

CONSTITUTION

AUSTRALIAN SURF ROWERS LEAGUE

Associations Incorporation Act 2009 (NSW)

DRAFT FOR
DISCUSSION
30 June 2016



CONTENTS

1.	NAME OF ASSOCIATION.....	1
2.	DEFINITIONS AND INTERPRETATION.....	1
3.	OBJECTS OF THE ASSOCIATION.....	2
4.	POWERS OF THE ASSOCIATION	3
5.	MEMBERS.....	3
6.	MEMBERSHIP APPLICATION.....	5
7.	REGISTER OF MEMBERS	5
8.	EFFECT OF MEMBERSHIP.....	6
9.	DISCONTINUANCE OF MEMBERSHIP.....	6
10.	DISCIPLINE.....	7
11.	SUBSCRIPTIONS AND FEES.....	8
12.	EXISTING COMMITTEE MEMBERS.....	8
13.	POWERS OF THE COMMITTEE	9
14.	COMPOSITION OF COMMITTEE.....	9
15.	ELECTION OF COMMITTEE MEMBERS.....	9
16.	RIGHT TO CO-OPT	10
17.	VACANCIES ON THE COMMITTEE	11
18.	MEETINGS OF THE COMMITTEE.....	12
19.	DELEGATIONS.....	14
20.	ANNUAL GENERAL MEETING.....	14
21.	SPECIAL GENERAL MEETINGS.....	15
22.	NOTICE OF GENERAL MEETING.....	15
23.	BUSINESS.....	16
24.	NOTICES OF MOTION	16
25.	PROCEEDINGS AT GENERAL MEETINGS	16
26.	VOTING AT GENERAL MEETINGS.....	17
27.	GRIEVANCE PROCEDURE.....	18
28.	RECORDS AND ACCOUNTS	18
29.	AUDITOR.....	19
30.	INCOME	19
31.	WINDING UP.....	20
32.	DISTRIBUTION OF PROPERTY ON WINDING UP.....	20
33.	ALTERATION OF CONSTITUTION.....	20
34.	REGULATIONS	21
35.	NOTICE	21
36.	LIABILITY, INDEMNITY AND INSURANCE.....	22



1. NAME OF ASSOCIATION

The name of the Association is the Australian Surf Rowers League Incorporated. (The Association)

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

“**Act**” means the *Associations Incorporation Act 2009 (NSW)*.

“**Addresses**” means postal, email or mobile phone contacts for the Member.

“**Association**” means the Australian Surf Rowers League Incorporated.

“**SLSA**” means Surf Life Saving Australia Limited

“**Committee**” means the body managing the Association and consisting of the committee members.

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

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

“**Committee Member**” means a Member of the Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

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

“**Individual Member**” means a registered, financial Member of the Association and can only include general members, honorary members, Hall of Fame Members and Life Members.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in New South Wales.

“**Life Member**” means an Individual appointed as a Life Member of the Association under **clause 5.2**.

“**Hall of Fame Member**” means an individual appointed as a Hall of Fame Member of the Association under **clause 5.2**

“**Member**” means a Member of the Association for the time being under **clause 5**.

“**Membership Year**” means the 12 month period from 1 May to 30 April of the following year.

“**Objects**” means the Objects of the Association in **clause 3**.

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

“**Public Officer**” means the person appointed to be the public officer of the Association in accordance with the Act.

“**Register**” means a register of Members kept and maintained in accordance with **clause 7**.



“**Special Resolution**” means a Special Resolution defined in the Act.

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

“**State Body**” means any Committee, Panel or Incorporated Association purporting to represent the interests of and the surf rowers of a State or Territory or Region of Australia or elsewhere and which is recognised as such by the Committee from time to time.

2.2 Interpretation

In this Constitution:

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

2.3 Severance

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

2.4 The Act

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

3. OBJECTS OF THE ASSOCIATION

The Association is established solely for the Objects.



