

SURF LIFE SAVING NEW SOUTH WALES

THE CONSTITUTION

This Constitution was adopted by the State Council on 11th November 2023

SURF LIFE SAVING NEW SOUTH WALES

CORPORATIONS ACT

A COMPANY LIMITED BY GUARANTEE

THE CONSTITUTION

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SURF LIFE SAVING NEW SOUTH WALES
ABN 93 827 748 379

THE CONSTITUTION

1. NAME

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

2. OBJECTS OF SLSNSW

SLSNSW is a charitable organisation which is established solely to be, and to continue as, a charity. SLSNSW's will pursue the following charitable purposes (**Objects**) :

- (a) participate as a member of Surf Life Saving Australia Limited (**SLSA**) through and by which surf lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) conduct, encourage, promote and administer surf lifesaving and SLSNSW as a benevolent, beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community in New South Wales;
- (c) at all times promote mutual trust and confidence within SLSNSW in pursuit of these Objects;
- (d) promote the economic, community and emergency service success, strength and stability of SLSNSW;
- (e) affiliate and otherwise liaise with SLSA in the pursuit of these Objects;
- (f) conduct, encourage, promote and advance the relief of human distress in the aquatic environment through and by the application and provision of lifesaving standards, equipment, techniques and awards;
- (g) conduct, encourage, promote and advance aquatic safety and management and the protection and preservation of life in the aquatic environment in New South Wales;
- (h) use and protect the Intellectual Property in pursuit of these Objects;
- (i) apply the property and capacity of SLSNSW solely towards the fulfilment of these Objects;
- (j) conduct, encourage, promote and advance education and research in, surf lifesaving standards, equipment, techniques and awards to improve and safeguard the use of the aquatic environment and the protection and safety of the community;
- (k) have regard to the public safety and protection and the public interest in its operations;

- (l) ensure that promotion and protection of the aquatic environment in New South Wales are considered in all activities conducted by SLSNSW;
- (m) promote the health, safety and protection of the public and all users of the aquatic environment in New South Wales;
- (n) establish, grant and support awards in honourable public recognition of meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of promoting the health, safety and protection of the public; and
- (o) 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, SLSNSW has the legal capacity and powers of a company limited by guarantee 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 (Cth)* (as amended).

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

“Appointed Director” means a person, whether an Individual Member or not, appointed to be a Director under **Rule 32(a)**. An Appointed Director is not an Elected Director.

“Auditor” means the person or organisation appointed by SLSNSW under **Rule 39** 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 Elected Directors and the Appointed Directors as described in **Rule 32(a)**.

“Branch” means a surf lifesaving organisation which is a Member of SLSNSW under **Rule 11** and formed to further the Objects and surf lifesaving in a particular geographic area.

“Branches” comprise 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, as varied from time to time under this Constitution.

“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 **Rule 11** 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.

“Committee” means a Committee to which powers have been delegated by the Board under either **Rule 44** or otherwise under the terms of the Constitution.

“Constitution” means this constitution of SLSNSW and includes any Schedule to this document.

“Director” means an Elected Director or an Appointed Director (and any casual vacancy appointment under **Rule 32(h)**).

“Director of Lifesaving” means the Elected Director elected as Director of Lifesaving under **Rule 32(a)**.

“Effective Time” means at the time of completion of the State Council Meeting at which changes to this Constitution were adopted in 2020.

“Electoral Procedure” refers to the provisions set out in Schedule One to the Constitution governing elections to be conducted by or on behalf of SLSNSW under the Constitution, specifically the election of Elected Directors at Election State Council Meetings.

“Elected Director” means an Individual Member elected to be a Director under **Rule 32(a)** including the Director of Lifesaving.

“Election State Council Meeting” means the meeting of the State Council held under **Rule 22** at which elections will be held to elect Elected Directors.

“Group” means a group of Members (whether incorporated or not) formed to pursue and develop a special interest within surf lifesaving and which is recognised by SLSNSW.

“Individual Member” means an individual who is a Member of SLSNSW under **Rule 11** and otherwise 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 lifesaving” or any event or competition or surf lifesaving equipment, product, publication or activity developed, conducted,

promoted or administered by SLSNSW.

“Judiciary Committee” means a committee established under **Rule 18** from time to time as needed 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 **Rule 11**.

“Nominations Committee” means the Committee established under **Rule 46** to assist the Board with ensuring that it, other SLSNSW subsidiaries, controlled entities and all Committees have appropriately skilled and experienced composition and leadership, together with such other functions delegated to it by the Board or otherwise set out in the Regulations.

“Objects” means the Objects of SLSNSW set out in **Rule 2**.

“President” means the Elected Director elected as President of SLSNSW under **Rule 32(a)**.

“Returning Officer” means the individual appointed to collect, count and confirm the outcome of any election.

“Regulations” means any Regulations or policies made from time to time by SLSNSW under **Rule 43**.

“Schedule” refers to a schedule to the Constitution including the Electoral Procedure.

“SLSA Regulations” means any regulations made by SLISA 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 convened under **Rule 24**.

