



# Constitution

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**SURF LIFE SAVING SYDNEY NORTHERN BEACHES INCORPORATED**

**ABN 31 416 737 307**

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# Part 1 – Preliminary

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## 1 Name

The name of the association is Surf Life Saving Sydney Northern Beaches Incorporated (SLSSNB).

## 2 Objects of SLSSNB

SLSSNB is a charitable community service-based association. The **Objects** for which the association is established are to:

- a. Provide effective lifesaving services and emergency management throughout Sydney's northern beaches;
- b. Deliver best-practice training and education in surf rescue and emergency care to its volunteer members;
- c. Offer engaging development opportunities to its members and throughout the community;
- d. Promote health, wellbeing, and participation through surf sports;
- e. Increase the positive profile of surf lifesaving across Sydney Northern Beaches to motivate government, corporate, and community support; and
- f. Represent and support its member clubs to meet local and regional surf lifesaving objectives.

## 3 Rights of SLSSNB

Solely for furthering the Objects, SLSSNB has power to:

- a. Acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them
- b. Purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the purposes of SLSSNB and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof
- c. Construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of SLSSNB
- d. Borrow and raise money in such manner, as SLSSNB may think fit
- e. Raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of SLSSNB or without any such security and upon such terms as SLSSNB Executive or Board of Management shall think fit;
- f. Receive money on deposit with or without allowance of interest thereon;

- g. Invest any monies of SLSSNB, not immediately required for the objects of SLSSNB, in such manner as may from time to time be determined by SLSSNB or Board of Management;
- h. Do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- i. Take any gift of property whether subject to any special trust or not for any one or more of the objects of SLSSNB;
- j. Take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of SLSSNB in the shape of donations, annual subscriptions or otherwise;
- k. Subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of SLSSNB, so long as that other organisation prohibits the distribution of its income and property amongst its Members at least to the extent provided under this Constitution;
- l. Print and publish any newspapers, periodicals, books or leaflets that SLSSNB may think desirable for the promotion of its objects;
- m. Appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of SLSSNB and to pay them in return for services rendered to SLSSNB, salaries, wages and gratuities;
- n. Subscribe to any charities and to grant donations for any public purpose;
- o. Produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property of SLSSNB;
- p. Establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of SLSSNB and for that purpose, utilise any of the assets of or held on behalf of SLSSNB;
- q. Promote any other person or company for any purpose calculated to benefit SLSSNB;
- r. Take and effect insurance or seek, obtain and in its discretion, act on, any professional advice necessary or appropriate; and
- s. Do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of SLSSNB.

#### 4 Definitions and Interpretation

- a. In this Constitution unless a contrary intention appears:
  - i. **Act** refers to the *Associations Incorporation Act 2009* (NSW) and includes any supporting subordinate legislation which may be in force from time to time;
  - ii. **Advisor** refers to any member of a Standing Board that is not a Director;
  - iii. **AGM** refers to the annual general meeting of SLSSNB's Board of Management;
  - iv. **BoM** means the Board of Management described in Part 4;
  - v. **CEO** refers to the Chief Executive Officer being the principal paid employee and public officer of SLSSNB and includes any other title description by which the CEO may be known from time to time;
  - vi. **Director** refers to any member of the Executive Committee except the CEO;
  - vii. **EGM** refers to the election general meeting of the Board of Management;
  - viii. **Intellectual Property** means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to SLSSNB, the words "surf lifesaving" or any event