The Objects of the Association, in no particular order, are established to:

- (a) conduct, encourage, promote, advance and administer surf rowing throughout Australia and worldwide.
- (b) act at all times on behalf of and to represent the interests of the Members and surf rowing throughout Australia and worldwide.
- (c) liaise with the international Life Saving Federation, Surf Life Saving Australia and their respective affiliated bodies and any other interested bodies or individuals in respect of surf rowing, surf rowing competition, safety and education.
- (d) abide by, promulgate, enforce and secure uniformity of surf rowing rules throughout Australia.
- (e) advance the reputation of surf rowing in the community and throughout Australia and worldwide.
- (f) conduct or commission research and development for improvements in methods of surf rowing and surf rowing equipment.
- (g) have regard to the public interest including environmental considerations in its operations.
- (h) further develop surf rowing into an organised institution to foster, regulate, organise and manage competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful members.
- (i) formulate or adopt and implement appropriate policies in relation to matters and issues that arise from time to time.
- (j) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.
- (k) apply the property and capacity of the Association towards the fulfilment and achievement of these objects.
- (l) promote the involvement and influence of surf rowing standards, techniques, awards and education with bodies involved in aquatic sport.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS

5.1 Members

The Members of the Association shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings of the Association;



- (b) General Members, those who have joined and paid the annual subscription fees as applicable for that season. General Membership concludes 30 April each year and each of which such members shall have the right to be present, debate and vote at General Meetings of the Association and the following Annual General Meeting for the election of the committee for the following season.
- (c) Hall of Fame Members, each of whom shall have the right to be present, debate and vote at General Meetings of the Association;
- (d) Honorary Members, each of whom shall have the right to be present and debate at General Meetings of the Association but shall have no right to vote at such meetings.
- (e) Such other classes of membership as determined by the committee from time to time.

5.2 Life Members

- (a) The Board may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Association and surf rowing, where such service is deemed to have assisted the advancement of the Association and surf rowing be appointed as a Life Member.
- (b) A resolution of the annual general meeting to confer life membership (subject to **clause 5.2(c)**) on the recommendation of the Committee must be a Special Resolution.
- (c) A person must accept or reject the Associations' resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

5.3 Hall of Fame Members

A nomination for a person for Hall of Fame membership of the Association

- (a) Must be made in writing to the Secretary in the form and manner as laid down in Regulations made from time to time.
- (b) Must provide an outline of the person's service to surf boat rowing and the period over which that service has been provided.
- (c) The nomination will be considered by the Hall of Fame Committee constituted as laid down in Regulations made from time to time.

5.4 Honorary Members

Shall have the right to be present and debate at General Meetings of the Association but who shall have no right to vote.

5.5 Such other classes of membership

As determined by the committee from time to time.



6. MEMBERSHIP APPLICATION

6.1 Application for Membership

An application for membership by an individual must be:

- (a) on the form prescribed from time to time by the Committee (if any), from the applicant or its nominated representative and lodged with the Association; and
- (b) accompanied by the appropriate fee (if any).

6.2 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in **clause 6.1** or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the applicant shall become a Member.
- (c) Membership shall be deemed to commence upon acceptance of the application by the Association. The Register shall be amended accordingly as soon as practicable.
- (d) Where the Association rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association

6.3 Renewal

Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Association in Regulations from time to time.

6.4 Deemed Membership

- (a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Association shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Any Members of the Association, prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.4 (a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7. REGISTER OF MEMBERS

7.1 Association to Keep Register

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

- (a) the full name, and contact details as required by the Committee for each Member; and
- (b) where applicable, the date of termination of membership of any Member.

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



7.2 Inspection of Register

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

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Committee considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) This Constitution forms a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority;
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Association;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of surf rowing; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member who has paid all arrears of fees payable to the Association may resign or withdraw from membership by giving one month's notice in writing to the Association.
- (b) Once the Association receives a notice of resignation of membership given under **clause 9.1 (a)**, it must make an entry in the Register that records the date on which the Member ceased to be a Member.
- (c) Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

9.2 Discontinuance for Breach

- (a) Membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the duly authorised Committee or Board.



- (b) Membership shall not be discontinued by the Committee under **clause 9.2 (a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Committee's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2 (a)** by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.2** as soon as practicable.
- (d) Life Members and Hall of Fame Members may in extreme cases have their title revoked for actions considered as bringing the Association into disrepute.

9.3 Member to Re-Apply

A Member whose membership has been discontinued under **clauses 9.1 or 9.2**:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Committee.

A member who has not re-applied for membership of the Association within one month of re-application falling due, the membership will be deemed to have lapsed from that time. The Register of Members must be amended accordingly.

9.4 Forfeiture of Rights

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

9.5 Membership may be Re-instated

Membership which has been discontinued under this **clause 9** may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

9.6 Refund of Membership Fees

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

10. DISCIPLINE

10.1 Disciplinary Panel

- (a) The Committee may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the duly authorised Committee;
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association and surf rowing; and/or



(iii) brought the Association, any other Member or surf rowing into disrepute.

That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Regulations.

