



**SURF LIFE SAVING**  
**NEW SOUTH WALES**

**SURF LIFE SAVING NEW SOUTH WALES**

**THE CONSTITUTION**

**SURF LIFE SAVING NEW SOUTH WALES  
CORPORATIONS ACT  
A COMPANY BY GUARANTEE**

**THE CONSTITUTION**

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# **SURF LIFE SAVING NEW SOUTH WALES**

## **THE CONSTITUTION**

### **PART 1 PRELIMINARY**

#### **1. NAME**

The name of the company is Surf Life Saving New South Wales ("SLSNSW").

#### **2. OBJECTS OF SLSNSW**

SLSNSW is a charitable community service based organisation. The objects for which SLSNSW is established are to:

- (a) create a single uniform entity through and by which surf life saving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of surf life saving through and by various Branches and Clubs;
- (c) ensure the maintenance and enhancement of SLSNSW and surf life saving, its standards, quality and reputation for the benefit of the Members and surf life saving;
- (d) at all times promote mutual trust and confidence between SLSNSW and the Members in pursuit of these objects;
- (e) at all times act in the interests of the Members and surf life saving;
- (f) promote the economic and community service success, strength and stability of SLSNSW, each Branch, Club and surf life saving;
- (g) conduct, encourage, promote, advance and control surf life saving, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (h) conduct or commission research and development for improvements in methods of surf life saving and surf life saving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (i) use and protect the Intellectual Property;
- (j) apply the property and capacity of SLSNSW solely towards the fulfilment and achievement of these objects;
- (k) promote the involvement and influence of surf life saving standards, techniques, awards and education with bodies involved in aquatic life saving;
- (l) strive for governmental, commercial and public recognition of SLSNSW as the authority on aquatic safety and management;
- (m) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf life saving and related activities and the preservation of life in the aquatic environment;
- (n) further extend the operations and teachings of SLSNSW to all Branches, Clubs and elsewhere;
- (o) further develop surf life saving into an organised institution and with these objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (p) review and/or determine any matters relating to surf life saving which may arise, or which are referred to it, by any Club;
- (q) recognise any penalty imposed by any Club or Branch;
- (r) act as final arbiter on all matters pertaining to the conduct of surf life saving in the State of New South Wales, including disciplinary matters;

- (s) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of surf life saving;
- (t) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf life saving;
- (u) represent the interests of its Members and of surf life saving generally in any appropriate forum;
- (v) have regard to the public interest in its operations;
- (w) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits, which these objects are intended to achieve;
- (x) ensure that environmental considerations are taken into account in all surf life saving and related activities conducted by SLSNSW;
- (y) promote the health and safety of Members and all other users of the aquatic environment;
- (z) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf life saving competition and to award trophies and rewards to successful competitors;
- (aa) encourage and promote performance-enhancing drug free competition;
- (ab) recommend and support awards to Members and others, in honorable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of life saving and other distinguished services and acts;
- (ac) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than surf life saving;
- (ad) seek and obtain improved facilities for the enjoyment of the aquatic environment;
- (ae) promote uniformity of laws for the control and regulation of the aquatic environment and to assist authorities in enforcing these laws;
- (af) effect such purposes as may be necessary in the interests of surf life saving and the aquatic environment;
- (ag) confer Life Membership of SLSNSW, recommend the conferring of Life Membership of SLSNSW and/or Surf Life Saving Australia, on any Member of SLSNSW, subject to the requirements of SLSNSW Regulations and the requirements of the respective higher authority; and
- (ah) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

### **3. POWERS OF SURF LIFE SAVING NEW SOUTH WALES**

Solely for furthering the objects set out above SLSNSW has the legal capacity and powers of a company as set out under section 124 of the Act

### **4. INTERPRETATION AND DEFINITIONS**

In this Constitution unless the contrary intention appears:

“Act” means the Corporations Act 2001 (C/w) (as amended).

“Adviser” means a person appointed to one of the Adviser positions under **Rule 35 (a)**

“Annual General Meeting” means the annual meeting of the Members of SLSNSW held under **Rule 23**.

“Auditor” means the person or organisation appointed by SLSNSW under **Rule 40** to audit the books of accounts and provide a report to the Members of SLSNSW on an annual basis.

“Board” means the body comprising the Directors as described in **Rule 32 (a)**.

“Branch” means a surf lifesaving organisation which is a Member of SLSNSW under Part 2 of this Constitution and formed to further the objects of surf lifesaving in a particular geographic area. Branches shall comprise the following areas: Far North Coast, North Coast, Mid North Coast,

Lower North Coast, Hunter, Central Coast, Sydney Northern Beaches, Sydney, Illawarra, South Coast and Far South Coast.

“Branch Council Meeting” means a meeting of the Clubs which form the membership of any particular Branch.

“Branch Executive” means the committee of management of a Branch elected by the Clubs which form the membership of that Branch in accordance with its constitution.

“Branch President” means the person elected to that role by each Branch in accordance with its constitution and who will also assume the position of State Councillor on behalf of that Branch.

“Chief Executive Officer” means the Chief Executive Officer of SLSNSW for the time being appointed under this Constitution.

“Club” means a surf lifesaving club which is a member of and otherwise affiliated with a Branch and which is a Member of SLSNSW under Part 2 of this Constitution by virtue of such Branch membership or affiliation.

“Club President” means a person elected to such position in a Club who shall be entitled to represent that Club at State Council Meetings.

“Constitution” means this constitution of SLSNSW.

“Director” means a person elected as such from time to time under **Rule 32 (a)**.

“Election State Council Meeting” means the meeting of the State Council held under **Rule 22** in which elections will be held for positions as Directors of SLSNSW.