“Special Resolution” means a resolution passed at any 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 45**.

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

“State Council” means the body consisting of the President (as an *ex officio* member) and the State Councillors.

“State Councillor” means the President (as an *ex officio* member) and a person appointed by a Branch to represent that Branch at State Council Meetings.

“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.

“Surf Life Saving” means the multitude of diverse and varied activities which SLSNSW members and paid staff undertake for the advancement of coastal water safety, emergency service response & support and preparation of those members and staff for those activities.

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 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.

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. The replaceable rules in the Act

are expressly displaced by this Constitution.

5. SLSNSW COLOURS

SLSNSW colours shall be sky blue.

6. PATROL HOURS

- (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 Board.
- (b) Subject to clause 6(c), Clubs shall perform rostered patrols during the patrol season on all Saturdays, Sundays and Public Holidays unless otherwise directed by the Board.
- (c) The composition and hours of duty for beach patrols within Branches shall be determined by the relevant Branch Director of Lifesaving and forwarded to the Board (or if directed by the Board, to the Director of Lifesaving) for consideration, endorsement or action prior to the commencement of the patrol season.
- (d) The composition 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.

7. SLSNSW AS STATE CENTRE

SLSNSW shall affiliate to and be a member of SLISA, as recognised under 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 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. FORMATION OF NEW BRANCHES

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 current 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 will 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 that 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 in accordance with this Constitution.

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:
 - (i) be present, debate and vote on behalf of the Branch at the Election State Council Meeting, Annual General Meeting, Special General Meetings and State Council Meetings; and
 - (ii) vote on the election of Elected Directors in accordance with **Rules 19(c)** and **Rule 22(d)**;
- (b) Life Members, who shall have the right to be present and debate at the State Council Election Meeting, Annual General Meeting and Special General Meetings, but shall have no voting rights;
- (c) Clubs, which subject to this Constitution, shall be represented by their Club President who shall have the right to (on behalf of their appointing Club):
 - (i) be present and debate at the State Council Election Meeting, Annual General Meeting and Special General Meetings; and
 - (ii) vote on the election of Elected Directors in accordance with the Constitution;
- (d) all Individual Members, who shall have the right to be present at the State Council Election Meeting, Annual General Meeting and Special General Meetings but shall have no voting or debating rights; and
- (e) 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 of Members 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 all other 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 limited 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 (or any other entity, partnership, alliance or collective that the Board deems appropriate) must be:
 - (i) in writing on the form prescribed by SLSNSW from time to time (if any), from the Branch or the Club (or any other entity, partnership, alliance, Group or collective) or its nominated representative and lodged with SLSNSW; and
 - (ii) accompanied by a copy of the applicant's constitution or governing documents, list of participants or register of members and the appropriate fee, if any.
- (c) SLSNSW may accept or reject an application whether the applicant Branch or Club (or any other entity) 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 need not give reasons for rejection but will refund any fees forwarded with the application.
- (d) Branches and Clubs (and any other entity approved by the Board) must re-affiliate annually. **Rule 14(c)** applies to applications for re-affiliation. 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 reasonable conformity with amendments made to this Constitution and the constituent documents of SLISA.
- (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) Subject to the Regulations, Individual Members and Life Members must renew their Club membership annually.
- (h) Irrespective of an Individual Member satisfying its Club's membership requirements, SLSNSW may acting reasonably and in good faith (subject to consultation with the relevant Branch or Club) at its discretion decline, or remove from, Membership an Individual Member including for reasons relating to the Individual Member's character, concerns that the Individual Member is not a fit and proper person, or that the Individual Member has or may bring SLSNSW or surf lifesaving into disrepute.

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 the Board.
- (b) Any Branch, Club or Member being in default in payment of any liabilities to SLSNSW or to any other Branch or Club, may have its membership suspended, or if already a Member, may be prevented by SLSNSW from participating at any assessment, competition or display held under the control of SLSNSW; and the State Councillor of any Branch so defaulting will not be entitled to attend, speak or vote at any meeting of SLSNSW until such liability has been paid.

16. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
 - (i) 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;
 - (ii) 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;
 - (iii) by submitting to this Constitution, the Regulations, the SLSA constitution and the SLSA regulations they are subject to the jurisdiction of SLSNSW and SLSA;
 - (iv) this Constitution, the Regulations, the SLSA constitution and SLSA regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Surf Life Saving as a community service;
 - (v) they are entitled to all benefits, advantages, privileges and services of SLSNSW; and
 - (vi) neither membership nor this Constitution gives rise to any:

1. proprietary right of a Member in, to or over SLSNSW or its property or assets; and
 2. automatic right of membership renewal; and
 3. (subject to any relevant law) any right to natural justice, unless expressly provided for in the Constitution.
- (b) In the event of any conflict or inconsistency between this Constitution, the Regulations, the SLSA constitution and the SLSA regulations, then this Constitution and the Regulations prevail to the extent of that conflict over the provisions in the other documents unless the Board directs otherwise. In the event of any conflict or inconsistency between this Constitution and the Regulations, this Constitution prevails to the extent of that conflict or inconsistency.