- or competition or surf lifesaving equipment, product, publication or activity developed, conducted or administered by SLSSNB;
- ix. **Regulations** means the Regulations made from time to time by the BoM under this Constitution in accordance with Section 31;
  - x. **Serious Criminal Offence** has the meaning as defined in SLSA Policy 6.16: Dealing with Police Investigations;
  - xi. **SLS Governing Bodies** refers to SLSA and SLSNSW;
  - xii. **SLSA** means Surf Life Saving Australia Limited, the company established to manage surf lifesaving activities at a national level in accordance with SLSA's constitution, and any successor organisations;
  - xiii. **SLSNSW** means Surf Life Saving New South Wales Limited, the company established to manage surf lifesaving activities at state level in accordance with SLSNSW's constitution, and any successor organisations;
  - xiv. **Standing Board** refers to one of: the Board of Lifesaving, the Board of Education, the Board of Surf Sports, the Board of Member Services, or other standing boards as may be created by the BoM from time to time—all as described in the Regulations;
  - xv. **Standing Committee** refers to one of: the Judiciary Committee, the Life Membership and Honours Committee, the Rules Committee, the Meritorious Awards Committee, the Selection Committee, the Awards of Excellence Committee, the Finance Committee, and other such standing committees as may be created by the BoM from time to time—all as described in the Regulations;
  - xvi. **Special Resolution** means a resolution to alter the Constitution, or to address other matters specified as requiring a Special Resolution in this Constitution.
- b. Headings and titles are provided for ease of reference only, and do not strictly form part of the Constitution in that they are not intended to form part of any interpretation of this Constitution, nor are enforceable as stand-alone statements.
  - c. If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

# Part 2 – Membership

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## 5 Membership generally

Subject to the requirements of this Constitution, the membership of SLSSNB shall consist of:

- a. all **Individual Members** of Clubs who meet the requirements of SLSA's Constitution and Regulations;
- b. Life Members, Distinguished Service Members, Outstanding Service Members and Prominent Service Members of SLSSNB (together, **Service Members**); and
- c. Clubs.

## 6 Register of Members

- a. The CEO must establish and maintain a register of Members, specifying at least:
  - 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 BoM member.
- b. Service Members, who are not Individual Members, and Clubs shall provide notice of any change in their register details within one (1) month of such change.
- c. The register of members must be available for inspection, free of charge, to any Member of SLSSNB during reasonable business hours.

## 7 Member liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of SLSSNB or the costs, charges and expenses of the winding up of SLSSNB is limited to the amount, if any, unpaid by the Member in respect of membership as required by Section 11 of the Constitution.

## 8 Nomination for membership

- a. Individual Members of Clubs do not need to apply separately to SLSSNB for membership. Service Members must only apply separately if they are not Individual Members of a Club.
- b. An application for membership of SLSSNB by a Club must:
  - i. be lodged each year within one (1) month of the Club's annual general meeting but not later than 31 October of each year; and
  - ii. be accompanied by:
    1. the relevant affiliation form and/or fee;
    2. a list of the Club's directors/officers and their contact details;
    3. if changed, the Club's updated constitution; and
    4. if changed, its proposed colours and badge, which shall be subject to the approval of SLSSNB.

## 9 Effect of membership

Members acknowledge and agree that:

- a. this Constitution constitutes a contract between each of them and SLSSNB and that they are bound by this Constitution, the Regulations, and other policies and procedures endorsed by SLSSNB in accordance with the Constitution, as well as similarly endorsed policies, procedures, and constituted rules of the SLS Governing Bodies;
- b. they are subject to the jurisdiction of SLSSNB as well as the SLS Governing Bodies; and
- c. they are entitled to all the benefits, rights, and services of SLSSNB and of the SLS Governing Bodies.

## **10 Cessation of membership**

- a. Subject to SLSSNB having the option to require payment of any fees in arrears, an Individual Member ceases to be a Member of SLSSNB:
  - i. Immediately, if the person ceases to be an Individual Member of a Club;
  - ii. Immediately, if the person is expelled from SLSSNB; or
  - iii. One (1) month after, if the Club of which the person is an Individual Member ceases to be a Member.
- b. Subject to SLSSNB having the option to require payment of any fees in arrears, a Club ceases to be a Member of SLSSNB:
  - i. if its membership is discontinued upon breach of this Constitution, the Regulations, a SLSSNB Policy, or a similar document of the SLS Governing Bodies and is unable to adequately justify or remedy that breach; or
  - ii. if expelled by SLSSNB for not renewing its membership in accordance with Section 8 of the Constitution.
- c. Where membership is ceased, the former member:
  - i. forfeits all right in and claim upon SLSSNB and its property;
  - ii. shall not use any surf lifesaving equipment or any other property of SLSSNB, including Intellectual Property;
  - iii. may reapply for membership to a Club unless previously expelled under Clause (a)(ii), in which case they must also apply to SLSSNB in writing to be accepted.