“Group” means a group of Members (whether incorporated or not) formed to pursue and develop a special interest within surf life saving.

“Individual Member” means an individual who is a Member of SLSNSW under Part 2 of this Constitution and can only include junior members; cadet members; active members; reserve active members; general members; long service members; award members; associate members; honorary members; and life members of Clubs, all of which are defined in the SLSA Regulations.

“Intellectual Property” means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to SLSNSW, the words “surf life saving” or any event or competition or surf life saving equipment, product, publication or activity developed, conducted, promoted or administered by SLSNSW.

“Judiciary Committee” means a committee established under **Rule 18** of this Constitution to deal with disciplinary matters involving Members referred to it under **Rule 18**.

“Life Member” means an individual appointed as a Life Member of SLSNSW in accordance with the Regulations.

“Member” means a member for the time being of SLSNSW under Part 2 of this Constitution.

“Regulations” means and Regulations made from time to time by SLSNSW under **Rule 44**.

“Director” means a person elected as such from time to time under **Rule 32 (a)** of this Constitution.

“Rules and Constitution Committee” means the standing committee of SLSNSW appointed by the Board from time to time which shall be responsible for reviewing all Special Resolutions purporting to amend this Constitution.

“SLSA Regulations” means any regulations made by SLSA from time to time.

“SLSA” means Surf Life Saving Australia .

“SLSNSW” means Surf Life Saving New South Wales .

“Special General Meeting” means a meeting of the Members of SLSNSW convened in accordance with **Rule 24**.

“Special Resolution” means a resolution passed at any State Council meeting, at which a quorum is present, and passed by at least three quarters of those members present and entitled to vote and of

which not less than 21 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.

“Standing Committees” mean those boards and/or committees established and appointed by SLSNSW under **Rule 46**.

“State Centre” means an independent entity (including SLSNSW) recognised by SLISA as the body administering surf life saving in its particular State.

“State Council” means the body consisting of the Directors and the State Councillors.

“State Councillor” means a person appointed by a Branch to represent that Branch at meetings of SLSNSW.

“State Council Meeting” means a meeting of the State Council convened in accordance with this Constitution and the Act and includes Annual General Meetings and Special General Meetings.

“State Director” means the person appointed from time to time to act for and on behalf of SLSNSW and to represent SLSNSW at general meetings of SLISA.

Expressions referring 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.

A reference to a function includes a reference to a power, authority and duty.

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.

Words importing the singular include the plural and vice versa.

Words importing any gender shall include the other gender.

References to persons include corporations and bodies politic.

References to a person include the legal personal representatives, successors and permitted assigns of that person.

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).

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 shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

The specification of the objects of SLSNSW in **Rule 2** are not in any particular order and are not to be construed so as to lead to the construction that any object is more important than any other object nor that any object which is specified in detail is more important than any object which has not been specified in detail, and no particular object will be by reference to any other and the rule of construction known as the ejusdem generis<sup>1</sup> rule shall not apply.

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

SLSNSW is established solely for the objects set out in **Rule 2** of the Constitution.

The replaceable rules in the Act are expressly displaced by this Constitution.

## **5. SLSNSW COLOURS**

SLSNSW colours shall be sky blue.

## **6. PATROL HOURS**

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<sup>1</sup> The rule that where particular words are followed by general words, the general words are to the same kind as the particular words.

- (a) The Patrol Season shall be from the first Saturday in the spring public school holidays to the last Sunday in the autumn public school holidays or, in special circumstances, as directed by the State Council
- (b) Applications to vary this Season by a Branch or a Club/s in a Branch must first have the agreement of the Branch Director of Lifesaving. The Branch Director of Lifesaving will submit a recommending report to the SLSNSW Director of Lifesaving seeking approval to vary.
- (c) Clubs shall perform rostered patrols during the Season on Saturday, Sunday and Public Holidays.
- (d) The compositions and hours of duty for beach patrols within Branches shall be determined by the relevant Branch Director of Lifesaving and forwarded to the SLSNSW Director of Lifesaving for consideration, endorsement or his considered action prior to the commencement of the surfing season.
- (e) The compositions and hours of duty of beach patrols may vary from Club to Club depending on bathing population and other relevant factors to ensure proper surveillance and protection is afforded beach users.
- (f) Aerial services, offshore and inshore rescue craft and radio facilities shall be available for duty as determined from time to time by the SLSNSW Director of Lifesaving and shall be additional to other patrols.
- (g) For the purposes of this rule, the word "Season" shall mean from the 1st September in each year until 31st August in the following year. So that a bona fide member shall not be prejudiced after having shown cause, the Branch Director of Lifesaving may waive these rules in proven circumstances.

## **7. SLSNSW AS STATE CENTRE**

SLSNSW shall affiliate to and be a member of SLISA, as recognised under the SLISA's Constitution and shall be the State Centre established within the boundaries of New South Wales to administer Surf Life Saving in that state in accordance with this Constitution.

## **8. BOUNDARIES**

The boundaries of SLSNSW shall coincide with the territorial boundaries of the State of New South Wales, provided always that a Club near to a State border may apply for permission to seek affiliation with the nearest Branch in the adjacent State or the adjacent State Centre if that State does not have Branches.

## **9. ALTERATION OF BRANCH BOUNDARIES**

Should five or more Clubs, in adjacent areas, wish to form a Branch, then:

- (a) If not previously affiliated with an existing Branch, they will apply direct to SLSNSW for membership of SLSNSW.
- (b) If previously affiliated, then notice shall be given of their proposal to form a new Branch to their former Branch. Such notice to be given at least 21 days before a Branch Council Meeting.
- (c) Should there be no objection by the Branch, then membership of SLSNSW shall be applied for.
- (d) Should the "old" Branch object, then the matter is to be referred to SLSNSW to adjudicate. Two Representatives from the "old" Branch and the proposed Branch respectively to attend and present their respective cases at the meeting of SLSNSW held not less than 21 days after an objection by the "old" Branch has been lodged with SLSNSW.

