



QUEENSLAND

PEREGIAN BEACH SURF LIFE SAVING SUPPORTERS CLUB INC. CONSTITUTION

June 2021

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ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

CONSTITUTION

of

PEREGIAN BEACH SURF LIFE SAVING SUPPORTERS CLUB INC.

1. NAME AND INTERPRETATION

1.1 Name

The name of the incorporated Association shall be Peregian Beach Surf Life Saving Supporters Club Inc. (**Association**)

1.2 Definitions

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

Act means the *Associations Incorporation Act 1981 (Qld)*.

Branch means Surf Life Saving Sunshine Coast.

By-Laws means any By-Laws created by the Association under this Constitution.

General Meeting means any General Meeting of the Association including the Annual General Meeting (**AGM**).

Management Committee means the Committee responsible for the control of the business and operations of the Association.

Member means unless otherwise specifically described a member under **clause 5**.

Objects means the Objects of the Association in **clause 2**.

SLSC objects means the objects of SLSC.

SLSQ means Surf Life Saving Queensland.

SLSA means Surf Life Saving Australia.

Special Resolution has the same meaning as in the Act.

Surf Life Saving Club (SLSC) means Peregian Beach Surf Life Saving Club Inc.

Voting Member of SLSC means a member of the SLSC with voting rights.

1.3 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);
- (h) the specification of the objects and powers of the Association in **clauses 2** and **3** are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power; and
- (i) if any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction. If possible so as to be valid and enforceable and otherwise it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

2. OBJECTS

The Objects for which the Association is established are solely to:

- (a) promote, foster, support and encourage the aims and the SLSC objects and all matters relating to the SLSC objects;
- (b) financially support SLSC and provide funding to SLSC;
- (c) pursue through itself or other such arrangements, including sponsorship, fundraising, investments, trusts, retailing, licensing and marketing opportunities as are appropriate to further the interests and financial sustainability of SLSC;
- (d) provide for members and for members' guests a "Licensed Club" with all the usual facilities of such licensed club;
- (e) obtain and hold any licence or permissions necessary for and to carry on the business of a restaurant/cafe and/or sellers of all kinds of goods, provisions, etc. used or desired by members or members' guests;
- (f) do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to attainment of the objects of the Association or any of them;

- (g) be recognised by and if the opportunity exists, to affiliate with SLSQ;
- (h) have regard to the public interest in its operations and in particular, but not only, the Peregian Beach community; and
- (i) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects and the SLSC objects.

3. POWERS

The Association has the powers:

- (a) of an incorporated association under the Act; and
- (b) to do such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association.

4. SURF LIFE SAVING AND SLSQ

- (a) The Association and the Members acknowledge and agree that they:
 - (i) are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and the SLSC objects are to be conducted, promoted, encouraged, advanced and administered;
 - (ii) will ensure the maintenance and enhancement of Surf Life Saving, its standards, quality and reputation for the benefit of the Members and Surf Life Saving;
 - (iii) will 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 Surf Life Saving and its maintenance and enhancement; and
 - (iv) will act in the interest of Surf Life Saving and the Members;
- (b) The Association must:
 - (i) advise SLSQ as soon as practicable of any serious administrative, operational or financial difficulties the Association is having;
 - (ii) assist SLSQ in obtaining an understanding of those issues including provision of all relevant information and documents related to the issues; and
 - (iii) cooperate with SLSQ in addressing those issues in whatever manner SLSQ sees fit.

5. MEMBERSHIP

5.1 *Membership categories*

- (a) No person shall be eligible for any category of membership until they are 18 years of age.