## **11 Fees and Subscriptions**

- a. Clubs shall pay annual fees and capitation rates as determined by SLSSNB.
- b. Payment terms and periods shall be prescribed in the Regulations.
- c. Any Club in default of payment may be debarred from participating in any assessment, competition, or display and the Club may be debarred from speaking or voting at BoM and/or Standing Boards until the liability has been paid.

## **12 Resolution of disputes**

- a. In the first instance, any disputes between Members should be addressed at Club level and according to the policies of the SLS Governing Bodies regarding disputes and grievance.
- b. In the event that the parties fail to resolve the dispute within fourteen (14) days:
  - i. if the Dispute is between a Member and another Member, the dispute shall be referred to the Community Justice Centre, under the *Justice Centres Act 1983* and



- if still not resolved shall be referred to an independent tribunal established by SLSSNB in accordance with the procedures determined by SLSSNB; or
- ii. if the dispute is between a Member and SLSSNB, the dispute shall be referred to an independent tribunal established by SLSNSW in accordance with the procedures determined by the SLS Governing Bodies.

### **13 Disciplinary matters**

- a. Where required and sometimes on their own motion SLSSNB should liaise with the Clubs to:
  - i. resolve and deal with Disciplinary Matters; or
  - ii. assist in any disciplinary matter where a Member is subject to proceedings commenced against them by the SLS Governing Bodies.
- b. SLSSNB is directly responsible for discipline in the following circumstances:
  - i. a disciplinary matter referred from a Club;
  - ii. a direction or referral from the SLS Governing Bodies; or
  - iii. Members while undertaking specific SLSSNB duties, for example: trainers, assessors and facilitators at assessments; officials at SLSSNB-endorsed carnivals; support operations; and participants in meetings convened by SLSSNB.

The Deputy President or CEO in the event of conflict should refer the matter to a Judiciary Committee and that committee may determine their own processes for hearing the matter, subject to the requirements of the SLS Governing Bodies, any SLSSNB Policies, and the provision of clear and timely notice of the procedure to the persons and clubs involved.
- c. Clubs whose members have committed or been charged by police with a Serious Criminal Offence should as soon as possible notify the Deputy President or the CEO the details of this offence.

### **14 Right of appeal**

- a. Both the Executive Committee and the Member(s) concerned have the right to appeal a decision of the Judiciary Committee. Any appeal must be lodged with SLSNSW within fourteen (14) days of written receipt of the decision of the Judiciary Committee.
- b. Appeals lodged by the Executive Committee on behalf of SLSSNB shall be paid out of SLSSNB funds. Appeals lodged by a Member(s) against an unfavourable decision shall be refunded by SLSSNB only if SLSNSW finds in unilateral favour of the Member(s).

# Part 3 – Executive Committee

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## 15 Powers of the Executive Committee

- a. Subject to relevant NSW statute and this Constitution, the business of SLSSNB shall be managed, and the powers of SLSSNB shall be exercised, by the Executive Committee.
- b. The Executive Committee, as the authority for surf lifesaving in Sydney Northern Beaches, shall:
  - i. be responsible for acting on local issues in accordance with Section 2 of the Constitution;
  - ii. operate for the benefit of the Members and the community throughout Sydney Northern Beaches;
  - iii. assist member Clubs to govern surf lifesaving in Sydney Northern Beaches in accordance with Section 2 of the Constitution; and
  - iv. have the power to regulate all assessments, carnivals, competitions and displays within Sydney Northern Beaches. This includes the allocation of events under its control to any Club and the appointment of referees, officials, and other personnel required to run such events.
  - v. be responsible for the filling of casual vacancies of Directors when the vacancy is 5 months or less before the next EGM.
  - vi. make recommendations to the BOM for the filling of casual vacancies of Directors which occur more than 5 months before the next EGM.
- c. The Executive Committee may authorise persons to speak on behalf of SLSSNB.
- d. The President shall be the State Councillor to represent SLSSNB at meetings of SLSNSW. In the event of the President being absent the Executive Committee may appoint a proxy.
- e. The President, representing SLSSNB, and the CEO shall have the power to appoint, dismiss, and define the duties, and fix the rate of pay of, any paid employees of SLSSNB.
- f. If the Executive Committee forms a view that a Club is acting in a way that is, or is likely to, bring SLSSNB and/or the SLS Governing Bodies into disrepute, it may investigate the operations of the Club to provide assistance and support.