## **10. FORMATION OF CLUBS**

Branches which become aware of a move to form or reform a Club within their boundaries are to immediately notify SLSNSW of such a move, so as SLSNSW may satisfy itself of the need for that Club to be formed, before the Branch is permitted to grant affiliation. Branches must ensure that all Clubs affiliated to them are also Members of SLSNSW under Part 2 of this Constitution.

## **PART 2 MEMBERSHIP**

### **11. MEMBERSHIP**

The membership of SLSNSW shall consist of:



- (a) the Branches, which subject to this Constitution, shall be represented by their State Councillor who shall have the right to be present, debate and vote on behalf of the Branch at State Council meetings;
- (b) the Directors who shall have the right to be present and debate at State Council Meetings but shall have no voting rights;
- (c) Life Members, who shall have the right to be present at State Council Meetings, but shall have no voting rights;
- (d) Clubs, which subject to this Constitution, shall be represented by their Club President, who shall have the right to be present at State Council meetings, but shall have no voting rights;
- (e) all Individual Members of Clubs, who shall have the right to be present at State Council meetings, but shall have no voting or debating rights; and
- (f) such other category of members as may be created or recognised as Members by the Board with such membership rights and obligations as may be determined by the Board. For the avoidance of doubt any new category of member created or recognised by the Board under this Rule can only be granted voting rights by Special Resolution. That is, the Board cannot grant voting rights to any new membership category.

## **12. REGISTER OF MEMBERS**

- (a) The Chief Executive Officer shall establish and maintain a Register in which shall be entered (as a minimum):
  - (i) the full name, address, class of membership and date of entry of the name of each Member; and
  - (ii) the full name, address and date of entry of the name of each State Councillor and Director.
- (b) Branches, Clubs and Life Members shall provide notice of any change and required details to SLSNSW within one month of such change.
- (c) The Register of Members shall be kept at the principal place of administration of SLSNSW and shall be open for inspection, free of charge, by any Member of SLSNSW at any reasonable hour, upon reasonable notice.

## **13. MEMBERS' LIABILITIES**

The liability of a Member of SLSNSW to contribute towards the payment of the debts and liabilities of SLSNSW or the costs, charges and expenses of the winding up of SLSNSW, is to the amount, if any, unpaid by the Member in respect of membership of SLSNSW as required by **Rule 15**.

## **14. BRANCH AND CLUB AFFILIATION**

- (a) To be eligible for membership of SLSNSW Branches and Clubs must be incorporated.
- (b) An application for membership of SLSNSW by a Branch or Club must be:
  - (i) in writing on the form prescribed by SLSNSW from time to time, from the Branch or the Club or its nominated representative and lodged with SLSNSW;
  - (ii) accompanied by a copy of the applicant's constitution, register of members and the appropriate fee, if any.
- (c) SLSNSW may accept or reject an application whether the applicant Branch or Club has complied with the requirements in **Rule 14 (b) (i)** or **Rule 14 (b) (ii)** or not. Membership of SLSNSW will commence upon acceptance of the application by SLSNSW. Where SLSNSW rejects an application SLSNSW will refund any fees forwarded with the application.
- (d) Branches and Clubs must re-affiliate annually. Upon re-affiliation a Branch or Club must lodge with SLSNSW any amendments to its constitution or changes in its nominated representatives. Each Branch or Club will ensure that its constitution is amended in conformity with amendments made to this Constitution and the constituent documents of SLASA.

- (e) Subject to this Constitution, where a Branch ceases to be a Member, the Clubs in that Branch will cease to be Members of SLSNSW one (1) month after the Branch's membership of SLSNSW ceases.
- (f) Subject to this Constitution, where a Club ceases to be a Member, the Individual Members of that Club will cease to be Members of SLSNSW one (1) month after the Club's membership of SLSNSW ceases.
- (g) Individual Members of Clubs must renew their membership of their Clubs annually.

#### **15. AFFILIATION, MEMBERSHIP AND INSURANCE LEVY FEES**

- (a) The membership subscription and fees payable annually by Branches and Clubs and the respective dates that such fees are due shall be determined by SLSNSW and listed in SLSNSW Regulations.
- (b) Any Branch or Club being in default in payment of any liabilities to SLSNSW or to any other Branch or Club, may have its membership held up, or if already a Member, may be debarred by SLSNSW from participating at any examination, competition or display held under the control of SLSNSW; and the State Councillor of any Branch so defaulting may be debarred from speaking or voting at any meeting of SLSNSW until such liability has been paid.

#### **16. EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and SLSNSW and that they are bound by this Constitution, the Regulations, the SLSA constitution and the SLSA regulations;
- (b) they shall comply with and observe this Constitution, the Regulations, the SLSA constitution and the SLSA regulations and any determination or resolution, which may be made or passed by SLSNSW or any duly authorised Committee;
- (c) by submitting to this Constitution, the Regulations, the SLSA constitution and the SLSA regulations they are subject to the jurisdiction of SLSNSW and SLSA;
- (d) this Constitution, the Regulations, the SLSA constitution and SLSA regulations are necessary and reasonable for promoting the objects of SLSNSW and particularly the advancement and protection of Surf Life Saving as a community service; and
- (e) they are entitled to all benefits, advantages, privileges and services of SLSNSW.