- (b) The Committee may appoint a Disciplinary Committee including from the Committee Members or other Members of the Association to deal with any disciplinary matter referred to it. Such a Disciplinary Committee shall operate in accordance with the procedures expressed in the Regulations but is subject always to the Act.
- (c) The Disciplinary Committee may:
- (i) expel
 - (ii) suspend or
 - (iii) otherwise deal with

any member found guilty of the conduct which is the subject of any disciplinary matter referred to it by the Committee pursuant to this clause.

10.2 Appeals Panel

- (a) Any Member who has been penalised or in any way restricted by a finding or determination of the Disciplinary Committee shall have the right to appeal any such finding.
- (b) Appeal by an aggrieved Member is to an Appeals Panel, which will comprise 3 panel members: a Committee Member, member and non-member.
- (c) All decisions of the Appeals Panel shall be final and binding on all affected parties.
- (d) The Appeals Panel may:
- (i) affirm or
 - (ii) vary or
 - (iii) quash

any determination or decision or any part thereof of the Appeals Panel as it sees fit.

11. SUBSCRIPTIONS AND FEES

The annual membership subscription and any fees or other levies payable by Members to the Association and the time for and manner of payment shall be as determined by the Committee.

12. EXISTING COMMITTEE MEMBERS

The Committee Members in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next annual general meeting following such adoption of this Constitution. After this General Meeting the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.



13. POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Association shall be managed and the powers of the Association shall be exercised by the Committee. In particular, the Committee shall act in accordance with the Objects and shall operate for the benefit of the Members and the community.

14. COMPOSITION OF COMMITTEE

14.1 Composition of the Committee

The Committee shall comprise:

- (a) The President
- (b) The Secretary
- (c) The Treasurer
- (d) Six (6) Vice Presidents

who must all be Members and who shall be elected under **clause 15**;

- (e) The Secretary may act as Public Officer.
- (f) The Public Officer must reside in New South Wales.

Duties of Committee Members are covered by Regulations made from time to time.

14.2 Election and Appointment of Committee Members

The elected Committee Members shall be elected under **clause 15**.

14.3 Portfolios

If the Committee considers it appropriate, in order to further the objects of the Association, it may allocate Committee Members certain portfolios, with specific responsibilities, as determined in the discretion of the Committee.

15. ELECTION OF COMMITTEE MEMBERS

15.1 Nomination of Candidates

Nominations shall be called for by the Secretary fifty six (56) days prior to the Annual General Meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Committee from time to time.

15.2 Form of Nomination

Nominations for all Committee Members (including President) must be:

- (a) in writing;



- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two Individual Members;
- (d) certified by the nominee (who must be a Member) expressing his willingness to accept the position for which he is nominated; and
- (e) delivered to the Association not less than twenty eight (28) days before the date fixed for the Annual General Meeting. The Association shall send the nominations to the Members entitled to receive notice under this Constitution together with the Agenda for that General Meeting.

15.3 Elections

- (a) If the number of nominations received is less than the number of vacancies to be filled, the persons nominated shall be deemed to be elected; and
- (b) further nominations may in the Chairman's discretion be received at the Annual General Meeting.
- (c) 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.
- (d) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates for each vacancy on the Committee.
- (e) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

15.4 Term of Office of Committee Members

Committee Members elected under **clause 15** shall be elected and hold office for two year terms as follows:

- (a) In odd numbered years the President, Secretary and three Vice President positions shall be filled.
- (b) In even numbered years the Treasurer and three remaining Vice Presidential positions shall be filled

15.5 Committee Members Vacating Office

Any Association documents, records or other property in the possession, custody or control of that Committee Member shall be returned to the Association within 14 days.

16. RIGHT TO CO-OPT

It is expressly acknowledged that the Committee shall have the right to co-opt any person with appropriate experience or expertise to assist the Committee in respect of such matters and on such terms as the Committee thinks fit. Any person so co-opted shall not be a Committee Member, and shall not exercise the rights of a Committee Member, but shall act in an advisory role only.



17. VACANCIES ON THE COMMITTEE

17.1 Casual Vacancies

Any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Committee Member's term under this Constitution.

17.2 Grounds for Termination of Office of Committee Member

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

- (a) dies
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health
- (d) resigns his office in writing to the Association.
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of six months
- (f) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association.
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest
- (h) in the opinion of the Committee (but subject always to this Constitution):
 - i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association
 - ii) has brought the Association into disrepute
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001 (Cth)

17.3 Remaining Committee Members May Act

In the event of a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act. However, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of Committee Members they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.