- (b) Membership of the Association shall consist of the following categories:
 - (i) Lifesaving Members;
 - (ii) Community Members;
 - (iii) Foundation Members;
 - (iv) Corporate Members;
 - (v) Life Members;
 - (vi) Social Members; and
 - (vii) Honorary Members.
- (c) Lifesaving Members
 - (i) A Lifesaving Member of the Association must be a Voting Member of SLSC and at least eighteen (18) years of age.
 - (ii) Lifesaving Members have the right to receive notice of, and to attend, speak and vote at General Meetings.
 - (iii) Subject to any eligibility requirements that may be determined by the Management Committee, SLSC or SLSQ Ordinary Members shall be entitled to nominate for election to positions on the Management Committee.
 - (iv) A Voting Member of SLSC may apply to become an Lifesaving Member of the Association and that application shall be dealt with in accordance with **clause 7(a)**.

5.2 Community Members

- (a) Community Members are entitled to vote at General Meetings but only in respect to the election of independent Management Committee members.
- (b) Community Members are only entitled to nominate for election to the Management Committee, as independent members under **clause 11.1(d)**.
- (c) A person may apply to become a Community Member and that application shall be dealt with in accordance with **clause 7(a)**.
- (d) Community Members will pay an annual membership fee at least the equivalent as that payable by Ordinary Members.

5.3 Foundation Members

- (a) The requirements for a Foundation Member shall be determined by the Management Committee upon payment of a fee determined by the Management Committee.
- (b) A member may be a Lifesaving Member and a Foundation Member.

- (c) Foundation Members who are not Lifesaving Members are entitled to nominate for election to the Management Committee as an independent member, and are entitled to vote but only in respect to the election of independent members of the Management Committee.

5.4 Corporate Members

- (a) The requirements for a Corporate Member including any relevant membership fee shall be determined by the Management Committee from time to time.
- (b) A Member may be a Lifesaving Member and a Corporate Member.
- (c) Corporate Members who are not Lifesaving Members are not entitled to vote and not entitled to nominate for election to the Management Committee.

5.5 Life Members

- (a) Life Members may be elected from Members who have rendered special service to the Association and shall be entitled to those privileges they enjoyed in their category of membership of the Association prior to being elected as a Life Member.
- (b) Life Membership may be bestowed on a person who has been nominated for life membership and whose nomination has been received, considered and approved by the Management Committee. The nominee must then be elected to life membership by Special Resolution.
- (c) A member may be a Lifesaving Member and a Life Member.
- (d) Life Members who are not Lifesaving Members are not entitled to vote and not entitled to nominate for elections of the Management Committee.

5.6 Social Members

- (a) Social Membership is designed to cater for short term visitors to the Supporters Club facilities and shall be required to pay a fee as determined by the Management Committee.
- (b) Social Members have no rights to receive notice of, or to attend, speak and vote at General Meetings.
- (c) Social Members shall not be entitled to nominate for election to the Management Committee.

5.7 Honorary Membership

- (a) Honorary Membership as shall be granted by the Management Committee on a temporary basis from time to time for such purpose and on such conditions as determined by the Management Committee.
- (b) Honorary Members shall not be entitled to vote.
- (c) Honorary Members shall not be entitled to nominate for election to the Management Committee.

6. MEMBERSHIP FEES

- (a) The membership fees for each category of membership shall be such sum as determined by the Management Committee from time to time.
- (b) The membership fees for each category of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- (c) The membership fees paid to the SLSC by Voting Members of SLSC over the age of 18 years shall automatically entitle those persons for Lifesaving membership of the Association should they so apply.
- (d) Members of the Association must renew their membership of the Association annually on a date determined by the Management Committee. Clauses 7(b) to (e) apply to membership renewal applications.

7. ADMISSION AND REJECTION OF MEMBERS

- (a) The names and addresses of persons proposed as Lifesaving Members and Community Members of the Association shall be displayed in a conspicuous place in the SLSC premises for at least a week before they may be admitted to membership, and that an interval of not less than two weeks shall elapse between proposal and possible admission of such members.
- (b) Subject to **clause 7(a)**, at the next meeting of the Management Committee after the receipt of any application and the fee applicable for any category of membership, such application shall be considered by the Management Committee, who shall consider and determine the admission or rejection of the applicant.
- (c) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the category of membership applied for.
- (d) Upon the acceptance or rejection of an application for any category of membership the Secretary shall as soon as practicable give the applicant notice in writing of such acceptance or rejection.
- (e) If an applicant is rejected no reasons for the rejection need be given and there is no appeal against the decision. Any fees lodged with the application may be refunded to the applicant by the Management Committee when notifying of the rejection.