#### **17. DISCONTINUANCE OF MEMBERSHIP**

- (a) A Member having paid all arrears of fees payable by them to SLSNSW, may withdraw from membership by giving notice in writing of such withdrawal to SLSNSW, and where a Club also to its Branch and where an Individual Member of a Club also to their Club.
- (b) Membership of SLSNSW may be discontinued by SLSNSW upon breach of any rule of this Constitution (including, but not to the failure to pay any monies owed to SLSNSW), the Regulations, SLSA constitution or SLSA regulations or any resolutions or determinations made or passed by State Council or any duly authorised Standing Committee.
- (c) Membership shall not be discontinued under **Rule 17 (b)** without SLSNSW first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (d) Where a Member fails, in SLSNSW view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under **Rule 17 (b)** by SLSNSW giving written notice of the discontinuance to the Member.
- (e) Membership, which has been discontinued under **Rule 17 (b)**, may be reinstated at the discretion of SLSNSW.
- (f) A Member who ceases to be a Member shall forfeit all right in and claim upon SLSNSW and its property, and shall not use any surf life saving equipment or any other property of SLSNSW, including Intellectual Property. Where a Branch ceases to be a Member it shall also forfeit all representation rights on State Council.

- (g) Membership fees or subscriptions paid by the discontinued Member for the relevant year may be refunded on a pro-rata basis to the Member upon discontinuance. The status of such Member shall be noted in the register of Members.
- (h) Notwithstanding **Rule 18** SLSNSW may require the relevant Branch to expel or suspend a Club which has not renewed its affiliation with SLSNSW, or an Individual Member of a Club who has not renewed their Club membership, within 1 month of re-affiliation or membership renewal falling due.
- (i) Where an Individual Member fails to renew their club membership within 3 months of being required to do so their membership of SLSNSW lapses.
- (j) A Member which has been expelled or suspended under **Rule 17 (h)** or whose membership has lapsed under **Rule 17 (i)** must reapply for membership in accordance with this Constitution; but may be readmitted at the discretion of the Board.

## **18. DISCIPLINE OF MEMBERS**

- (a) Where SLSNSW is advised or considers that a Member has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the SLSA constitution or SLSA regulations or any resolution or determination of SLSNSW or any duly authorised Committee or
  - (ii) acted in a manner unbecoming of a Member, or prejudicial to the objects and interests of SLSNSW and/or surf life saving; or
  - (iii) brought SLSNSW or surf life saving into disrepute;

SLSNSW may commence or cause to be commenced, disciplinary proceedings against that Member and, that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms of SLSNSW as set out in the SLSA Regulations.
- (b) SLSNSW may appoint a Judiciary Committee, which need not be comprised of Members, to deal with any disciplinary matter referred to it. The Judiciary Committee shall operate under the principles expressed and in accordance with the SLSA Regulations.

## **PART 3 THE STATE COUNCIL**

### **19. STATE COUNCIL OF SLSNSW**

- (a) The State Council shall consist of:
  - (i) the Directors and
  - (ii) one State Councillor nominated by and representing each Branch.
- (b) Subject to this Constitution, each State Councillor shall hold office until the appointment of their successor provided that a State Councillor may resign or may be removed from the office of State Councillor by the Branch that appointed them. The name and address of the State Councillor shall be notified on the affiliation form or on appointment.
- (c) The Branch President will be the State Councillor representing their Branch.
- (d) The role of State Council shall be to:
  - (i) elect the Directors
  - (ii) approve any amendments to this Constitution in accordance with **Rule 43**;
  - (iii) inform the Board of significant membership issues as they arise;
  - (iv) assist the Board to design and review the organisation's strategic direction;
  - (v) discuss statewide issues; and
  - (vi) provide feedback to the Board on the results of its governance decisions in practice at the member level.
- (e) The President shall, subject to this Constitution, preside as chairman at every State Council Meeting except:

- (i) in relation to any election for which the President is a nominee; or
  - (ii) where a conflict of interest exists.
- (f) If the President is not present, or is unwilling or unable to preside the Deputy President shall preside as chairman for that meeting only.

## **20. PROXIES**

- (a) Should a State Councillor of a Branch be unable to attend a State Council Meeting the Branch may appoint by notice in writing to the Chief Executive Officer a member of that Branch to participate and vote in his place.
- (b) Where a Branch cannot be represented by one of its members and is unable to nominate a State Councillor from another Branch, the Board shall, at the request of the Branch concerned, nominate a Member to represent such Branch.
- (c) No State Councillor shall be entitled to represent more than one Branch at the same time.

## **21. NOTICE OF STATE COUNCIL MEETINGS**

- (a) Written notices of all State Council Meetings and all business of which notice has been received shall be forwarded by the Chief Executive Officer to Directors, Advisers, State Councillors and each Branch. When it is proposed to pass a Special Resolution twenty-one (21) clear days notice and in any other case fourteen (14) clear days notice, specifying the place, day and time of the meeting shall be given.
- (b) In notices of meetings, the Chief Executive Officer shall include all motions of which at least twenty-eight (28) days' notice in writing has been given.
- (c) The expenses for attending State Council Meetings of all Directors and each State Councillor shall be met by SLSNSW.

## **22. ELECTION MEETING OF STATE COUNCIL**

- (a) The Election State Council Meeting of SLSNSW shall be convened in the period between Annual General Meetings, preferably to be held in May.
- (b) At least two (2) calendar months prior to the date of the Election State Council Meeting, notice calling for nominations or expressions of interest, for all Directors as provided for in **Rule 32 (a)** shall be forwarded by the Chief Executive Officer to the Branches.
- (c) All nominations for Director positions shall be:
  - (i) signed by the member nominating and forwarded through their Branch to SLSNSW; and
  - (ii) lodged with the Chief Executive Officer at least twenty-eight (28) days before the meeting.

