

DATE: 25 July 2010

HAMPTON LIFE SAVING CLUB INCORPORATED

CONSTITUTION

Lander & Rogers
Lawyers
Level 12
600 Bourke Street
Melbourne Vic 3000
Tel: (03) 9672 9111
Fax: (03) 9670 2723
Our ref: IKF#104484306v1

TABLE OF CONTENTS

1. NAME OF ASSOCIATION 1

2. OBJECTS OF ASSOCIATION..... 1

3. POWERS OF THE ASSOCIATION 3

4. APPLICATION OF INCOME..... 3

5. LIABILITY OF MEMBERS 3

6. MEMBER’S CONTRIBUTIONS 3

7. DISTRIBUTION OF PROPERTY ON WINDING UP..... 3

8. DEFINITIONS AND INTERPRETATION 4

9. STATUS AND COMPLIANCE OF ASSOCIATION 6

10. ASSOCIATION’S CONSTITUTION 7

11. MEMBERS 7

12. SUBSCRIPTIONS AND FEES..... 8

13. APPLICATION 8

14. REGISTER OF MEMBERS 9

15. EFFECT OF MEMBERSHIP 10

16. DISCONTINUANCE OF MEMBERSHIP..... 10

17. GRIEVANCES, JUDICIAL AND DISCIPLINE 11

18. ANNUAL GENERAL MEETING 11

19. NOTICE OF GENERAL MEETING 11

20. BUSINESS 12

21. NOTICES OF MOTION 12

22. SPECIAL GENERAL MEETINGS..... 12

23. PROCEEDINGS AT GENERAL MEETINGS..... 13

24. VOTING AT GENERAL MEETINGS..... 14

25. PROXY VOTING 14

26. EXISTING DIRECTORS..... 14

27. POWERS OF THE BOARD 14

28. COMPOSITION OF THE BOARD..... 14

29. ELECTION OF DIRECTORS 15

30. VACANCIES OF DIRECTORS 16

31. MEETINGS OF THE BOARD 16

32. DELEGATIONS..... 18

33. BY-LAWS 18

34. FUNDS, RECORDS AND ACCOUNTS 19

35. AUDITOR 20

36. NOTICE 20

37. SEAL 20

38. ALTERATION OF CONSTITUTION 21

39. INDEMNITY	21
40. DISSOLUTION	21
41. AUTHORITY TO TRADE	21

Attachments:

1. Grievance, Judicial and Discipline

ASSOCIATIONS INCORPORATION ACT 1981 (VIC)

CONSTITUTION

of

HAMPTON LIFE SAVING CLUB INCORPORATED

1. NAME OF ASSOCIATION

The name of the association is Hampton Life Saving Club Incorporated (“**Association**”).

2. OBJECTS OF ASSOCIATION

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

- (a) **Participate** as a member of Life Saving Victoria (“LSV”) and Surf Life Saving Australia Limited (“SLSA”) and The Royal Life Saving Society Australia (“RLSSA”) (collectively “Life Saving Associations”) through and by which lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administer by:
 - (i) Participating and promoting an environment that is based on mutual trust and respect of the Life Saving Associations, the Association’s members and the community which the Association supports and participates in;
 - (ii) Encouraging members to participate in Association activities and events and other activities of the Lifesaving Associations;
 - (iii) Promoting the involvement and influence of lifesaving standards, techniques, awards and education with bodies involved in lifesaving; and
 - (iii) At all times acting on behalf of and in the interest of the Members and lifesaving.
- (b) **Provide** for the conduct, encouragement, promotion and administration of lifesaving throughout the Hampton Beach and broader surrounds by:
 - (i) Providing Members with the opportunity for personal development in life saving education and awards and the preservation of life in a safe aquatic environment;
 - (ii) Providing opportunity for the Association and its Members to improve their standards and techniques;
 - (iii) Encouraging its Members to promote the Association and the Life Saving Associations;
 - (iv) Promulgating, and securing uniformity in, such rules as may be necessary for the management and control of lifesaving and related activities and the preservation of life in the aquatic environment;
 - (v) Pursuing through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of lifesaving in Hampton and its immediate surrounds;
 - (vi) Encouraging Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in

