) is directly or indirectly interested in any contract or proposed contract with SLSNT and fails to declare the nature of his interest;
- (i) in after reasonable consideration by the Board the Board determines the Director:
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of SLSNT and/or Surf Lifesaving; or
 - (ii) has brought himself, SLSNT or Surf Lifesaving into disrepute;

provided the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made;
- (j) is removed by Special Resolution; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

15.3 Board May Act

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

16. POWERS AND DUTIES OF DIRECTORS

16.1 Directors to manage SLSNT

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

16.2 Specific powers of Directors

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

16.3 Time, etc.

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

16.4 Delegation of powers

- (a) The Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of the SLSNT or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

16.5 Code of Conduct

The Directors must:

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

17. PROCEEDINGS OF DIRECTORS

17.1 Directors meetings

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

17.2 Questions decided by majority

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

17.3 Chair's casting vote

The chair of the meeting may exercise a casting vote where voting is equal.

17.4 Quorum

Four Directors present constitutes a quorum.

17.5 Convening meetings

- (a) The CEO must convene a Directors' meeting on request of the President or three Directors.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to SLSNT in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

17.6 Chairman

- (a) The President will chair Board meetings and General Meetings.
- (b) If the President is:
 - (i) not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (ii) unwilling to act;

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

17.7 Circulating resolutions

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

17.8 Validity of acts of Directors

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

17.9 Directors' interests

- (a) A Director shall declare to the Board that Director's interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001 (Cth)*, and that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The CEO shall maintain a register of declared interests.

17.10 Minutes

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

18. TELECOMMUNICATION MEETINGS OF SLSNT

18.1 Telecommunication meeting

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

- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 18**.

18.2 Conduct of telecommunication meeting

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

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

19. CEO

19.1 Appointment of CEO

The Directors may appoint a CEO.

19.2 Powers, duties and authorities of CEO

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

19.3 Suspension and removal of CEO

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

19.4 Delegation by Directors to CEO

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

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of SLSNT;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of SLSNT; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

19.5 CEO to attend meetings

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

20. PUBLIC OFFICER

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

21. COMMITTEES

21.1 Committees

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

21.2 Powers delegated to Committees

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

21.3 Committee meetings

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

22. REGULATIONS

22.1 Making and amending Regulations

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

22.2 Effect of Regulations

A Regulation:

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

22.3 Existing Regulations

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

23. KEEPING AND INSPECTION OF RECORDS

- (a) The Directors will cause Association records to be kept for a period of seven years from their creation.
- (b) Subject to privacy and confidentiality obligations Members shall have the right to inspect documents of SLSNT as permitted by the Act.
- (c) The Board may impose conditions on a Member's inspection of SLSNT documents under this clause or may refuse such inspection where the Board reasonably considers that the Member is not seeking and/or undertaking the inspection in good faith and/or for a proper purpose.

24. ACCOUNTS

24.1 Accounting Records

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

24.2 Transactions

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

24.3 Auditor

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

25. SERVICE OF DOCUMENTS

25.1 Document includes notice

In this **clause 25**, document includes a notice.

25.2 Methods of service on a Member

SLSNT may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) by sending it to a fax number or electronic address nominated by the Member; or
- (d) by posting it on SLSNT's website or other form of social media utilised by SLSNT.

25.3 Methods of service on SLSNT

A Member may give a document to SLSNT by:

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

25.4 Post

A document sent by post if sent to an address:

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

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

25.5 Electronic transmission

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

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

25.6 Social media post

If a document is posted on SLSNT's website or other form of social media utilised by SLSNT delivery of the document is taken to:

- (a) be effected by the document being properly posted on the social medium; and
- (b) have been delivered on the business day following its post.

26. INDEMNITY

26.1 Indemnity of officers

Every person who is or has been:

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

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

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

26.2 Insurance

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

- (a) SLSNT is forbidden by statute to pay or agree to pay the premium; or

- (b) the contract would, if SLSNT paid the premium, be made void by statute.

26.3 Deed

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

27. WINDING UP

27.1 Contributions of Members on winding up

- (a) Each Affiliated Club must contribute to SLSNT's property if SLSNT is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of SLSNT's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves;

and the amount is not to exceed the sum of any money owed by the Affiliated Club to SLSNT at the time.

- (c) No other Member must contribute to SLSNT's property if SLSNT is wound up.

27.2 Excess property on winding up

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

28. COMMON SEAL

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

29. STAKEHOLDER FORUMS

29.1 Power to convene Stakeholder Forums

- (a) The Directors may from time to time convene a Stakeholder Forum.
- (b) The Directors shall on the written requisition of 2 (two) of the Affiliated Clubs convene a Stakeholder Forum.

29.2 Notice of Stakeholder Forums

Where a Stakeholder Forum is convened:

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

29.3 Conduct of a Stakeholder Forum

- (a) A Stakeholder Forum is to provide opportunity for open discussion on all matters relating to Surf Lifesaving in the Northern Territory and all attendees shall have equal opportunity to participate in discussions. The Directors will also use the meeting to discuss, inter alia, the current or proposed Business Plan, Budgets, financial results and Regulations.
- (b) The format of proceedings at a Stakeholder Forum shall be at the discretion of the Directors and may include plenary sessions, small group workshops or guest speakers.
- (c) The Directors shall determine who shall chair the Stakeholder Forum, including who shall lead or facilitate particular discussion items.

- (d) There shall be no quorum requirement for a Stakeholder Forum.
- (e) Items for discussion which were not included in the notice issued under **clause 29.2(c)** may, with the permission of the chair, be raised for discussion.

29.4 Consensus at Stakeholder Forum

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