18. MEETINGS OF THE COMMITTEE

18.1 Committee to Meet

The Committee shall meet in person or as otherwise determined by the president from time to time as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. At any time the Secretary shall on the request of three Committee Members convene a meeting of the Committee within reasonable time.

18.2 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Committee. All Committee Members shall have one vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

18.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Committee Members for the time being shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the Members 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 Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that Committee Members are not required to be present in person.
 - iii) If a failure in communications prevents **clause 18.3 (b) (i)** from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members 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 **clause 18.3 (b) (i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
 - iv) Any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.



18.4 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is five (5).

18.5 Notice of Committee Meetings

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven (7) days written notice of the meeting of the Committee shall be given to each Committee Member. The agenda shall be forwarded to each Committee Member not less than four (4) days prior to such meeting.

18.6 Chairman

The President will act as Chairman of any Committee or General Meeting. If the Chairman is not present, or is unwilling or unable to preside at a particular meeting the remaining Committee Members shall appoint another Committee Member to preside as Chairman for that meeting only.

18.7 Conflict of Interest

A Committee Member shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the Committee, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

18.8 Disclosure of Interests

- (a) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.
- (b) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

18.9 General Disclosure

A general notice stating that a Committee Member is a member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under **clause 18.8**. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

18.10 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with **clause 18.7**, **clause 18.8** and/or **clause 18.9** must be recorded in the minutes of the relevant meeting.



19. DELEGATIONS

19.1 Committee May Delegate Functions

The Committee may, by instrument in writing, create or establish or appoint from its own members, or otherwise, special committees, sub-committees, boards, individual officers and consultants to carry out specific duties and functions. The Committee will determine what powers these committees are given.

19.2 Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

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

19.3 Delegated Function Exercised in Accordance with Terms

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

19.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **clause 18**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Committee.

19.5 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

19.6 Revocation of Delegation

At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

20. ANNUAL GENERAL MEETING

- (a) The Association's Annual General Meeting shall be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.



- (c) At least fifty six (56) days' notice of an Annual General Meeting shall be given to those Members entitled to receive notice.
- (d) The below documents will be provided at least twenty-one (21) days prior to the Annual General Meeting:
 - i) the agenda for the meeting;
 - ii) Nominations for committee positions;
 - iii) any notice of motion received from Members entitled to vote; and
 - iv) forms of authority in blank for proxy voting.

21. SPECIAL GENERAL MEETINGS

21.1 Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a Special General Meeting. When, but for this clause, more than fifteen months elapses between Annual General Meetings, the Committee shall convene a special general meeting before the expiration of that period.

21.2 Requisition of Special General Meetings

- (a) The Secretary will convene a special general meeting when 25 Members (no less) submit a requisition in writing.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Committee. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Secretary does not cause a Special General Meeting to be held one month after the date in which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held no later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

22. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to Member and Individual entitled to receive notice. Notices shall be sent to the addresses appearing in the Association's Register. The auditor and Committee Members shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:



- i) the agenda for the meeting;
 - ii) any notice of motion received from Members entitled to vote; and
 - iii) forms of authority in blank for proxy voting.
- (d) Notice of every General Meeting shall be given in the manner authorised in this Constitution.

23. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting and at an Annual General Meeting, with the exception of those matters set down in **clause 23(a)**, shall be special business.
- (c) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

24. NOTICES OF MOTION

24.1 Notices of Motion to be submitted

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Association no less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.

24.2 Unsuccessful Notice of Motion

A motion of which due notice was given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve (12) months.

25. PROCEEDINGS AT GENERAL MEETINGS

25.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be twenty (20) members entitled to vote pursuant to the Constitution.

25.2 President to Preside

The President of the Association shall, subject to this Constitution, preside as chairman at every general meeting except:

- (a) in relation to any election for which the chairman is a nominee; or
- (b) where a conflict of interest exists.



If the President is not present, or is unwilling or unable to preside, the members present shall appoint another Committee Member to preside as chairman for that General Meeting only.

25.3 Adjournment of Meeting

- (a) If within one hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the Chairman. If at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 25.3 (c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

25.4 Voting Procedure

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

- (a) the Chairman; or
- (b) a simple majority of the Members.

25.5 Recording of Determinations

Unless a poll is demanded under **clause 25.4**, the chairman's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded.

25.6 Where Poll Demanded

If a poll is duly demanded under **clause 25.4** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs. The result of the poll shall be the resolution of the meeting.