8. TERMINATION OF MEMBERSHIP

- (a) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (b) The termination of membership or the disciplining of members shall occur in accordance with the Disciplinary Procedures as determined by a Club from time to time.

- (c) A Lifesaving Member ceases to be a Lifesaving Member when their membership of the Surf Life Saving Club ceases.

9. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
- (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and By-Laws;
 - (ii) 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 Management Committee or any other entity with delegated authority;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
 - (iv) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and the SLSC objects;
 - (v) neither membership of the Association nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over the Association or its property or assets;
 - (B) any automatic right of a Member to renewal of their membership of the Association;
 - (C) subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of Association membership.
- (b) A right, privilege or obligation of a person by reason of their membership of the Association:
- (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, refusal, resignation or otherwise.

10. REGISTER OF MEMBERS

- (a) The Management Committee shall keep a Register in which shall be entered the names of proposed members and the date of proposal, the names, residential addresses and occupations of all persons admitted to membership of the Association and the dates of their admission.
- (b) Particulars shall also be entered into the Register of deaths, resignations, termination and reinstatement of membership and any further particulars as

the Management Committee or the members at any General Meeting may require from time to time.

- (c) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

11. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (a) Subject to this Constitution, the Management Committee shall consist of:
 - (i) the SLSC President;
 - (ii) the SLSC Finance Director;
 - (iii) two (2) Committee Members elected by and from the Lifesaving Members at the AGM; and
 - (iv) two (2) independent Committee Members with such skills/experience as may assist the Management Committee achieve its objects and strategic objectives and who will be elected by the Lifesaving Members and Community Members at the AGM.
- (b) The Management Committee shall elect from within it's members the following positions:
 - (i) Association Chair (Chair);
 - (ii) Association Deputy Chair (Deputy Chair);
 - (iii) Association Secretary (Secretary); and
 - (iv) Association Treasurer (Treasurer).
- (c) Neither the SLSC President nor the SLSC Finance Director, are eligible for election as Association President or Association Treasurer.
- (d) All members of the first Management Committee appointed or elected following incorporation of the Association must first be approved by the Branch Executive Committee to be eligible for election or appointment to the Management Committee.

12. ELECTION OF THE MANAGEMENT COMMITTEE

- (a) The Management Committee members under **clause 11.1(c)** shall be elected:
 - (i) by the Members from amongst written nominations submitted by Lifesaving Members; and
 - (ii) for terms of two (2) years, which shall commence from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.
- (b) The election of Management Committee members under **clause 11.1(c)** shall take place in the following manner:

- (i) One (1) Management Committee member shall be elected in each year of even number and one (1) Management Committee member shall be elected, in each year of odd number.
 - (ii) 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 Management Committee, by lot. Elections to subsequent Management Committees shall then proceed in accordance with the procedures in this Constitution.
 - (iii) The written nomination shall be lodged with the Secretary at least fourteen (14) days before the AGM at which the election is to take place.
 - (iv) A list of candidates' names in alphabetical order shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the AGM.
 - (v) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Lifesaving Member present at the AGM shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (c) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving written notice to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (d) The independent Management Committee members under **clause 11.1(d)** shall be elected:
- (i) by the Members from amongst written nominations submitted by Lifesaving Members and Community Members; and
 - (ii) for terms of two (2) years, which shall commence from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.
- (e) The election of Management Committee members under **clause 11.1(d)** shall take place in the following manner:
- (i) One (1) Management Committee member shall be elected in each year of even number and one (1) Management Committee member shall be elected, in each year of odd number.
 - (ii) 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 Management Committee, by lot. Elections to subsequent Management Committees shall then proceed in accordance with the procedures in this Constitution.