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 limited 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 the Board 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 in consultation with the relevant Branch and Club.
- (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 lifesaving 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 one (1) month of re-affiliation or membership renewal falling due.

- (i) Where an Individual Member or Life Member fails to renew their Club membership by 31 October (or such other date specified in a Regulation), their membership of SLSNSW will simultaneously lapse.
- (j) A Member which has been expelled or suspended under **Rule 17(b)(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 in consultation with the relevant Branch and Club.
- (k) SLISA Regulation 7 applies as if reproduced in this Constitution.

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 SLISA constitution or SLISA 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 lifesaving; or
 - (iii) brought SLSNSW or surf lifesaving into disrepute irrespective of when such action, inaction or event occurred.

SLSNSW may, subject to **Rule 17**, commence or cause to be commenced, investigatory and/or 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 Regulations. In the absence of any such Regulation the relevant SLISA Regulations will apply.

- (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 Regulations.

19. STATE COUNCIL OF SLSNSW

- (a) The State Council shall consist of:
 - (i) the President; and
 - (ii) the Branch Presidents (with each Branch President representing their appointing 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. The President is and remains a State Councillor by virtue of their office as President and on ceasing to hold that office is replaced by the new President.

- (c) The role of State Council shall be to:
 - (i) participate in the election of the Elected Directors by each State Councillor casting their vote(s) on behalf of, and as directed in writing by, the State Councillor's appointing Branch in accordance with **Rule 22(d)**;
 - (ii) approve any amendments to this Constitution in accordance with **Rule 42**;
 - (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 state-wide issues; and
 - (vi) provide feedback to the Board on the results of its governance decisions in practice at Member level.
- (d) The President shall, subject to this Constitution, preside as chairman at every State Council Meeting except:
 - (i) in relation to any election of Elected Directors for which the President is a nominee; or
 - (ii) where a conflict of interest exists in regard to the President.
- (e) If the President is not present, or is unwilling or unable to preside as chairman the Deputy President shall preside as chairman for that meeting only except:
 - (i) in relation to any election of Elected Directors for which the Deputy President is a nominee;
 - (ii) where a conflict of interest exists in regard to the Deputy President,

in which case the chairman will be a Branch President selected by the attending State Councillors as chairman for that meeting only.
- (f) SLSNSW Directors may attend the State Council Election Meeting, Annual General Meeting and Special General Meetings and State Council Meetings. They may debate but shall have no voting rights.

20. PROXIES

- (a) Should a State Councillor be unable to attend a State Council Meeting the Branch should appoint by notice in writing to the Chief Executive Officer, a member of that Branch to participate and vote in their place.
- (b) Where a Branch cannot be represented by one of its members, 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 (1) 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, 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 approved expenses for attending State Council Meetings of each Director 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, or on such other date as determined by the Board.
- (b) At least 10 weeks 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 and all Clubs.
- (c) All nominations for Elected 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 forty-five (45) days before the meeting.

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

- (d) Elected Directors will be elected by a majority of votes of the Branch Presidents in their capacity as State Councillors in accordance with the Electoral Procedure and the voting method prescribed by the Regulations from time to time.
- (e) The Minutes of the Election State Council Meeting shall be circulated to all Directors, State Councillors, Branches and Clubs and confirmed at the next State Council Meeting.

23. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting shall be held each year within the period of six (6) 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 shall be duly circulated to all Directors, State Councillors, Branches and Clubs and confirmed at the next

Annual General Meeting.

24. SPECIAL GENERAL MEETINGS

Special General Meetings may be called at the direction of the Board or State Council or on a requisition to the Chief Executive Officer by at least six (6) 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, State Councillors and each Branch.

25. QUORUMS AT ALL STATE COUNCIL MEETINGS

- (a) The quorum at all State Council Meetings shall be at least seven (7) State Councillors including the President. If the President is not present at, or is unwilling or unable to attend, a State Council Meeting, the reference to President in this clause means that person determined under **Rule 19(e)**.
- (b) If there is not a quorum present at a State Council Meeting one (1) 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 present may adjourn the meeting until a later time.

26. METHOD OF VOTING AT MEETINGS

Subject to Rules 27 and 42 and the Electoral Procedure:

- (a) For voting on any other matter, the “by a simple majority” method of voting shall be employed at all SLSNSW meetings.
- (b) If there is an equality of votes by any resolution in the “by the simple majority” voting, the Chairman of the meeting may exercise a casting vote.
- (c) Subject to **Rule 19(c)(i)**, only State Councillors shall be eligible to vote at all State Council Meetings.

27. BALLOTS AND RULES GOVERNING ELECTION OF DIRECTORS

Subject to the Regulations and the Electoral Procedure:

- (a) In the case of any election, if insufficient nominations are received to fill the position of an Elected Director, the persons nominated shall be deemed to be elected and all unfilled positions will be casual vacancies to which **Rule 32(i)** will apply.
- (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 the method prescribed by the Electoral Procedure from time to time.
- (d) A Returning Officer will be appointed in accordance with the Electoral Procedure.