- lifesaving competition and to award trophies and rewards to successful competitors;
- (vii) Encouraging and promoting performance-enhancing drug free competition; and
 - (viii) Establishing, granting and supporting awards to Members and others, in honourable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of lifesaving and other distinguished services and acts;
- (c) **Maintain** and enhance the Association, the Life Saving Associations, other life saving clubs and lifesaving, and the standards, quality and reputation of lifesaving for the benefit of the Members and lifesaving by:
- (i) Affiliate and otherwise liaise with LSV, SLSA and RLSSA, in the pursuit of these objects and the objects of lifesaving;
 - (ii) Maintaining the values set by the Association and the Lifesaving Associations;
 - (iii) Maintaining and continuing, where necessary to improve the Association's facilities for the benefit of the Association, its members and the local community of Hampton and its immediate surrounds;
 - (iv) Adopting and implementing 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 lifesaving;
 - (v) Reviewing and/or determining any matters relating to lifesaving which may arise, or be referred to it, by any Member;
 - (vi) Upholding the standards and reputation of the Association and the Lifesaving Associations through its conduct and activities in Hampton and its immediate surrounds;
 - (vii) Represent the interests of its Members and of lifesaving generally in any appropriate forum in Hampton and its immediate surrounds;
 - (viii) Promoting the health and safety of Members and all other users of the aquatic environment; and
 - (ix) Having regard to the public interest in its operations;
- (d) **Promote** the economic and community service success, strength and stability of the Association, LSV, Life Saving Clubs, SLSA, RLSSA and lifesaving;
- (e) **Apply** the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- (f) **Use** and protect the Intellectual Property;
- (g) **Strive** for Governmental, commercial and public recognition of the Association as the authority on aquatic safety and management in Hampton and its immediate surrounds;

- (h) **Undertake** and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

3. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has in, addition to the powers and functions under the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act*.

4. APPLICATION OF INCOME

4.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.

4.2 Except as prescribed in this Constitution:

- (a) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

4.3 Nothing contained in **Rules 4.1** or **4.2** shall prevent payment in good faith of or to any Member for:

- (a) Any services actually rendered to the Association whether as an employee or otherwise;
- (b) Goods supplied to the Association in the ordinary and usual course of operation;
- (c) Interest on money borrowed from any Member;
- (d) Rent for premises demised or let by any Member to the Association; and
- (e) Any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

5. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

6. MEMBER'S CONTRIBUTIONS

Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while the Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

7. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some registered or exempt charity, having objects similar to the Objects 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 is imposed on the Association by this Constitution. Such registered or exempt charity will be

determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

8. DEFINITIONS AND INTERPRETATION

8.1 Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 1981* (Vic).

“**Association**” means Hampton Life Saving Club Incorporated.

“**Board**” means the body managing the Association and consisting of the Directors under **Rule 28**.

“**By Laws**” means any By-Laws made by the Board under **Rule 33**.

“**Constitution**” means this Constitution of the Association.

“**Delegate**” means the person appointed from time to time to act for and on behalf of the Association and to attend, debate but not vote at general meetings of LSV.

“**Director**” means a member of the Board appointed in accordance with this Constitution.

“**Financial year**” means the year ending 30 June in each year.

“**General Meeting**” means the annual or any special general meeting of the Association.

“**Individual Member**” means a registered member of the Association and can only include junior (“*Nipper*”) members; cadet members; active members; reserve active members; general members; long service members; award members; associated members; honorary members; and life members of the Association which are defined in the By-Laws.

“**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 championship, competition, series or event or lifesaving activity of or conducted, promoted or administered by the Association.

“**Life Member**” means an individual appointed as a Life Member of the Association under **Rule 11.2**.

“**Life Saving Club**” means a lifesaving club which is a member of or otherwise affiliated with LSV or SLSA.

“**LSV**” means the body recognised by SLSA as the body administering lifesaving in Victoria.

“**Member**” means a member for the time being of the Association.

“**Objects**” means the objects of the Association under **Rule 2**.

“**President**” means the President for the time being of the Association.

“**RLSSA**” means The Royal Life Saving Society Australia.

“**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 in accordance with the Act.

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

8.2 Interpretation

In this Constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing any gender include the other genders;
- (e) References to persons include corporations and bodies politic;
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) A reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

8.3 Severance

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

8.4 Expressions in the Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.

8.5 Sole Purpose

The Association is established solely for the Objects.

8.6 Model Rules

The model rules under the Act are expressly displaced by this Constitution.

9. STATUS AND COMPLIANCE OF ASSOCIATION

9.1 Recognition of Association

Subject to compliance with this Constitution, the LSV constitution, and the SLSA constitution the Association shall continue to be recognised as a Member of LSV and shall administer lifesaving activities in Hampton and its immediate surrounds in accordance with the Objects.