- (iii) The written nomination shall be lodged with the Secretary at least fourteen (14) days before the AGM at which the election is to take place.
- (iv) A list of candidates' names in alphabetical order shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the AGM.
- (v) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Lifesaving Member and Community Member present at the AGM shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (f) For the first two (2) years following incorporation of the Association, the independent Management Committee members under **clause 11.1(d)** shall be appointed by Branch Executive, who shall take advice on such appointments from the Peregian Beach Surf Lifesaving Advisory Board through an agreed nomination and selection process adopted by that board.
- (g) Subject to this clause, after this initial two (2) year period the independent Management Committee members appointed under **clause 11.1(d)** shall be appointed in accordance with this Constitution. The Branch Executive has the discretion to extend the term of one (1) such appointment to ensure elections for rotational terms proceed as outlined above.
- (h) Any member of the Management Committee may be removed by Special Resolution of the Members at a General Meeting. There is no right of appeal where a member of the Management Committee is removed under this clause.

13. VACANCIES ON THE MANAGEMENT COMMITTEE

- (a) The Management Committee has power at any time to fill any casual vacancy on the Management Committee. The person filling the casual vacancy shall remain in office for the balance of the term of the person who created the vacancy.
- (b) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by, or under, this Constitution as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a General Meeting of the Association but for no other purpose.

14. FUNCTION OF THE MANAGEMENT COMMITTEE

- (a) Subject to the Act and except as otherwise provided by this Constitution the Management Committee has:
 - (i) the general control and management of the administration of the affairs, property and funds of the Association;

- (ii) authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution are silent.
- (b) The Management Committee may exercise all the powers of the Association.

15. MEETING OF MANAGEMENT COMMITTEE

- (a) The Management Committee shall meet at least once every calendar month to exercise its function.
- (b) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of Management Committee members. Such requisition must clearly state the reasons why such meeting is being convened and the nature of the business to be transacted at the meeting.
- (c) For a Management Committee meeting to proceed a quorum of 50% plus one (1) of the Management Committee members must be present and remain present throughout the meeting.
- (d) The Management Committee may meet together and regulate its proceedings as it thinks fit. Questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (e) A Management Committee member must declare any material personal interest he may have which may conflict with the interests of the Association. Such declaration must be recorded in the minutes and the member making the declaration must leave the meeting and must not vote in respect of the matter in which he is interested, or any matter arising therefrom. If he does remain and vote his vote shall not be counted.
- (f) Not less than seven (7) clear days notice, in writing, shall be given by the Secretary to Management Committee members of any meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed at the meeting.
- (g) The Chair shall preside as chairman at every meeting of the Management Committee, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Deputy Chair shall preside. If both the Chair and Deputy Chair are not present the members may choose one of their number to be chairman of the meeting.
- (h) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting if convened on the requisition of Management Committee members shall lapse. In any other case it shall stand adjourned to 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 Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the meeting shall lapse.
- (i) A Management Committee member not physically present at a Management Committee meeting may participate in the meeting by the use of technology

that allows that person and the other persons present at the meeting to clearly and simultaneously communicate with each other.

- (j) A Management Committee member participating in a Management Committee meeting as permitted under **clause 15(i)** is taken to be present at the meeting and, if that member votes at the meeting, is taken to have voted in person.

16. DELEGATION/POWERS OF MANAGEMENT COMMITTEE

- (a) The Management Committee may delegate any of its power to a sub-committee consisting of such persons as the Management Committee thinks fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any directions that are imposed on it by the Management Committee.
- (b) A sub-committee:
 - (i) shall be required to meet regularly in the course of its duties and submit reports of its activities to the Management Committee;
 - (ii) may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting; and
 - (iii) may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- (c) All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- (d) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

17. ANNUAL GENERAL OR GENERAL MEETINGS

- (a) The AGM shall be held within six months of the close of the financial year and the business to be transacted at every AGM shall be:
 - (i) Receipt of the Management Committee's report and the Statement of Income and Expenditure, Assets and Liabilities and Mortgages,

charges and securities affecting the property of the Association for the preceding financial year.