- (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 in accordance with the Electoral Procedure setting out the procedure governing the vote.
- (g) Once all votes have been received, the Returning Officer shall advise the Chairman the result of the vote in accordance with the Electoral Procedure, whereupon the Chairman shall declare to the meeting the result of the vote.

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, ELECTRONIC MAIL OR ON ANOTHER VOTING PLATFORM

Matters requiring the approval of the State Council may be decided by:

- (a) in respect of urgent matters arising between meetings of the State Council, by a mail or e-mail vote or by using such other platform or means that reliably facilitates such votes and enables all State Councillors to participate (**Other Voting Platform**) prescribed by the Regulations; or
- (b) in relation to the election of Elected Directors, by using the Other Voting Platform prescribed by the Regulations,

which shall be conducted in the following manner:

- (c) 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, e-mail or Other Voting Platform;
- (d) where a vote by mail or e-mail is intended to be taken, the Chief Executive Officer shall notify all State Councillors and send by mail, or e-mail to or otherwise notify 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 or e-mail to the Chief Executive Officer or otherwise in accordance with the rules governing the use of the Other Voting Platform pursuant to Rule 29(a). Such request shall state the date upon which voting shall close;
- (e) within seven (7) days of the closing of vote the Chief Executive Officer shall mail 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;
- (f) all 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 by SLSNSW for a period of not less than one (1) year; and
- (g) the use of any Other Voting Platform is subject to the Electoral Procedure, and the Electoral Procedure is paramount to the extent of any conflict or ambiguity between it and any rules or procedures also applicable to any Other Voting

Platform.

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 of it and shall be endorsed by the Board (where moved by a Director), or the relevant 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 State Council may be rescinded or altered provided notice of rescission or alteration has been given under **Rule 31**.
- (b) Leave may be granted to amend such notice by resolution.
- (c) 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 where:
 - (i) the defeated or resubmitted motion or new motion with similar effect as a defeated motion, has the support of the majority of the Board; or
 - (ii) the motion relates to lifesaving appliances or methods.

31. RESCISSION OF RESOLUTIONS

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 twenty-eight (28) days before the State Council Meeting at which the proposal is intended to be moved and at least fourteen (14) days' notice of the motion of rescission shall be given by the Chief Executive Officer to Directors, State Councillors and each Branch.

32. BOARD

- (a) The Board will consist of seven (7) Elected Directors of SLSNSW and up to two (2) Appointed Directors. All Elected Directors must be elected at the Election State Council Meeting and shall occupy one (1) of the following:
 - (i) President;
 - (ii) Deputy President;
 - (iii) Director of Lifesaving; or
 - (iv) One of the four (4) other Elected Directorships.
- (b) All Elected Directors must:
 - (i) be Individual Members;
 - (ii) not be a Branch or Club President, a Branch or Club Director (or other officer or employee) however described (or must otherwise resign within 2 weeks of successful election as an Elected Director); and

- (iii) must meet such other qualifications as may be prescribed from time to time by the Board.
- (c) The Board:
 - (i) may appoint up to two (2) Appointed Directors to the Board. Such appointments are to be on a skills basis, with the appointee possessing skills identified as highly advantageous to SLSNSW. An appointee need not be an Individual Member, but the Board may, at its discretion, initially look to the Individual Members to identify appropriate candidates for appointment as Appointed Directors. An Appointed Director must not be a Branch or Club President, a Branch or Club Director (or other officer or employee) however described; and
 - (ii) must consider any report or recommendations provided by the Nominations Committee concerning candidates for Appointed Directorships.
- (d) The Chief Executive Officer shall attend all meetings of the Board but shall not be a voting member of the Board.
- (e) Subject to the Act and this Constitution, the business and affairs of SLSNSW shall be managed and controlled, and the powers of SLSNSW shall be vested in and 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 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.
- (f) Subject to this Constitution the Board will appoint the Chief Executive Officer on such terms and for such period as the Board determines and may authorise persons to speak on behalf of SLSNSW. The terms governing the appointment and duties of the Chief Executive Officer will be set out in a written agreement entered into between SLSNSW and the Chief Executive Officer.
- (g) The Directors of SLSNSW shall be elected in accordance with this Constitution, and subject to this Constitution, shall hold office:
 - (i) In the case of Elected Directors from the conclusion of the Election State Council Meeting at which they were elected until the conclusion of the third following Election State Council Meeting. Directors may be re-elected such that they may hold office for a period of six (6) continuous years;
 - (ii) In the case of Appointed Directors from the conclusion of the Board meeting at which they were appointed until the conclusion of the Board meeting first occurring after the third anniversary of their appointment (or such shorter term determined by the Board). Appointed Directors may be appointed for a second term not exceeding three (3) years, provided that they may not serve more than six (6) continuous years; and
- (h) The calculation of service as a Director does not include:
 - (i) any service as a casual vacancy Director; and
 - (ii) any service by a person as a Director prior to first Election State Council Meeting at which the Director was elected after the Effective Time.