9.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) Be or remain incorporated in Victoria;
- (b) Appoint a Delegate annually to represent the Association at general meetings of LSV;
- (c) Nominate such other persons as may be required to be appointed to LSV committees from time to time under this Constitution or the LSV constitution or otherwise;
- (d) Forward to LSV a copy of its constituent documents and details of its Directors;
- (e) Adopt the objects of LSV (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the LSV constitution;
- (f) Apply its property and capacity solely in pursuit of the Objects and lifesaving;
- (g) Do all that is reasonably necessary to enable the Objects to be achieved;
- (h) Act in good faith and loyalty to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for benefit of the Members and lifesaving;
- (i) At all times act on behalf of and in the interests of the Members and lifesaving; and
- (j) By, adopting the objects of LSV, abide by the LSV Constitution.

9.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) That they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout Hampton and its immediate surrounds;
- (b) To ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for the benefit of the Members and lifesaving;
- (c) Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of lifesaving and its maintenance and enhancement;
- (d) To promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;

- (e) To act in the interests of lifesaving and the Members;
- (f) Where the Association considers or is advised that a Member has allegedly:
 - (i) Breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Association; or
 - (ii) Acted in a manner prejudicial to the Objects and interests of the Association and/or lifesaving; or
 - (iii) Brought him/herself, the Association, any Life Saving Club or lifesaving into disrepute;

the Association may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member with such penalty as it thinks appropriate.

10. ASSOCIATION'S CONSTITUTION

10.1 Constitution of the Association

The Constitution will clearly reflect the objects of LSV and shall generally conform with the LSV constitution, subject to any requirements in the Act, and at least to the extent of:

- (a) The objects of LSV;
- (b) The structure and membership categories of LSV;
- (c) Recognising SLSA as the national peak body for lifesaving in Australia, in accordance with the SLSA Constitution;
- (d) Recognising LSV as the peak body for lifesaving in Victoria;
- (e) Recognising SLSA as the final arbiter on matters pertaining to lifesaving in Australia, including disciplinary proceedings;
- (f) Such other matters as are required to give full effect to the LSV constitution;

with such incidental variations as are necessary having regard to the Act.

10.2 Operation of the LSV Constitution

- (a) The Association will take all steps to ensure its Constitution is in conformity with the LSV constitution at least to the extent set out in **Rule 10.1** and in respect of those matters set out in **Rule 10.1** shall ensure this Constitution is amended in conformity with future amendments made to the LSV constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Association shall provide to LSV a copy of its Constitution and all amendments to this document. The Association acknowledges and agrees that LSV has power to veto any provision in its Constitution which, in LSV's opinion, is contrary to the objects of LSV.

11. MEMBERS

11.1 Categories of Members

The Members of the Association shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to be present and to debate at General Meetings, but shall have no voting rights;
- (b) Individual Members over 15 years of age, who shall have the right to be present, to debate and to vote at General Meetings; and
- (c) Such other categories of members as may be admitted by the Board from time to time.

11.2 Life Members

- (a) The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Association and lifesaving, where such service is deemed to have assisted the advancement of the Association and lifesaving in Hampton and its immediate surrounds be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership 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. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a Life Member.

12. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and fees payable by Members to the Association, the time for and manner of payment shall be as determined by the Board from time to time.

13. APPLICATION

13.1 Application for Membership

An application for membership by an individual ("applicant") must be:

- (a) In writing on the form prescribed from time to time by LSV and/or SLSA, from the applicant or its nominated representative and lodged with the Association; and
- (b) Accompanied by the appropriate fee, if any.

13.2 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in **Rule 13.1** or 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 LSV, become a Member.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Register shall be updated 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. No reasons for rejection need be given.

13.3 Re-Application

- (a) Members must re-apply for membership of the Association in accordance with the procedures set down by the Association from time to time.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Association.
- (c) The Association may accept or reject a re-application whether the applicant has complied with the requirements in **Rule 13.3(b)** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (d) Where the Association accepts a re-application the applicant shall, subject to notification to LSV, become a Member.
- (e) If the Association rejects a re-application, it shall refund any fees forwarded with the re-application, and the re-application shall be deemed rejected by the Association. No reasons for rejection need be given. If a re-application is rejected the Register shall be amended to reflect the end of membership under this **Rule 13.3** as soon as practicable.

13.4 Deemed Membership

- (a) All individuals who are, prior to the approval of this Constitution, members of the Association shall be deemed Members of the Association from the time of approval of this Constitution under the Act.
- (b) The Members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval of this Constitution under the Act.
- (c) Any members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under **Rule 13.4(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

14. REGISTER OF MEMBERS

14.1 Register

The Association shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) The full name, address, category of membership and date of entry of the name of each Member; and
- (b) The full name, address and date of entry of the name of each Director and Delegate.