- (ii) Receipt of the Auditor's Report upon the books and accounts for the preceding financial year.
 - (iii) Election of members of the Management Committee.
 - (iv) Appointment of an Auditor.
- (b) The Secretary shall convene a Special General Meeting:
- (i) when directed to do so by the Management Committee; or
 - (ii) on the requisition in writing signed by not less than twenty-five (25) Lifesaving Members. Such requisition must clearly state the reasons such Special General Meeting is being convened and the nature of the business to be transacted thereat; or
- (c) At any General Meeting the number of Lifesaving Members required to constitute a quorum shall be twice the number of members presently on the Management Committee plus one (1).
- (i) No business shall be transacted at any General Meeting unless a quorum of Lifesaving Members is present at the time when the meeting proceeds to business.
 - (ii) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall lapse. In any other case it shall stand adjourned to 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 Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the Lifesaving Members present shall be a quorum.
 - (iii) The chairman may, with the consent of any meeting 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. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (d) The Secretary shall convene all General Meetings by giving not less than fourteen (14) days notice of any such meeting to the members of the Association.
- (e) The manner by which such notice shall be given shall be determined by the Management Committee. Notice of a General Meeting shall clearly state the nature of the business to be discussed at that meeting.

- (f) Unless otherwise provided by this Constitution, at every General Meeting:
- (i) The Chair shall preside as chairman. If there is no Chair or Deputy Chair, or if both of them are not present within fifteen (15) minutes after the time appointed for the holding of the meeting or are unwilling to act, then the Members present shall elect one (1) of their number to be chairman of the meeting.
 - (ii) The chairman shall maintain order and conduct the meeting in a proper and orderly manner.
 - (iii) Subject to this Constitution and the Act, every question, matter or resolution shall be decided by a majority of votes of Lifesaving Members present.
 - (iv) Every Lifesaving Member present shall be entitled to one (1) vote. If voting is equal the chairman may exercise a second or casting vote. No Lifesaving Member is entitled to vote at any General Meeting if his annual subscription is more than one (1) month in arrears at the date of the meeting.
 - (v) Voting shall be by show of hands of eligible Members, unless at least one-fifth of the Lifesaving Members present demand a ballot, in which event there shall be a secret ballot. The chairman shall appoint two Members to conduct the secret ballot in such manner as he determines. The result of the ballot as declared by the chairman will be final and be deemed to be the resolution of the meeting at which the ballot was demanded.

18. MINUTES OF MEETINGS

- (a) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be kept. The minutes of all General Meetings shall be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding General Meeting.
- (b) Provided that the Minutes of any AGM shall be signed by the chairman of that meeting or the chairman of the next succeeding General Meeting or AGM.

19. BY-LAWS

The Management Committee may from time to time interpret, make, amend or repeal By-Laws, not inconsistent with this Constitution, for the internal management of the Association. Any By-Laws made are binding on the Members.

20. ALTERATION OF RULES

- (a) Subject to the provisions of the Act and **clause 20(b)**, this Constitution may only be amended, rescinded or varied by a Special Resolution.

- (b) In addition to the requirement of **clause 20(a)** any amendment, rescision or variation of any of **clauses 2, 4, 9, 30, 31 and 32** of this Constitution must also be approved by the SLSC prior to the General Meeting which is considering the amendment, etc.
- (c) Notice of the proposed alteration shall be given in the manner provided for Notices of Motion but shall specifically state that it is a notice of Special Resolution proposing to vary the Constitution.

21. NOTICE OF MOTION

- (a) Notices of any motion intended to be moved at a General Meeting, must be in writing signed by two Lifesaving Members and provided to the Secretary at least twenty-eight (28) clear days prior to the date of the meeting and shall be included in the business paper on the notice calling such meeting.
- (b) The meeting may, by ordinary resolution amend such motion but only in a minor way such that it does not alter the intention of the motion. No major amendment to the motion can be accepted.
- (c) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at the next meeting of the Association or within six (6) months from the date of its rejection, unless approved by the Management Committee.