- (i) In the event of a casual vacancy on the Board occurring from time to time, the Board may appoint (by simple majority vote and subject to first consulting with and considering any recommendations and reports from the Nominations Committee) any Individual Member, in the case of a vacant Elected Director position, to fill the casual vacancy for the duration of the term of the retiring Director whose position they are filling . The Director filling the casual vacancy may then nominate for any vacant Board position (as relevant) in accordance with this Constitution.
- (j) The President of SLSNSW shall be the SLSNSW representative at meetings of SLISA, provided however in the event of an absence of the President the Board may appoint a proxy representative.

33. MEETINGS OF THE BOARD

- (a) The Board will meet:
 - (i) as regularly as is prudent and necessary to conduct and oversee the business and affairs of SLSNSW; and
 - (ii) not less than 6 times in each calendar year,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 a 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 a casting vote where voting is equal.
- (c) The Board may pass a resolution, without a meeting of Directors being held, if all the Directors, entitled to vote on the resolution, assent to a document containing a statement that they are in favour of the resolution set out in the document. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors and the resolution shall be passed when the last Director signs the document containing the resolution. A Director may signify assent to such a resolution by signing the document or by notifying SLSNSW of the assent in writing or by any form of technology including by not limited to email, telephone, SMS text or other form of recognised electronic communication.
- (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(e)(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(e)(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 a majority of Directors.
 - (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.
 - (g) All acts done at any meeting of the Board or by a Committee or by any person acting as a member of any Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or the Committee or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified, and continued to be a Director or a member of the Committee (as the case may be).

34. CONFLICT OF INTEREST

A Director shall declare their interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise and shall absent them self from discussions of such matter and shall not be entitled to vote in respect of such matter. If there is uncertainty as to whether it is necessary for a Director to absent themselves 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. DUTIES OF DIRECTORS

SLSNSW requires the various Directors 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.

36. REMOVAL OF DIRECTORS

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;

- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to SLSNSW;
- (e) is absent without the consent of the Board from three (3) consecutive meetings of the Board without valid excuse;
- (f) becomes a Branch or Club President, a Branch or Club Director (or other officer or employee) however described;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under SLSNSW;
- (h) is directly or indirectly interested in any contract or proposed contract with SLSNSW and fails to declare the nature of their interest;
- (i) is removed by resolution under section 203D of the Act;
- (j) has been expelled or suspended from membership;
- (k) would otherwise be prohibited from being a director of a corporation under the Act; or
- (l) is subject to a recommendation of a Judiciary Committee to be removed from office.

37. FINANCE

- (a) The funds of SLSNSW shall be used in pursuit of the Objects.
- (b) The income and property of SLSNSW shall be applied solely towards the promotion of SLSNSW and the 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 person who has in good faith provided services to SLSNSW. Any good faith payment made under this Rule must be approved by the Board.

38. FINANCIAL YEAR

The financial year shall be from 1 July to 30 June in the next year or such other period agreed by the Board.

39. AUDITOR AND INSPECTION OF BOOKS

- (a) Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.
- (b) The Auditor:
 - (i) shall be given notice of all General Meetings at the same time as such notice is given to the Members and is entitled to attend any General Meeting of SLSNSW;
 - (ii) is entitled to be heard at a General Meeting on any part of the business of

the meeting that concerns the Auditor in their capacity as Auditor;

- (iii) may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting; and
- (iv) is entitled to be heard even if:
 - A. the Auditor retires at the General Meeting; or
 - B. the General Meeting passes a resolution to remove the Auditor from office.
- (c) SLSNSW employees, Directors or State Councillors are not eligible for election as Auditor.
- (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 their duties.
- (e) Subject to the Act, the books and records of SLSNSW shall be open for inspection, free of charge, by a Member of SLSNSW at any reasonable hour and upon reasonable notice.

40. ANNUAL REPORT AND AUDITED FINANCIAL STATEMENT

- (a) The Chief Executive Officer shall cause to be prepared prior to the Annual General Meeting:
 - (i) an annual report on the previous financial year's activities of SLSNSW in accordance with the Act;
 - (ii) audited, financial statements for the financial year last ended, duly certified by the Auditor or Auditors and signed by the President and the Chair of the SLSNSW Finance, Audit and Compliance Committee.

41. 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 Group cease to function as a surf lifesaving 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, subject to applicable laws, its property both real and personal shall vest in the Branch absolutely. If the Club or Group's property does not vest in the Branch, the Club or Group must take all reasonable steps to facilitate the vesting of their property in the Branch.
- (c) Should a Branch cease to function as a Branch, 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. If the Branch fails to reform within a period of three (3) years:

1. it shall be treated as defunct;
2. subject to applicable laws the defunct Branch's real and personal property shall be transferred to some or all of the Clubs that comprise that affected Branch (such allocation to be determined by SLSNSW) provided that each proposed recipient is a registered or exempt charity having objects similar to the objects of the Defunct Branch and which shall prohibit the distribution of its or their income and property amongst its or their members; and
3. in the event that the defunct Branch's property cannot be transferred to some or all Clubs in the affected Branch, then subject to applicable laws, that property must be transferred to SLSNSW,

and the Branch must take all reasonable steps to facilitate the transfers set out above, as the case may be.