All nominations received by a Branch (endorsed or otherwise) shall be forwarded to the Chief Executive Officer.

- (d) The Minutes of the Election State Council Meeting shall be circulated to all Directors, Advisers, State Councillors and Branches and confirmed at the next State Council Meeting.

## **23. ANNUAL GENERAL MEETING OF STATE COUNCIL**

- (a) The Annual General Meeting of State Council shall be held each year within the period of six months after the expiration of the financial year to receive the annual report and audited financial statements and to transact such other business as may be brought forward in accordance with this Constitution.
- (b) The Minutes of the Annual General Meeting of State Council shall be duly circulated to all Directors, Advisers, State Councillors and Branches and confirmed at the next State Council Meeting.

## **24. SPECIAL GENERAL MEETINGS OF SLSNSW STATE COUNCIL**

Special General Meetings of the State Council of SLSNSW may be called at the direction of the Board or State Council meeting or on a requisition to the Chief Executive Officer by at least six Branches. Written notice of such meeting including the date, venue and particulars of business to

be dealt with by the proposed Special General Meeting, shall be forwarded by the Chief Executive Officer to SLSNSW Directors, Advisers and State Councillors and each Branch.

**25. QUORUMS AT ALL STATE COUNCIL MEETINGS**

- (a) The quorum at all State Council Meetings shall be at least six (6) State Councillors.
- (b) If there is not a quorum present at a State Council Meeting one hour after the specified time of starting, the meeting shall be adjourned to a time and place to be decided by the Board. Notwithstanding that a quorum is present, the Chairman or Directors present may adjourn the meeting until a later time in the same weekend.

**26. METHOD OF VOTING AT MEETINGS**

- (a) In the election of Directors, the selection of venues for SLSNSW meetings, championship carnivals and the selection of a person or persons to act as representatives of SLSNSW, the “exhaustive ballot system” shall be used.
- (b) If there is an equality of votes for two or more candidates or venues and there are no other candidates or venues in the ballot other than those with equal votes, the position shall be filled from them by “lot”.
- (c) For voting on any other matter, the “by a simple majority” method of voting shall be employed at all SLSNSW meetings.
- (d) If there is an equality of votes by any resolution in the “by the simple majority” voting, the Chairman of the meeting shall have a casting vote.
- (e) Only State Councillors, representing each Branch shall be eligible to vote at all State Council Meetings.

**27. BALLOT**

- (a) In the case of any election, if insufficient nominations are received to fill the position of a Director further nominations shall be called for.
- (b) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (c) If the number of candidates exceeds the number required to fill the vacancy or vacancies then such vacancy or vacancies shall be filled by election by secret ballot.
- (d) The Chairman shall appoint poll clerks provided that any candidate, if they so desire, may appoint one scrutineer to observe the count on their behalf.
- (e) The order in which names of the candidates shall appear on a ballot paper shall be alphabetical.
- (f) Any Member entitled to vote shall do so following the direction of the Chairman as to how to cast that vote and thereupon shall hand his ballot paper to a poll clerk.
- (g) At the conclusion of the counting of the ballot papers, the poll clerks shall hand to the Chairman the result of the poll and the ballot papers, whereupon the Chairman shall declare to the meeting the result of the poll. The result of the count may be disclosed on the vote of the meeting.
- (h) The method of voting shall be by the “exhaustive ballot” system.

**28. CHAIRMAN’S DECLARATION TO BE CONCLUSIVE**

At any meeting, unless a show of hands is called for, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority or lost or not carried by a particular majority shall be conclusive.

**29. VOTING BY MAIL, FACSIMILE OR ELECTRONIC**

Urgent matters arising between meetings of the State Council may be decided by a mail, facsimile or e-mail vote, which shall be conducted in the following manner:

- (a) Upon the instructions of the President or by resolution of the Board any matter which may be dealt with by the State Council shall be submitted to a vote by mail, facsimile or e-mail.

- (b) Where a vote by mail, facsimile or e-mail is intended to be taken, the Chief Executive Officer shall send by mail, facsimile or e-mail to each State Councillor who is entitled to vote, a clear statement of the question to be voted upon, with a request that they return their vote thereon by mail, facsimile or e-mail to the Chief Executive Officer. Such request shall state the date upon which voting shall close.
- (c) Within seven days of the closing of vote by mail, facsimile or e-mail the Chief Executive Officer shall mail, facsimile or e-mail each State Councillor and Director, a report of the result of such voting. The report shall contain a copy of the question and the resultant decision.
- (d) All mail, facsimile or e-mail votes received by the Chief Executive Officer shall be filed with a copy of the question and a copy of the report of the result of the voting, and shall be retained in the official file of SLSNSW for a period of not less than one year.

### **30. NOTICES OF MOTION**

- (a) Notice of any motion of which notice is required to be given shall be given in writing by the mover thereof and shall be endorsed by the Branch of which the mover is a State Councillor (after being duly seconded) to the Chief Executive Officer at least twenty-eight (28) days prior to the date of a meeting. Directors, State Councillors and Branches shall be given fourteen (14) days clear notice of such notices of motion. Any motion or resolution passed by the SLSNSW State Council may be rescinded or altered provided notice of rescission or alteration has been given under **Rule 31**.
- (b) All notices of motion, of which notice is required to be given in writing, shall be considered by the Rules and Constitution Committee to ensure they are in accordance with the Constitution.
- (c) Leave may be granted to amend such notice by resolution.
- (d) A motion of which due notice has been given, on being defeated, cannot be resubmitted nor may any other motion be moved having a similar effect within twelve (12) months from the date of its rejection except a motion relating to lifesaving appliances or methods.