## 16 Composition of the Executive Committee

- a. The Executive Committee shall comprise the following:
  - 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; and
  - viii. CEO.
- b. All positions on the Executive Committee, except the CEO, must be filled by Members.
- c. The President shall chair meetings of the Executive Committee. If the President is absent, the chair shall be the next available Director in line in Clause (a).
- d. Directors each have equal voting rights at Executive Committee meetings.
- e. No member of the Executive Committee may hold more than one position on the Executive Committee.

- f. Directors shall hold office from the conclusion of the EGM at which they were elected until the conclusion of the second following EGM. The President, Director of Education, Director of Surf Sports, and Director of Member Services shall be elected in each even year and the Deputy President, Director of Finance, and Director of Lifesaving shall be elected in each odd year. Directors may be re-elected Subject to Clause 20.
- g. Any Director elected to a position following the conclusion of a casual vacancy filled in accordance with clause 20(a) or (b) shall hold office until the next scheduled election as proscribed by clause 16(f).
- h. A club president cannot hold a position on the Executive Committee.
- i. Subject to the Regulations, members of the Executive Committee cannot be paid employees of SLSSNB.

## **17 Meetings of the Executive Committee**

- a. The Executive Committee shall meet as often as is deemed necessary but not less than three (3) times every calendar year. Subject to this Constitution, the Executive Committee may adjourn and otherwise regulate its meetings as it thinks fit. Three (3) Directors may at any time convene a meeting of the Executive Committee with reasonable notice to the CEO.
- b. Voting procedures at the Executive Committee shall be consistent with procedures used at the BoM, subject to the different distribution of voting rights in Section 16 of the Constitution.
- c. A quorum of the Executive Committee shall be four (4) Directors, present or otherwise able to communicate with each other instantaneously.
- d. The minutes of Executive Committee meetings shall be circulated to all BoM members and confirmed at the next Executive Committee meeting.

## **18 Delegation of Authority**

- a. The Executive Committee may, from time to time and in writing, engage Members and/or Non-Members to carry out such duties and functions, including the exercise of particular powers, as the Executive Committee determines appropriate..
- b. The Executive Committee may, in writing, delegate all functions other than:
  - i. this power of delegation; and
  - ii. a function imposed on the Executive Committee by law or by resolution of the BoM.
- c. While the delegated function under this Section is in force, the delegation may be exercised in accordance with the terms of the delegation..
- d. A delegation under this Section may specify the conditions under which the delegation may be exercised.
- e. The Executive Committee may, in writing, revoke wholly or in part any delegation made under this Section.

## **19 Election of the Executive Committee**

- a. All Directors must be elected at the EGM, except in the case of Casual Vacancy.
- b. Nominations of candidates for election as Directors must be:
  - i. made in writing, signed by the candidate and endorsed by their Club; and
  - ii. must be delivered to the Public Officer at least twenty eight (28) days before the date of the EGM.
- c. If no nominations are received for a Directorship, further nominations are to be received at the EGM. If insufficient further nominations are received at the EGM, any vacant positions remaining are taken to be casual vacancies.

- d. If one (1) nomination is received for a Directorship, that Member will be declared the position at the EGM.
- e. If two (2) or more Members have been nominated for a single position, a vote shall be conducted via simple preferential voting.
- f. Where a Casual Vacancy occurs in the office of a Director, a reference in this Constitution to that Director shall be deemed as a reference to the corresponding Assistant Director, until that Casual Vacancy is filled.

## **20 Casual vacancies**

- a. In the event a casual vacancy in a Directorship occurs 5 months or less before an EGM, the Executive Committee may appoint a Member to fill the vacancy and the appointed Member will hold office, subject to this Constitution, until the conclusion of the next EGM
- b. In the event a casual vacancy in a Directorship occurs more than 5 months before an EGM, the Executive Committee shall recommend to the BOM a member to fill the vacancy until the next EGM. The BOM may approve the recommended member to fill the vacancy but is not obliged to do so. The appointed member will hold office, subject to this Constitution, until the conclusion of the next EGM.
- c. A casual vacancy in a Directorship occurs if the Director:
  - i. dies;
  - ii. ceases to be a Member;
  - iii. is absent from Executive Committee meetings without the consent of the Executive Committee for a period of three (3) months;
  - iv. resigns from office by notice in writing to the President or Public Officer;
  - v. is removed from office by Special Resolution or by the Judiciary Committee in the event of a disciplinary matter;
  - vi. becomes a mentally incapacitated person;
  - vii. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months;
  - viii. based on criteria in the Corporations Act 2011 (Cth), becomes insolvent or is prohibited from being a director of a company;
  - ix. holds the office of club president;
  - x. subject to the Regulations, becomes a paid employee of SLSSNB
- d. The Public Officer shall notify Clubs in writing of a casual vacancy within seven (7) days of any vacancy.