Members shall provide notice of any change and required details to the Association within one month of such change.

14.2 Inspection of Register

Having regard to confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, Director or Delegate, shall be available for inspection (but not copying) by Members, upon reasonable request.

14.3 Use of Register

Subject to confidentiality considerations and privacy laws, the Register may be used by the Association to further the Objects, as the Board considers appropriate.

14.4 Right of LSV to Register

The Association shall provide a copy of the Register at a time and in a form acceptable to LSV, and shall provide regular updates of the Register to LSV. The Association agrees that LSV may utilise the information contained in the Register and the Register itself to further the objects of LSV, subject always to reasonable confidentiality considerations and privacy laws.

15. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and By-Laws, the LSV constitution and regulations and the SLSA constitution and regulation;
- (b) They shall comply with and observe this Constitution and the By-Laws, and any determination, resolution or policy which may be made or passed by the Board or any other entity with delegated authority;
- (c) By submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association, LSV and SLSA;
- (d) The Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of lifesaving as a community service in Hampton and its immediate surrounds; and
- (e) They are entitled to all benefits, advantages, privileges and services of Association membership.

16. DISCONTINUANCE OF MEMBERSHIP

16.1 Notice of Resignation

A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving notice in writing to the Association of resignation or withdrawal.

16.2 Discontinuance by Breach

- (a) Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under **Rule 16.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain to remedy the breach, that Member's membership shall be discontinued under **Rule 16.2(a)** by the Association giving written notice of the discontinuance.

16.3 Failure to Re-Apply

If a Member has not re-applied for Membership with the Association within one month of re-application falling due, that Member's membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this **Rule 16.3** as soon as practicable.

16.4 Member to Re-Apply

A Member whose membership has been discontinued or has lapsed under **Rule 16.3**:

- (a) Must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) May be re-admitted, at the sole discretion of the Board.

16.5 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any lifesaving equipment or other property of the Association 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.

16.6 Membership may be Reinstated

Membership which has been discontinued under this **Rule 16** may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

16.7 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

17. GRIEVANCES, JUDICIAL AND DISCIPLINE

The Association adopts the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time. These shall be replicated in the By-Laws but cannot be amended without the prior written approval of LSV and SLSA.

18. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

19. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Association. The auditor (if any) and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) The agenda for the meeting;
 - (ii) Any notice of motion received from Members.

20. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution, the motion for affiliation with LSV and the appointment and fixing of the remuneration of the auditors.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in **Rule 20(a)** shall be special business.
- (c) No business other than that stated on the notice shall be transacted at that meeting.

21. NOTICES OF MOTION

Members shall be entitled to submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than 30 days (excluding receiving date and meeting date) prior to the General Meeting.

22. SPECIAL GENERAL MEETINGS

22.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

22.2 Requisition of Special General Meetings

- (a) The Secretary shall on the requisition in writing of 50% of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Secretary does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be eleven (11) voting Members present in person at the meeting.

23.2 President to Preside

The President shall, subject to this Constitution, preside as chairman at every General Meeting except:

- (a) In relation to any election for which the President is a nominee; or
- (b) Where a conflict of interest exists.

If the President is not present, or is unwilling or unable to preside the Members shall appoint one of the Directors to preside as chairman for that meeting only.

23.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 23.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) The chairman; or
- (b) A simple majority of Members.

23.5 Recording of Determinations

Unless a poll is demanded under **Rule 23.4**, a declaration by the chairman 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 book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

23.6 Where Poll Demanded

If a poll is duly demanded under **Rule 23.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

24. VOTING AT GENERAL MEETINGS

24.1 Members entitled to Vote

Each Member entitled to vote as set out in **Rule 11.1** shall have one vote at General Meetings.

24.2 Casting Vote

Where voting at General Meetings is equal the chairman may exercise a casting vote. The chairman does not have a deliberative vote.

25. PROXY VOTING

Proxy voting shall not be permitted at any General Meeting.

26. EXISTING DIRECTORS

The members of the governing or managing body (by whatever name called) of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

27. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board.

28. COMPOSITION OF THE BOARD

28.1 Composition of the Board

The Board shall comprise:

- (a) The President;
- (b) The Secretary; and
- (c) Five other Directors;

who must all be Individual Members and who shall be elected under **Rule 29**.

28.2 Portfolios

If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, as determined in the discretion of the Board.

28.3 Right to Co-Opt

It is expressly acknowledged that the Board may co-opt any person with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as

the Board thinks fit. Any person so co-opted shall not be a Director, and shall not exercise the rights of a Director, but shall act in an advisory role only.

