

ALBANY SURF LIFE SAVING CLUB INC.

Constitution

THE ALBANY SURF LIFE SAVING CLUB (INC.)

FLINDERS PARADE, ALBANY

WESTERN AUSTRALIA

CONSTITUTION

1. TITLE

The Club shall be called the **ALBANY SURF LIFE SAVING CLUB (INC.) (the Club)**.

2. OBJECTS

2.1 The Club is a charitable community service based institution.

The objects of the Club are:

- (a) to gratuitously and without fee:
 - (1) assist or rescue any persons (whether bathing or otherwise) who may be in danger of drowning, and to ensure the most effective methods of attaining this object;
 - (2) resuscitate and revive any persons who may be apparently drowned and to ensure the most efficient and effective methods for this purpose;
 - (3) render first aid and other assistance to any persons who may be injured by accident or otherwise;
 - (4) promote demonstrations and to arrange classes of instruction in a thorough knowledge of the principles of surf life saving; and
 - (5) maintain efficient patrolling of the beach under the control of the Club;
- (b) to provide and maintain appliances and apparatus for achieving the above objects or any of them;
- (c) to promote mutual trust and confidence between the Club, Surf Life Saving Western Australia (SLSWA), Surf Life Saving Clubs, Surf Life Saving Australia (SLSA) and the Members in pursuit of these objects;
- (d) to affiliate and otherwise liaise with SLSWA and SLSA, in the pursuit of these objects and the objects of surf lifesaving;
- (e) to encourage and promote by such means as may be deemed advisable, efficiency and competency of the members of the Club in life saving and first aid practices and methods;
- (f) to liaise and co-operate with the Local Government Authority on measures that are necessary to ensure the safety of the public; and
- (g) to generally do all such things as may appear to the Club in its discretion to be incidental or conducive to the attainment of these objects or any of them.

- 2.2 The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3. POWERS

- 3.1 The powers of an incorporated association are set out under section 25 of the Act.

- 3.2 The Club shall be vested with the following powers:

- (a) to acquire, hold, deal with and dispose of any real or personal property;
- (b) to open and operate bank accounts;
- (c) to invest money in any manner as the Club may think fit;
- (d) to borrow money upon such terms and conditions as the Club thinks fit;
- (e) to give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (f) to appoint agents to transact any business of the Club on its behalf;
- (g) to enter into any other contract as the Club considers necessary or desirable;
- (h) to act as trustee and accept and hold real and personal property upon trust;
- (i) to raise funds to facilitate the operation of the Club;
- (j) to appoint, define the duties, fix the rate of pay and dismiss any salaried employee(s) of the Club as the need or otherwise arises; and
- (k) to do all other things as are incidental or conducive to the attainment of these objects or any combination of them.

4. MEMBERSHIP

- 4.1 Membership of the Club is open to any person interested in promoting the Objects of the Club.

- 4.2 Any person who wishes to become a Member must apply for membership:

- (a) in writing on the form prescribed from time to time by SLSWA and/or SLSA; and
- (b) make payment of the appropriate fee.

- 4.3 Membership of the Club shall consist of the classifications as set out in the By-Laws of the Club.

- 4.4 In this Constitution “**Member**” means:

- (a) (financial) Active Junior and Senior Members;
- (b) (financial) Long Service Members;
- (c) Life Members; and

- (d) (financial) Associate Members.

5. REGISTER OF MEMBERS

- 5.1 The Registrar shall on behalf of the Club keep and maintain a register of members and that register shall be so kept and maintained at either the Club premises or another location approved of by the Board and shall be available for inspection and copying by any member.

6. BOARD OF MANAGEMENT

- 6.1 The Board of Management of the Club (“the Board”) shall, consist of the President, Vice-President, Director of Lifesaving, Director of Administration, Director of Surf Sports, Director of Youth, Director of House, Director of Finance and Director of Education. The election of members of the Board shall be conducted in accordance with clause 11.
- 6.2 A quorum for the Board shall consist of not less than five (5) of the members of the Board.
- 6.3 The Board shall have power from time to time to make, alter, amend or rescind any By-laws of the Club for the regulation of the Club (including, without limitation By-laws dealing with the discipline and expulsion of members and the types and amounts of fees to be paid by members) provided that any such By-laws are not inconsistent with the Objects of the Club. Any By-law so made, and the alteration, amendment or rescission of any existing By-law, shall be submitted for ratification at an arranged Special General Meeting and if ratified shall take effect following that Special General Meeting and if not so ratified shall be taken to be ineffective as and from the date following the date of such Special General Meeting without affecting the validity of the By-law. Any By-law so made, and the alteration, amendment or rescission of any existing By-law ratified at a Special General Meeting will be the subject of review at the next following Annual General Meeting. If further amendment is submitted to the Annual General Meeting and if ratified shall take effect following that Annual General Meeting and if not so ratified shall be taken to be ineffective as and from the date following the date of such Annual General Meeting without affecting the validity of the By-law.
- 6.4 The Board shall be responsible for the operation of the Club and have power to make decisions on all matters and things coming before it unless it has been expressly forbidden to do so by resolution carried by and at any general meeting of the Club, or is expressly forbidden to do so by any provision of the Constitution.
- 6.5 The Board may in its discretion:
 - (a) delegate such of its powers and duties as it thinks fit to a sub-committee appointed by and responsible to the Board;
 - (b) appoint up to 2 members of the Board at any one time to be Vice-Presidents of the Club for such period as the Board may deem fit and the Board may revoke any such appointment at any time.
- 6.6 The Board shall usually meet once a month and shall meet not less than nine (9) times a year.