- (d) Should SLSNSW cease to function in accordance with this Constitution, SLISA shall stand possessed as trustee of all real and personal property of SLSNSW for a period of three (3) years with power to sell and convert into money, all lifesaving gear and other chattels. If SLSNSW fails to function substantially in accordance with this Constitution within a period of three (3) years, it shall be treated as defunct and its property will be dealt with in accordance with **Rule 55**.

42. ADDITION, ALTERATION OR AMENDMENT TO THE CONSTITUTION

- (a) Subject to **Rule 42(b)** no addition, alteration or amendment shall be made to this Constitution (including the Electoral Procedure) 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, State Councillors and each Branch. 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 Chief Executive Officer shall within one (1) 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.

43. 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 and surf lifesaving, as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution.
- (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.

- (d) To the extent reasonably practicable, the Board will consult with the State Council in regard to any proposed material amendment to, or the proposed adoption or removal of, any Regulation.

44. DELEGATION OF AUTHORITY TO COMMITTEES

- (a) The Board may by resolution or by instrument in writing delegate any of its powers to Committees consisting of Directors or any other person or persons as the Board thinks fit. Any Committee formed or person or persons appointed to the Committee shall, in the exercise of the powers delegated, conform to any Regulations that may from time to time be imposed by the Board.
- (b) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate, 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.
- (c) The Board may delegate such functions as are specified in the resolution or 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.
- (d) 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.
- (e) 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.
- (f) The Board may by instrument in writing, vary, revoke wholly or in part any delegation made under this rule.
- (g) The meetings and proceedings of any Committee shall be governed by the provisions of these Rules for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any regulations made by the Board under **Rule 44**.

45. STANDING COMMITTEES

- (a) The Standing Committees of SLSNSW will be constituted in accordance with **Rule 44** by the Board and include:
 - (i) Lifesaving Committee;
 - (ii) Surf Sports Committee;
 - (iii) Member Services Committee;
 - (iv) Education Committee;

- (v) Finance and Audit Compliance Committee;
 - (vi) Risk Committee;
 - (vii) Investment Advisory Committee;
 - (viii) Nominations Committee;
 - (ix) Life Membership and Honours Committee; and
 - (x) such other Committee or Committees determined by the Board from time to time.
- (b) All Standing Committees will be appointed and hold office in accordance with **Rules 44, 46** and the Regulations.
 - (c) Subject to their duties arising under this Constitution and/or by virtue of being a Director, each of the chairs of the Standing Committees and of any other Committee may liaise with the Members as they see fit, provided that all such interactions are respectful, professional and for the purposes of advancing the interests of the relevant committee and SLSNSW.

46. NOMINATIONS COMMITTEE

- (a) There is a Nominations Committee.
- (b) The functions of the Nominations Committee are:
 - (i) generally to provide ongoing advice and assistance to the Board in the identification of relevant leadership and related skills for those holding leadership roles, together with the development, upskilling and maintenance of governance skills across SLSNSW, its various organs and controlled entities;
 - (ii) in relation to the election of candidates for Elected Director and the appointment of Appointed Directors, it will;
 - A. assist the Board in developing a skills matrix, candidate criteria or similar tools to enable a review of the suitability of candidates for either Elected or Appointed Director roles;
 - B. assist the Board to identify possible candidates for future appointment as Appointed Directors;
 - C. gather from each candidate all relevant information concerning their professional, educational, cultural training and experience and other pertinent information, including their experience within SLSNSW and any other relevant organisation (**Candidate Information**);
 - D. review and consider the Candidate Information and provide a report and recommendation on each candidate as to their suitability, strengths and fit with the needs and ethos of SLSNSW to the State Council and to each electing Member (in the case of the election of Elected Directors) and to the Board (in the case of the appointment of Appointed Directors);
 - (iii) such other matters as are set out in the Regulations (or are otherwise delegated to it by the Board).

- (c) The Nominations Committee:
- (i) is governed by this Constitution, the Regulations (including any Charter specific to the Nominations Committee) and all directions of the Board, whether by resolution or otherwise;
 - (ii) reports to the Board;
 - (iii) is comprised of those persons appointed by the Board; and
 - (iv) will be chaired by the Surf Life Saving NSW Legal Counsel (or in their absence, by the appointed Surf Life Saving Services Director) and comprises members drawn from the following sources:
 - A. The Surf Life Saving NSW Legal Counsel (Chair)
 - B. The Surf Life Saving NSW President
 - C. a Director of Surf Lifesaving Services Pty Limited;
 - D. the Chair of the Risk Committee; and
 - E. a representative of the State Council (as selected by the State Council);
 - (v) members will hold office for a term as determined and advised by the Board from time to time.