28.4 Appointment of Delegate

- (a) The Board shall, from amongst its members, appoint a Delegate to attend general meetings of LSV for such term as the Board determines, and otherwise in accordance with the LSV Constitution.
- (b) The Association must advise the LSV Chief Executive Officer in writing of its Delegate.

29. ELECTION OF DIRECTORS

29.1 Nominations of Candidates

- (a) Nominations for candidates to be elected to the Board shall be called for by the Association 30 days prior to the Annual General Meeting. When calling for nominations the Association shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Nominations of candidates for election as Directors (including the President):
 - (i) Shall be made in writing, signed by one Member and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) May be delivered to the Association up until the opening of the Annual General Meeting.
- (c) If insufficient nominations are received to fill all available vacancies on the Board the candidates nominated shall, subject to declaration by the chairman, be deemed to be elected.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to declaration by the chairman, be deemed to be elected.
- (e) 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 alphabetical order, for each vacancy on the Board.

29.2 Voting procedures

Elections shall be conducted by such means as is prescribed by the Board.

29.3 Term of Office of Directors

The Directors shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting. Directors may be re-elected.

30. VACANCIES OF DIRECTORS

30.1 Grounds for Termination of Office 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 makes any arrangement or composition with his creditors generally;
- (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) Resigns his office in writing to the Association;
- (e) Is absent without the consent of the Board from meetings of the Board held during a period of 6 months;
- (f) Without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (g) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (h) Is removed by Special Resolution;
- (i) Has been expelled or suspended from membership (without further recourse under these Rules or the LSV Rules); or
- (j) Would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

30.2 Remaining Directors 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 Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

30.3 Casual Vacancy

In the event of a casual vacancy in the office of any Director, the Board may appoint a Member to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

31. MEETINGS OF THE BOARD

31.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

31.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.

31.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or these Rules and such notice specifies that Directors are not required to be present in person;
 - (iii) in the event that a failure in communications prevents **Rule 31.3(b)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **Rule 31.3(b)(i)** is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

31.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is four (4) Directors.

31.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days oral or written notice of the meeting of the Board must be given to each Director.

31.6 Conflict of Interest

A Director shall declare his interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of

uncertainty as to whether it is necessary for a Director to absent himself from discussion or refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

32. DELEGATIONS

32.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.

32.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) This power of delegation; and
- (b) A function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

32.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

32.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **Rule 31**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Association with details of all material decisions and shall provide any other reports, minutes and information as the Association may require from time to time.

32.5 Delegation may be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

32.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

33. BY-LAWS

33.1 Board to Formulate By-Laws

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and lifesaving in **[insert locality]** as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the LSV constitution, the SLSA constitution and any regulations or by-laws made by LSV or SLSA. If any By-Laws are inconsistent with the

LSV or SLSA constitution and regulations the By-Laws shall be null and void and will be inapplicable.

33.2 By-Laws Binding

All By-Laws made under this clause shall be binding on the Association and Members of the Association.

33.3 By-Laws Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this clause.

33.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members of the Association by means of Notices approved and issued by the Board.

34. FUNDS, RECORDS AND ACCOUNTS

34.1 Source of Funds

The Board will determine the sources from which the funds of the Association are to be or may be derived and the manner in which such funds are to be managed.

34.2 Association to Keep Records

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board or General Meeting.

34.3 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Board.

34.4 Association to Retain Records

The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

34.5 Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the Statements of Account of the Association in accordance with this Constitution and the Act.

34.6 Accounts Conclusive

The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

34.7 Accounts to be Sent to Members

The Board shall cause to be sent or made available to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the Statements

of Account, the Board's report, the auditor's report (if any) and every other document required under the Act (if any).

34.8 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Directors or in such other manner as the Board determines.

35. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association in General Meeting.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

36. NOTICE

36.1 Manner of Notice

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

36.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised in this Constitution.

37. SEAL

37.1 Safe Custody of Seal

The Board shall provide for safe custody of the Seal.

37.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two Directors.

38. ALTERATION OF CONSTITUTION

- (a) The Constitution of the Association shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any).
- (b) In addition, there shall be no alteration or amendment to **Rule 41** without the consent of the relevant Minister or other authorised person under the Act.

39. INDEMNITY

39.1 Directors to be Indemnified

Every Director, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him in his capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

39.2 Association to Indemnify Directors

The Association shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

40. DISSOLUTION

Subject to **Rules 6** and **7**, the Association may be wound up in accordance with the provisions of the Act.

41. AUTHORITY TO TRADE

The Association is authorised to trade in accordance with the Act.