### **31. RESCISSION OF RESOLUTIONS**

- (a) A resolution passed at a State Council Meeting shall not be rescinded other than at a subsequent State Council Meeting. Notice in writing of the intention to propose a rescission shall be given to the Chief Executive Officer at least 28 days before the State Council Meeting at which the proposal is intended to be moved and at least 14 days notice of the motion of rescission shall be given by the Chief Executive Officer to Directors, State Councillors and each Branch.

## **PART 4 BOARD & ADVISERS**

### **32. BOARD**

- (a) The Board shall consist of the Directors of SLSNSW who shall be elected at the Election State Council Meeting and shall be:
  - (i) President
  - (ii) Deputy President
  - (iii) Director of Finance
  - (iv) Director of Lifesaving
  - (v) Director of Education
  - (vi) Director of Surf Sports
  - (vii) Director of Member Services

All the foregoing Directors shall be members of a Club and must meet the qualifications as prescribed from time to time by the Board.

- (b) The Chief Executive Officer shall attend all meetings of the Board but shall not be a voting member of the Board.
- (c) Subject to the Act and this Constitution, the business of SLSNSW shall be managed, and the powers of SLSNSW shall be exercised, by the Board. In particular, the Board as the state authority for surf lifesaving in NSW shall be responsible for acting on state and local issues in accordance

with the objects of SLSNSW and shall operate for the benefit of the Members and the community throughout NSW and shall govern surf lifesaving in NSW in accordance with the objects set out in this Constitution.

- (d) The Board shall authorise persons to speak on behalf of SLSNSW.
- (e) The Directors of SLSNSW shall be elected in accordance with this Constitution, and subject to this Constitution, shall hold office from the conclusion of the Election Council Meeting at which they were elected until the conclusion of the second following Election Council Meeting. Directors may be re-elected.
- (f) The President, Director of Finance, Director of Education and Director of Surf Sports shall be elected in each year of even number and the Deputy President, Director of Lifesaving and Director of Member Services shall be elected in each year of odd number.
- (g) In the event of a vacancy occurring during the year, such vacancy may be filled at a State Council Meeting, after calling for nominations or by vote by mail, facsimile or e-mail conducted in accordance with a resolution of the Board.
- (h) The President of SLSNSW shall be the State Director to represent SLSNSW at meetings of the SLISA, provided however in the event of an absence of the President the Board may appoint a proxy State Director.

### **33. MEETINGS OF THE BOARD**

- (a) The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. Three (3) Directors may at any time, and the Chief Executive Officer shall on the requisition of three (3) Directors, convene a meeting of the Board within reasonable time.
- (b) 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 for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The President may exercise an additional casting vote where voting is equal.
- (c) 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 the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (d) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one (1) 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 this Constitution 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 33.3 (d) (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 33.3 (d) (i)** is satisfied again. If such condition is not satisfied within fifteen (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.

- (e) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is three (3).
- (f) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

#### **34. 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 an 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.

#### **35. ADVISERS**

- (a) As soon as practical after the Election State Council Meeting, the Board may appoint:
  - (i) a Lifesaving Adviser
  - (ii) an Education Adviser
  - (iii) a Surf Sports Adviser
  - (iv) a Member Services Adviser
  - (v) or any other Adviser that the Board may considers necessary from time to time and whom need not be a Member.
- (b) The Board may introduce such procedures for appointing or calling for nominations to fill Adviser positions as it deems fit from time to time.
- (c) Advisers appointed under **Rule 35 (a)** may be required to attend State Council Meetings without the right to vote.
- (d) Advisers may be invited to attend Board meetings for specific discussions.
- (e) Patron and Vice-Patrons (un in number) who need not be members of a Branch or Club shall be elected at the Election State Council Meeting.

#### **36. DUTIES OF DIRECTORS AND ADVISERS**

SLSNSW requires the various Directors and Advisers that are elected or appointed to perform such duties and undertake such responsibility as specified from time to time by the Board or as set out in the SLSNSW Regulations.

#### **37. REMOVAL OF DIRECTORS AND ADVISERS**

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

- (i) dies;
- (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (iii) 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;
- (iv) resigns his office in writing to SLSNSW;
- (v) is absent without the consent of the Board from three (3) consecutive meetings of the Board without valid excuse;
- (vi) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under SLSNSW;
- (vii) is directly or indirectly interested in any contract or proposed contract with SLSNSW and fails to declare the nature of his interest;



- (viii) is removed by Special Resolution;
- (ix) has been expelled or suspended from membership;
- (x) would otherwise be prohibited from being a director of a corporation under the Act;
- (xi) in the case of an Adviser, if in the opinion of the Board, that Adviser is not fulfilling their role at SLSNSW; or
- (xii) on the recommendation of a Judiciary Committee.

## **PART 5 FINANCE AND PROPERTY**

### **38. FINANCE**

- (a) The funds of SLSNSW shall be used in pursuit of the objects of SLSNSW.
- (b) The income and property of SLSNSW shall be applied solely towards the promotion of SLSNSW and its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members or Directors of SLSNSW provided that nothing herein shall prevent the payment in good faith of remuneration to any servant of SLSNSW. Any good faith made under this Rule must first be approved by the Board.

### **39. FINANCIAL YEAR**

The financial year shall be from the 1 July to 30 June in the next year.