47. COMPETITIONS AND DISPLAYS

- (a) SLSNSW shall have power to regulate all assessments, carnivals, competitions and displays within the State provided that in all Branch, inter-Branch and club competitions, the constitution of SLISA and general rules for competition as set out in the SLISA competition manuals and the SLSNSW Regulations are complied with.

48. SALARIED STAFF

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 (or such other persons as determined by the Board from time to time) shall be appointed as a Company Secretary.

50. OFFICIAL CORRESPONDENCE

All official correspondence to and from SLSNSW 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 a copy 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 Group, 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, in its capacity as a Member (whether while in uniform or other recognisable SLSNSW capacity):
 - (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; or
 - (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 approved by resolution of the Board and with reasonable notice to the relevant Branch or Club.
- (b) Provided that an affirmative resolution is obtained from a meeting of the Branch or Branch Executive, a Branch has similar authority to **Rule 53(a)** to inspect the books and papers of its affiliated Clubs and other Groups.

54. AUTHORITY TO APPOINT

- (a) Should the Board consider that a situation has developed within a Branch or Club or other recognised Group which in its reasonable opinion and acting in good faith, gives it concern or, may be detrimental to the image or reputation of surf lifesaving, the Board may:
 - (i) initiate discussion and investigate the operations of such Branch or Club or recognised Group; and

- (ii) then if considered necessary and subject to the Act or the *Associations Incorporation Act 2009* (whichever governs the relevant Club, Branch or recognised Group), appoint person/s to assume control and re-establish a sound and satisfactory administration within that Branch or Club or recognised Group and for such time as considered necessary, and to the extent practicable the Board will notify the State Council in relation to Branch appointments or the relevant Branch in relation to Club appointments (failure to notify does not invalidate any such appointment). If requested by the Board, a Club, Branch or recognised Group will promptly take all actions necessary to facilitate SLSNSW assuming control and re-establishing sound and satisfactory administration.
- (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.

55. WINDING-UP PROVISIO

- (a) The action of winding up and distribution of surplus property shall be subject to decision by Special Resolution of the Board and otherwise in accordance with the Act and any other relevant legislation.
- (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 be given or transferred to some other body that is a registered or exempt charity having objects similar to the Objects 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 **Rule 37** (Finance) and **Rule 55** (Winding up or dissolution) 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, any SLSA Manual, this Constitution or the Regulations, it shall be competent for SLSNSW to temporarily legislate therefore, pending due alterations to the Constitution by Special Resolution under **Rule 42**.

57. INDEMNITY

- (a) Every Director, officer, manager, employee or agent of SLSNSW shall be indemnified out of the property and assets of SLSNSW against any liability incurred by them in their capacity as Director, officer, 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, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of:
 - (i) Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of SLSNSW; and
 - (ii) a manager or employee, performed or made in the course of, and within the scope of their employment by SLSNSW.

SCHEDULE ONE

ELECTORAL PROCEDURE

1. Nominations and Notices

These operative provisions are built upon compliance with the rules governing the nominations for Elected Directors and the role of the Nominations Committee set out in **Rules 22** and **46** of the Constitution.

Once nominations have closed, all Branch Presidents and Club Presidents will receive an Election Notice containing:

- (a) a link to view the nominations and CVs of the nominees;
- (b) a copy of the Nomination Committee Report;
- (c) confirmation of the voting period which must remain open for at least 2 weeks prior to the Election State Council Meeting (**Voting Period**).

For the purpose of nominations, Directors shall be classified as either Specified Directors or Unspecified Directors.

Specified Director positions are:

- (a) President;
- (b) Deputy President;
- (c) Director of Lifesaving.

Unspecified Director positions are all other Director positions.

All nominees must first nominate for an Unspecified Director position, and must also state if they wish to nominate for any Specified Director position available at that election. All election material will denote where a nominee has also nominated for a Specified Director position.

2. Branch Voting Meeting

During the Voting Period, each Branch President must hold a Branch Council meeting during which:

- (a) all Clubs in the relevant Branch must have their Club President (or their nominated representative) present to cast a vote on their behalf;
- (b) a register of attendance is required to be signed and kept as evidence that all Clubs were represented,

and which may be held in person and/or by utilising such technologies as may allow those participating in the meeting to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication.

If a Club cannot provide representation at the Branch Council meeting, then the

Club's vote is registered as abstained. A proxy vote can be assigned in the absence of a Club's non-attendance, in accordance with the relevant Branch Constitution.

During the Voting Period:

- (a) the Branch Council shall meet to discuss the nominations;
- (b) each Club President will, at the scheduled Branch Council meeting, cast their Club's vote in regard to the nomination(s) by secret ballot by placing a mark next to the nominee(s) for whom they wish to vote for;
- (c) the maximum number of nominees a Club President may vote for shall be no more than the number of Director positions available for election (e.g. if there are three (3) positions open for election a maximum of three (3) nominees may be selected);
- (d) there shall be no preferential voting and the results of the election will be based on the 'first past the post' method (i.e. the nominee who received the most votes is elected for the vacant position);
- (e) the Branch President will tally the votes from all of its Branch Clubs, and must promptly notify the Branch Clubs representatives of the outcome at the Branch Council meeting;
- (f) in the event of a tied vote for the any/final position, the Branch President shall have the casting vote; and
- (g) the Branch Presidents must vote in accordance with the outcome of their Branch Club's votes.