# Part 4 – The Board of Management

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## **21 Powers of the Board of Management**

The role of the BoM shall be to:

- a. Elect the Directors of SLSSNB, including approving recommendations by the Executive Committee for the appointment of casual vacancies which occur more than 5 months before the next EGM;
- b. Consider and vote on amendments to the Constitution and Regulations;
- c. Determine and review SLSSNB's strategic direction;
- d. Inform the Executive Committee of significant membership issues; and
- e. Elect Members to Standing Committees and endorse Standing Board appointments.

## **22 Composition of the Board of Management**

- a. The BoM shall comprise the following:
  - i. the President of each Club and
  - ii. the members of the Executive Committee.
- b. The President shall chair meetings of the BoM. If the President is absent, the chair shall be the next available Director in accordance with Section 16 of the Constitution.
- c. A quorum of the BoM shall be fourteen (14) members with voting rights. If a quorum is not present 20 minutes after the appointed meeting time, the meeting shall be adjourned to a time and location determined by the Executive Committee.
- d. A Club President or Director unable to attend a meeting may appoint a proxy. A proxy shall have the same rights as the member they are representing. The proxy shall be:
  - i. a member of the relevant club and be appointed in writing to the CEO in advance of the relevant meeting if they are representing a Club President; or
  - ii. the Assistant Director or member of the Director's standing board, if they are representing a Director.
- e. All Members are permitted to attend BoM meetings, although only BoM members and SLSSNB Life Members are able to speak.

## **23 Notice of Board of Management meetings and business**

- a. The Executive Committee shall give at least twenty-one (21) clear days' notice of BoM meetings to all BoM members.
- b. Notice shall include the time and location of the meeting, minutes of the previous meeting, and an agenda including full details of any Special Resolutions to be considered. Any notices of motion from Clubs shall be provided in writing to the Public Officer at least twenty-eight (28) days before the relevant BoM meeting.
- c. The BoM shall meet as often as is deemed necessary but at least six (6) times per calendar year.
- d. Annually and within six (6) months of the end of the Financial Year, the BoM will conduct an AGM to receive the annual report, audited financial statements, and other appropriate business.
- e. Minutes of all BoM meetings, including AGMs and EGMs, shall be taken, circulated to all BoM members, and confirmed at the next meeting.

- f. The Public Officer shall convene a meeting of the BoM at the direction of the Executive Committee or when requested by at least eleven (11) Club Presidents.

## **24 Election General Meetings of the Board of Management**

- a. The BoM will conduct an EGM annually (preferably in May).
- b. At least two (2) calendar months prior to the date of the EGM, the Public Officer shall call for nominations for relevant Directors and all Standing Committees by writing to all Members.
- c. Any Member may nominate for a position in section 24(b). All nominations shall be:
  - i. signed by the member nominating and forwarded through their Club to SLSSNB;
  - ii. lodged with the Public Officer at least twenty-eight (28) days before the meeting; and
  - iii. forwarded to the Public Officer by the Club, if received by a Club.
- d. The Public Officer shall notify the BoM of all nominations received at least twenty-one (21) days in advance of the EGM.
- e. In addition to electing Directors and the Standing Committees, the EGM may elect an unlimited number of patrons and or vice-patrons of SLSSNB. Patrons and vice-patrons need not be Members.