22. COMMON SEAL

The Management Committee may provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee. Every instrument to which the seal is affixed shall be signed by any two (2) Management Committee members.

23. FUNDS AND ACCOUNTS

The funds of the Association shall be banked in the name of the Association in such Bank as the Management Committee may from time to time direct. When practical a monthly donation of funds to the SLSC shall be effected. The following provisions must be followed:

- (a) Proper books and accounts shall be kept and maintained correctly showing the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (b) All monies must be banked as soon as practicable after receipt.
- (c) The Management Committee shall determine the protocol and method for payments and the management of the Association funds.
- (d) The Management Committee shall determine the amount of petty cash which shall be kept on the Imprest system.
- (e) All expenditure must be approved or ratified at a Management Committee meeting.

- (f) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of the:
 - (i) income and expenditure for the financial year just ended; and
 - (ii) assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (g) All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the AGM next following the financial year in respect of which such audit was made.
- (h) The income and property of the Association however derived shall be used and applied solely in promotion of the Objects and in the exercise of its powers as set out in this Constitution. No portion of that income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Association. Nothing in this **clause 23(h)** shall:
 - (i) prevent the payment in good faith of interest to any such Member in respect of monies advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association; and
 - (ii) be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.
- (i) No member shall be entitled to any benefit or advantage from the Association which is not shared equally by every Member.

24. DOCUMENTS

The Management Committee must provide for the safe custody of books, documents, instruments of title and securities of the Association.

25. FINANCIAL YEAR

Unless otherwise determined by resolution of the Management Committee, the financial year of the Association shall close on 30 April in each year.

26. MISCELLANEOUS

- (a) No visitor shall be supplied with liquor on the Association's premises unless on the invitation of and in the company of a Member.
- (b) No liquor shall be sold or supplied to any person under eighteen years of age. No such person shall have or consume any liquor on the Association's premises.
- (c) No payment shall be made to an officer or employee of the Association of an amount by way of commission or allowance calculated by reference to the

quantity of liquor sold or supplied by the Association or the receipts of the Association for such liquor.

27. CONFLICT OF INTEREST

A member of the Management Committee must declare their interest in any matter in which a conflict of interest arises or may arise, and shall absent themselves 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 member of the Management Committee to absent them from discussion or refrain from voting, the issue should be immediately determined by vote of the Management Committee, or if this is not possible, the matter shall be adjourned or deferred. All disclosed interests must be submitted to the AGM in accordance with the Act.

28. RECIPROCAL RIGHTS

The Secretary shall keep a register of member clubs of Clubs Queensland and of Clubs affiliated with SLSA, who's members over the age of eighteen (18) shall have reciprocal rights within the facilities of clubs throughout Queensland including the Association. The conditions of entry upon and use of any club facilities are at the discretion of the host club.

29. NOTICE

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by:
 - (i) pre-paid post; or
 - (ii) electronic mail, to the Member's registered address or electronic mail address; or
 - (iii) posting the notice on the Association website.
- (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 electronic mail or by posting on the website, service of the notice shall be deemed to be effected one day after the notice is sent or posted.
- (d) No decision of the Association, the Management Committee or any Management Committee authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the By-Laws or other irregularity in procedure required by this Constitution or the Regulations unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (e) The Association, the Management Committee or other Management Committee authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

30. THE CONSTITUTION

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

31. DISSOLUTION

The Association shall be dissolved only by Special Resolution at a Special General Meeting called for that purpose, notice of which must be posted to Management Committee members and Members at least twenty-eight (28) days prior to that meeting, and advertised in the major regional newspaper, at least once in each of the two (2) consecutive weeks immediately preceding such meeting.

32. DISTRIBUTION OF SURPLUS ASSETS

If the Association is wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities any property, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to the SLSC or if the SLSC has ceased to exist to SLSQ.