3. Voting

Using the voting platform approved pursuant to **Rule 29** each Branch President will be eligible to submit one vote on behalf of their Branch in accordance with the voting instructions issued.

Each Branch President (acting as a State Councillor) must access the online voting portal and submit the Branch's agreed vote(s) online to reflect the agreed majority decision of the Branch.

For the avoidance of doubt:

- (a) there will be a maximum of 11 votes cast (comprising 1 vote from each of the 11 Branches, representing the collective intent of all 129 Clubs) to determine the election of Elected Directors;
- (b) each State Councillor will cast 1 of these votes on behalf of and as directed by their Branch for the purpose of the Election State Council Meeting;
- (c) there shall be no preferential voting and each Branch President will vote for its Branch's preferred nominee(s) (in accordance with the outcome of the Branch Clubs' vote). The maximum number of nominee(s) selected shall be no greater than the number of positions available for election.

4. Returning Officer

The State Council will appoint a returning officer and notify the SLSNSW Board of this appointment.

All 11 electronic votes (lodged by the Branch Presidents) will be aggregated within the voting platform approved pursuant to **Rule 29**, with the result sent to the returning officer, which may only be accessed by the returning officer.

The nominated returning officer will only have access to the returning officer email account (or equivalent facility under the voting platform approved pursuant to **Rule 29**) on the day of and immediately prior to the Election State Council Meeting when the election results will be announced.

5. Scrutineers

Each candidate may nominate one (1) scrutineer who shall be a member of SLSNSW to witness the counting of votes. Scrutineers shall be bound by confidentiality and shall not disclose the results or individual vote counts but may confirm the result of the Ballot.

6. Determination of Successful Nominees

For the purpose of the Election State Council Meeting, there shall be no preferential voting and the successful nominee(s) shall be determined by the 'first past the post' method (i.e. the nominee who received the most votes is elected for the vacant position). The nominees who receive the highest number of votes cast by the Branch Presidents with respect to the relevant positions available shall be declared duly elected as directors of SLSNSW (i.e. where there are three (3) positions available the highest three (3) polling nominees shall be duly elected, where two (2) positions are available, the highest two (2) polling nominees, where one (1) position is available, the highest one (1) polling nominee).

If, upon review by the scrutineer, it is revealed that there is a tied vote for any position(s), then the State Council will have the deciding vote by secret ballot with votes cast by each State Councillor at the Election State Council Meeting to split the tie. In this instance, the exhaustive ballot system shall be used. There shall be no further representations by the nominees prior to the tie-breaker vote occurring.

If the State Council's tie-breaker vote results in another tie, the relevant position(s) shall be carried forward as a casual vacancy that may be filled in accordance with the Constitution.

7. Determination of Specified Directors Positions

Following the announcement of the successful nominee(s) elected as Unspecified Director(s), the election scrutineer shall then confirm to the meeting which of the successful nominees had also nominated for a Specified Director position.

If there is only one (1) nominee for a Specified Director position, they shall be deemed elected to the Specified Director position.

If there is more than one (1) nominee for a Specified Director position (including a nominee who is successful in the Unspecified Director election or otherwise), the State Council shall conduct an election of the Specified Director position(s) by secret ballot with votes cast at the Election State Council Meeting, in which case the exhaustive system shall be used. For the avoidance of doubt, incumbent Elected Directors may nominate for a vacant Specified Director position and if successful:

- a) their existing office is vacated and becomes a casual vacancy.
- b) shall hold office in the Specified Director position for the term (and subject to the maximum tenure of six (6) continuous years) specified in Rule 32(g)(i)

If those incumbent Elected Directors are unsuccessful, they continue in their existing office. State Councillors are not required to obtain direction in relation to their votes in an exhaustive run-off for the election of Specified Directors.

If there are no nominees for a Specified Director position who are successful in the Unspecified Directors election, the State Council will immediately call for nominations from the Board of Directors who will be in place as at the close of the Election State Council Meeting. For the avoidance of doubt, nominations may not be received from any otherwise departing Director whose appointment must cease at the close of the Election State Council Meeting (as per rule 32(g) of the Constitution). The Election State Council Meeting Chair may adjourn the meeting to allow Directors and State Councillors the requisite time to consider their position, but the Election State Council Meeting must be concluded by the end of that calendar day.

The State Council shall then determine the election of Specified Directors position/s by secret ballot, and the exhaustive system shall be used.

If there is only one (1) nominee for a Specified Director position from the Board, they shall be deemed elected to the Specified Director position.

If there are no nominations for the Specified Director position, it will be considered a casual vacancy which will be filled in accordance with the Constitution.