## **25 Voting at Board of Management meetings**

- a. At an EGM or AGM, or in other BoM votes involving an election, only Club Presidents (or their proxy) shall have voting rights.
- b. A Special Resolution is passed by positive votes of at least 75% of Club Presidents (or their proxy) present;
- c. At all other BoM meetings, decisions requiring a vote at the BoM shall be determined by simple majority across the Club Presidents, the President, the Director of Lifesaving, the Director of Education, the Director of Surf Sports and the Director of Member Services.
- d. In all cases of a tied vote, the Chair shall have a casting vote.
- e. Votes concerning a contested election shall be conducted by confidential paper ballot and determined by simple preferential voting. In these cases, the Chair may appoint appropriate persons to collect and count the ballot. Any candidate may appoint one scrutineer to observe the count. Unless two (2) or more voting members request a confidential ballot, all other votes shall be conducted by a show of hands and determined by simple majority.
- f. Voting by electronic mail is permitted and may be conducted on a matter, as prescribed by the Regulations.

# Part 5 – Miscellaneous

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## **26 Public Officer**

- a. The CEO shall be the Public Officer for SLSSNB. In the event of a vacancy in the office of the CEO, the Director of Finance shall be the Public Officer.
- b. All official correspondence in and out of SLSSNB shall go through, and be recorded by, the Public Officer.
- c. The Public Officer shall ensure that this Constitution, the Regulations, and all endorsed Policies are available to Members on request.

## **27 Insurance**

SLSSNB shall effect and maintain insurance as required under the Act, together with any other insurance that may be required or regarded as necessary by the SLS Governing Bodies.

## **28 Financial Year**

The Financial Year of SLSSNB shall be from 1<sup>st</sup> of May to 30th April each year.

## **29 Auditor and Inspection of Books**

- a. The Auditor shall be appointed at the EGM to hold office until the next EGM. In the event of the position of Auditor becoming vacant between EGMs or not being filled at the EGM, the Executive Committee may appoint an Auditor to fill such vacancy until the next EGM.
- b. SLSSNB employees, BoM members, and Advisors are not eligible for election as Auditor.
- c. The records, books and other documents of SLSSNB shall be open for inspection, free of charge, by a member of SLSSNB at any reasonable hour and upon reasonable notice.

## **30 Change of name, objects, and constitution**

The Constitution shall not be altered except by Special Resolution.

## **31 Regulations**

- a. The BoM may formulate, adopt, and issue Regulations for the proper advancement, management, administration and Objects of SLSSNB.
- b. Notice of any proposed change to the Regulations must be on the agenda of any BoM meeting and:
  - i. be circulated to BoM members at least six (6) days prior to the BoM meeting at which the motion is to be considered; and
  - ii. include the exact terms of the proposed change to the Regulations.
- c. To alter the Regulations, the motion must be:
  - i. passed by resolution in which more than 50% of Club Presidents vote in favour;
  - ii. noted in the minutes of the BoM meeting; and
  - iii. updated in the copies of the Regulations available to all Members.
- d. The Regulations are binding on SLSSNB and on all Members.

### **32 SLSSNB Policies**

- a. The Executive Committee may formulate, adopt and issue binding policies to manage SLSSNB. Such policies must be consistent with the Constitution the Regulations, and any strategic directives set down by the BoM.
- b. New policies and any amendments to existing policies shall be advised to Clubs in writing and be available upon request to the Public Officer.

### **33 SLSSNB Colours**

- a. The SLSSNB colours shall be red, white, and blue.
- b. The SLSSNB cap shall be white in colour with one red and one blue strip each 25 millimetres from the lateral centre of the cap.
- c. The SLSSNB logo shall be as follows:



### **34 Winding Up Proviso**

- a. The action of winding up and distribution of surplus property shall be subject to a decision by Special Resolution.
- b. If on a winding up or dissolution of SLSSNB there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be divided equally amongst the Clubs. If the Clubs are unable to accept any surplus, it shall be transferred to some other local body that is a registered charity with similar Objects to SLSSNB.

### **35 Indemnity**

- a. Every BoM member, Advisor, Auditor, employee or agent of SLSSNB shall be indemnified out of the property or assets of SLSSNB against any liability incurred by them in their defined capacity 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 NSW Statute, granted to them by the court.
- b. SLSSNB shall indemnify its BoM members, Advisors, and employees against all damages and costs (including legal costs) for which any such agent may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - i. in the case of a BoM member or Advisor, performed or made whilst acting on behalf of and with the authority, express or implied of SLSSNB; and
  - ii. in the case of an employee, performed or made in the course of, and within the scope of their employment by SLSSNB.