26. VOTING AT GENERAL MEETINGS

26.1 Members Entitled to Vote

Each Member entitled to one vote as set out in **clause 5.1** shall have one vote at General Meetings

26.2 Chairman May Exercise Casting Vote

Where voting at General Meetings is equal, the Chairperson may exercise a casting vote. If the Chairperson does not exercise a casting vote the motion will be lost.



26.3 Proxy Voting

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Committee from time to time, has been duly completed and executed and is lodged with the Secretary not less than twenty four hours before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one proxy vote at a time.
- (b) The Proxy Instrument shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he sees fit.

26.4 Electronic Voting

Electronic voting shall be permitted at all General Meetings in such manner as is determined by the Committee from time to time and communicated to the members together with the Notice of General Meeting at which such voting is to be permitted.

27. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule and in Regulations made from time to time applies to disputes under these rules between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to a Grievances Officer appointed by the Committee.
- (d) If the Grievance Officer determines the grievance is legitimate, he will take all reasonable steps to resolve the issue.
- (e) If the Grievance Officer is unable to resolve the issue, or finds the grievance unfounded, the aggrieved Member may take whatever action they feel appropriate, including attending a Community Justice Centre for mediation. (*Community Justice Centres Act 1983*)
- (f) The Grievance Officer will, as a confidential matter, inform the Committee of the progress and outcome of the investigation.

28. RECORDS AND ACCOUNTS

28.1 Secretary to Keep Records

The Association shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Association and Committee). It shall produce these as appropriate at each Committee or general meeting.



28.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of accounts shall be kept in the care and control of the Secretary and shall be retained for a period of seven years after completion of the matter to which they relate.

28.3 Committee to Submit Accounts

The Committee shall submit the Association's statements of account to the Members at the Annual General Meeting in accordance with this Constitution and the Act.

28.4 Accounts Conclusive

The statements of account, when approved or adopted by an Annual General Meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

28.5 Accounts to be Sent to Members

The Secretary shall cause to be sent to all persons entitled to receive notice of annual general meetings in accordance with this Constitution, a copy of the statements of account, the Committee's report, the auditor's report and every other document required under the Act (if any).

28.6 Negotiable Instruments

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

29. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Association in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001(Cth)* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Association in a general meeting.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

30. INCOME

30.1 Income and property of the Association

The income and property of the Association shall:

- (a) be derived from such sources as the Committee determines from time to time.
- (b) be applied solely towards the promotion of the Objects.



Except as prescribed in this Constitution or the Act:

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

30.2 Payments to Members

Payment in good faith of or to any Member can be made for:

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

Nothing in **clause 30.2** preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

31. WINDING UP

- (a) Subject to this Constitution the Association may be wound up in accordance with the Act.
- (b) Every Member undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

32. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Association. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Association by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

33. ALTERATION OF CONSTITUTION

- (a) This Constitution shall not be altered except by Special Resolution.
- (b) An amendment which affects the special rights of any particular class of Members must be approved by a majority of Members of that class present at a meeting, and need not be



approved by any other class. Provided that the foregoing shall not apply to these classes of Members who have no special rights under this Constitution and hence there shall be no necessity to obtain majority approval from them on any issue unless the resolution purports to impose additional obligations on them, other than any increased annual subscription.

34. REGULATIONS

34.1 Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and surf rowing nationally. Such Regulations must be consistent with the Constitution and any policy directives of the Committee.

34.2 Regulations Binding

All Regulations are binding on the Association and all Members.

34.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

34.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Association. The Association shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

35. NOTICE

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



36. LIABILITY, INDEMNITY AND INSURANCE

36.1 Liability

The liability of a Member to contribute towards the payment of debts and liabilities of the Association or the costs charges and expenses of winding up ,is limited to the amount, if any, unpaid by the member in respect of the annual membership fee under **clause 11**.

36.2 Indemnity

- (a) The Association indemnifies Committee Members against all damages, losses, including legal fees, for which that member becomes liable to any third party in consequence of any act or omission, except willful misconduct, performed while acting on behalf of and with the authority, express or implied, of the Association.
- (b) The Association indemnifies Committee Members against liabilities incurred in their role as Committee Member in defending legal actions in which judgement is given in their favour, or in which they are acquitted.

36.3 Insurance

The Association shall at all times maintain insurance to give effect to **clause 36.2**.

- (a) The Association does not provide insurance cover for Members.
- (b) The Members of the Association are covered by the insurance cover of the surf club affiliated to Surf Life Saving Australia to which they belong and are current financial members.
- (c) The Association provides insurance cover for specific events where the member will be covered for Public Liability and Workover Insurance. In this case the specific event would be advertised clearly as having ASRL insurance cover provided.