### **40. AUDITOR AND INSPECTION OF BOOKS**

- (a) The Auditor shall be appointed at the Election State Council Meeting to hold office until the next Election State Council Meeting. If the position of Auditor becomes vacant between Election State Council Meeting or not being filled at the Election State Council Meeting, SLSNSW may appoint an Auditor to fill such vacancy until the next Election State Council Meeting.
- (b) SLSNSW employees, Directors, State Councillors or Advisers are not eligible for election as Auditor.
- (c) The Auditor shall conduct an audit of the books of accounts of SLSNSW at the end of each financial year. He shall also certify to the correctness of the income and expenditure account and to the correctness of the balance sheet for submission to the Annual General Meeting and shall verify the existence of all SLSNSW monies and securities.
- (d) The Auditor shall have right of access at all reasonable times to the books, accounts and vouchers of SLSNSW and shall be entitled to acquire from the Directors and employees of SLSNSW all such information and explanation as may be necessary for the performance of his duties.
- (e) The Auditor shall submit a report to the Annual General Meeting on the accounts examined by him and shall state:
  - (i) whether in his opinion the accounts presented to the meeting have been properly drawn up so as to exhibit a true and correct view of the state of SLSNSW affairs according to the best of his information and explanations given to him and as shown by the books of SLSNSW.
  - (ii) whether or not he has obtained all the information and explanations he has required.
- (f) The records, books and other documents of SLSNSW shall be open for inspection, free of charge, by a Member of SLSNSW at any reasonable hour and upon reasonable notice.

### **41. ANNUAL REPORT AND AUDITED FINANCIAL STATEMENT**

- (a) The Chief Executive Officer shall cause to be prepared prior to the Annual General Meeting:
  - (i) a report of the activities of SLSNSW during the closing season;
  - (ii) audited, financial statements for the financial year last ended, duly certified by the Auditor or Auditors and signed by the Director of Finance.
- (b) All Branches shall submit to the Chief Executive Officer at the close of each season and not later than 31 May, statistics of their respective Clubs on the official form provided for the compilation of the SLSNSW annual report.

#### **42. SLSNSW PROPERTY**

- (a) No person shall remove any property from SLSNSW premises, or any place wheresoever any property belonging to SLSNSW is kept, without first receiving written permission of the Chief Executive Officer. Persons receiving such permission shall be held responsible for the full value of such property until same is returned in similar condition as when removed.
- (b) Should a Club or other affiliated group cease to function as a surf life saving Club or affiliated group, the Branch to which the Club or group is affiliated, shall stand possessed as trustee of all real and personal property of the Club or group. If failing to reform within a period of three (3) years, the Club or group shall be treated as defunct, and its property both real and personal shall vest in the Branch absolutely.
- (c) Should a Branch cease to function as a Branch as defined in the Constitution, SLSNSW shall stand possessed as trustee of all real and personal property of the Branch for a period of three (3) years with power to sell and convert into money, all lifesaving gear and other chattels. In the event of the Branch failing to reform within a period of three (3) years, it shall be treated as defunct and its property, both real and personal shall vest in SLSNSW absolutely.

#### **PART 6 MISCELLANEOUS**

#### **43. ADDITION, ALTERATION OR AMENDMENT TO THE CONSTITUTION**

- (a) Subject to **Rule 43 (b)** no addition, alteration or amendment shall be made to this Constitution unless the same has been approved by a Special Resolution at a State Council Meeting of which twenty-one (21) days notice shall be given by the Chief Executive Officer to SLSNSW Directors, Advisers, State Councillors, each Branch and the convenor of the Rules and Constitution Committee. Such notice shall state the exact nature of the proposed addition, alteration or amendment and shall be lodged with the Chief Executive Officer at least forty-two (42) days before the meeting.
- (b) The Minister of the Crown for the time being administering the *Charitable Fundraising Act, 1991(NSW)*, shall be notified of the amendment and such amendment shall not be effective unless the Minister has signified his approval to such amendment being made.
- (c) The Chief Executive Officer shall within one month after the passing of a special resolution relating to the addition, alteration or amendment of this Constitution, lodge with the Australian Securities and Investments Commission notice of the change in the prescribed form.

#### **44. SLSNSW REGULATIONS**

- (a) The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, encouragement, management and administration of SLSNSW, the advancement of the objects of SLSNSW and surf life saving, as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and any policy directives of the State Council.
- (b) All SLSNSW Regulations made under this rule shall be binding on all Members.
- (c) Amendments, alterations, interpretations or other changes to the Regulations shall be advised to Branches and Clubs by SLSNSW circulars.

#### **45. DELEGATION OF AUTHORITY**

- (a) The Board may by instrument in writing create or establish or appoint from among its own Members or from other selected personnel as occasion may require, special committees, sub-committees, boards or individual officers and consultants to carry out such duties and functions and with such powers as the Board determines.
- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
  - (i) this power of delegation; and
  - (ii) a function imposed on the Board or the Chief Executive Officer by the Act, or any other law, or this Constitution or by resolution of the State Council in General Meeting.
- (c) A function, the exercise of which has been delegated under this rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

- (d) A delegation under this rule 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.
- (e) The Board may by instrument in writing, revoke wholly or in part any delegation made under this rule.

#### **46. STANDING COMMITTEES**

- (a) The Standing Committees of SLSNSW shall be:
  - (i) Life Membership and Honours Committee
  - (ii) The Rules and Constitution Committee
  - (iii) Meritorious Awards Committee
  - (iv) Surf Sports Selection Committee
  - (v) Finance and Audit Compliance Committee

which shall be appointed or elected each year in accordance with the Regulations. The Board may introduce such procedures for appointing or calling for nominations to fill Adviser positions as it deems fit from time to time.

#### **47. COMPETITIONS AND DISPLAYS**

- (a) SLSNSW shall have power to regulate all examinations, carnivals, competitions and displays within the State provided that in all Branch and inter-Branch competitions the Constitution of SLSA and general rules for competition as set out in the SLSA competition manuals are complied with.
- (b) SLSNSW shall have power to allocate any carnival, competition or display under its control to any Club and to appoint officials to control such carnival, competition or display.
- (c) SLSNSW may appoint referees, judges and other officials and may make rules respecting their power and duties.
- (d) SLSNSW may appoint as an official (other than examiner, referee or judge) any person (whether a Member of any Club, Branch or SLSNSW, or not) provided that it is satisfied that they have special knowledge qualifying them for such position. Any such person so appointed shall thereupon become and be a member of SLSNSW for the time they occupy such position.
- (e) An examiner (or similar), referee or judge in any examination, carnival, competition or display held within the State of NSW must be a duly qualified member of a Board of Lifesaving or an Accredited Official.
- (f) No Individual Member, Club or Branch shall participate in any carnival, competition, procession or display conducted by or on behalf of any outside person or organisation unless such Branch has first obtained the written permission of the Board.
- (g) In relation to trophies, prizes (cash or kind) and eligibility of member/s representing a section of SLSA to compete for or accept such trophies or prizes, the SLSA Regulations shall apply.

#### **48. SALARIED STAFF**

The President, representing SLSNSW, and the Chief Executive Officer shall have the power to appoint, define the duties of and fix the rate of pay of any salaried employees of SLSNSW.

#### **49. COMPANY SECRETARY**

For the purpose of the Act, the Chief Executive Officer shall be appointed as the Company Secretary.

#### **50. OFFICIAL CORRESPONDENCE**

All official correspondence to and from SLSNSW except from a Judiciary Committee must be forwarded through the Chief Executive Officer.

#### **51. COPY OF THE CONSTITUTION**

Each Branch shall be supplied with a copy of the Constitution and one shall always be made available for perusal on request to the Chief Executive Officer. A copy of the Constitution shall be available in the SLSNSW head office.

**52. NON-POLITICAL AND NON-SECTARIAN**

- (a) SLSNSW shall be strictly non-political and non-sectarian and neither SLSNSW, Branches, Clubs or any section of SLSNSW, shall directly or indirectly allow any subject bearing on politics or religion to be introduced or discussed at any meeting under its control or in any premises or place under its control either permanently or temporarily.
- (b) No member of SLSNSW shall, as such a member:
  - (i) Publicly participate in any political gathering or meeting.
  - (ii) In any publication or on television, film or radio or like production, or in any other manner express an opinion or belief which supports or tends to support or discredits or tends to discredit any political or religious party, activity or belief.
  - (iii) At any time publicly profess or claim to represent the views or beliefs of SLSNSW or any part thereof or members thereof.
  - (iv) Draw a comparison or compare the discipline, procedures or activities of SLSNSW or any part thereof with any political or religious activity, body or organisation.

**53. INSPECTION OF BRANCH, CLUB AND GROUP BOOKS**

- (a) The books and papers of any Branch or Club or other recognised group shall be open at all reasonable times for inspection by an authorised representative of SLSNSW, but no inspection shall be made unless by resolution of the State Council or the Board.
- (b) Provided that an affirmative resolution is obtained from a meeting of the Branch or Branch Executive, a Branch shall have similar authority to **Rule 53 (a)** to inspect the books and papers of its affiliated Clubs and other recognised groups.

**54. AUTHORITY TO APPOINT ADMINISTRATOR**

- (a) Should the State Council or the Board consider that a situation has developed within a Branch or Club or other recognised group which gives them extreme concern and is detrimental to the image of surf life saving, it shall have the authority to initiate discussion and investigate the operations of such Branch or Club or recognised group and then if considered necessary the authority to appoint person/s to take over control and re-establish a sound and satisfactory administration within that Branch or Club or recognised group and for such time as considered necessary.
- (b) A Branch Council or Branch Executive shall have similar authority in respect to its Clubs or other recognised groups and may take independent action to SLSNSW, provided the procedure in **Rule 54 (a)** is followed. In such situation, SLSNSW shall be immediately notified of the action taken by the Branch.
- (c) The State Council or the Board may request a Branch to initiate action against a Club or other recognised group within the Branch in accordance with **Rule 54 (a)** or to act on behalf of SLSNSW and report to them in the matter.
- (d) In respect of **Rule 54 (a)**, **Rule 54 (b)** and **Rule 54 (c)** any action taken by either the Board or a Branch Executive shall be subject to ratification of the State Council or the Branch Council respectively.

**55. WINDING-UP PROVISIO**

- (a) The action of winding up and distribution of surplus property shall be subject to decision by Special Resolution and otherwise in accordance with the Act.
- (b) If on a winding up or dissolution of SLSNSW there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members of SLSNSW but shall be given or transferred to some other body that is a registered or exempt charity having objects similar to the objects of SLSNSW and which shall prohibit the distribution of its or their income and property amongst its or their members.

- (c) Notwithstanding anything contained in this Constitution the “finance” and “winding up or dissolution” **Rule 38** and **Rule 55** will not be amended or removed from this Constitution.

**56. SAVING PROVISIO**

If any question arises which is not specifically provided for in the SLSA Constitution, the SLSA Regulations and the SLSA Manuals or this Constitution or the Regulations, it shall be competent for SLSNSW to temporarily legislate therefore, pending due alterations to the Constitution by Special Resolution.

**57. INDEMNITY**

- (a) Every Director, Adviser, State Councillor, auditor, manager, employee or agent of SLSNSW shall be indemnified out of the property or assets of SLSNSW against any liability incurred by them in their capacity as an Director, Adviser, State Councillor, Auditor, Manager, Employee or Agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the court.
- (b) SLSNSW shall indemnify its Directors, Advisers, State Councillors, managers and employees against all damages and costs (including legal costs) for which any such Director, Adviser, State Councillor, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
- (i) in the case of an Director, Adviser or State Councillor, performed or made whilst acting on behalf of and with the authority, express or implied of SLSNSW; and
  - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by SLSNSW.