- 6.7 The President may call meetings more frequently if he/she so determines.
- 6.8 The President or three (3) of the members of the Board stating the business to be dealt with shall call a special meeting of the Board. Forty-eight (48) hours notice shall be given to all members of the Board and the business shall be stated on the notice.
- 6.9 The term of office of each member of the Board will expire at the conclusion of the annual general meeting next following their appointment but any member of the Board shall be eligible for re-election.
- 6.10 The Director of Finance shall:
- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Club and must issue receipts for those moneys in the name of the Club;
 - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Club as the Board may from time to time direct;
 - (c) make payments from the funds of the Board with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board member, or by any two others as are authorised by the Board;
 - (d) comply on behalf of the Board with sections 25 and 26 of the Associations Incorporation Act with respect to the accounting records of the Club by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Club;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year.
 - (e) whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
 - (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Board, including those referred to in paragraphs (d) and (e).
- 6.11 The Director of Administration shall, unless resolved otherwise at a general meeting, have custody of all books and records of the Club (other than those required to be kept by the Treasurer) and shall keep and maintain a register of all members of the Board, which register shall be made available for inspection and copying by any member of the Club.

7. CASUAL VACANCIES IN MEMBERSHIP OF BOARD OF MANAGEMENT

- 7.1 A casual vacancy occurs in the office or position of a Board member if the Board member-
- (a) dies;
 - (b) resigns by notice in writing delivered to the President or Board;
 - (c) is convicted of a serious offence;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than 3 consecutive Board meetings of which no apology has been received for any of them; or
 - (f) ceases to be a member of the Club.
- 7.2 If a casual vacancy occurs in the office or position of a Board member as set out in clause 7.1, the Board may appoint any member to fill that office or position.

8. COMMON SEAL

- 8.1 The common seal of the Club shall be circular in shape with the words ALBANY SURF LIFE SAVING CLUB INC. inscribed around the same, and COMMON SEAL in the centre.
- 8.2 The common seal of the Club shall be in possession of the Director of Administration for the time being.
- 8.3 The President shall be the person authorised to use the same and when the seal is required to be affixed to a document, the President shall be the person to affix the same to such document, to be countersigned by one of either the Vice-President or Director of Finance.

9. ANNUAL GENERAL MEETING

- 9.1 The annual general meeting shall be held not later than the 31st day of July in each year, and will be held at the Club rooms at such time as the Board may determine.
- 9.2 At least ten (10) business days clear notice shall be given to members of such meeting, together with notice of the business to be dealt with.
- 9.3 Fifteen (15) of the Members, as defined in clause 4.4, shall constitute a quorum for the purposes of holding an annual general meeting or a special general meeting.
- 9.4 If a quorum is not present at an annual general meeting, the Chairperson shall adjourn the meeting to a time and place to be set by the Chairperson, but in no case shall the time be less than seven (7) days from the date of adjournment.
- 9.5 If for the resumption of an adjourned annual general meeting a quorum is not present, the members who are present may nevertheless proceed with the business of that meeting as if a quorum were present.
- 9.6 Every Member (but no others) shall be entitled to vote at any general meeting.

10. SPECIAL GENERAL MEETING

- 10.1 A special general meeting may be called by the Board or by the President on receipt of a requisition signed by fifteen (15) of the Members, as defined in clause 4.4, such requisition to state the nature of the business to be dealt with.
- 10.2 Notice of motion for a special general meeting of the Club shall be presented to the President, together with the name of the mover of such motion at least ten (10) business days prior to the meeting at which such motion is to be introduced.
- 10.3 If a quorum is not present at a special general meeting, the Chairperson shall adjourn the meeting to a time and place to be set by the Chairperson, but in no case shall the time be less than five (5) business days from the date of adjournment.
- 10.4 If for the resumption of an adjourned special general meeting a quorum is not present, the members who are present may nevertheless proceed with the business of that meeting as if a quorum were present.
- 10.5 Every Member (but no others) shall be entitled to vote at any special general meeting.

11. ELECTION OF OFFICERS

- 11.1 Nominations for President, Vice-President, Director of Lifesaving, Director of Administration, Director of Surf Sports, Director of Youth, Director of House, Director of Finance and Director of Education, must be addressed to the Director of Administration and be received by the Club in writing on its prescribed Form as set out in the By-Laws at least five (5) business days before the annual general meeting and must be duly proposed and seconded and made otherwise in accordance with the By-Laws of the Club except that at the first annual general meeting at which this constitution is adopted, the Chairperson may call upon and accept nominations from the floor for all positions mentioned in this clause.
- 11.2 If the President is to stand unopposed for re-election, he or she will preside over the election or re-election of the new board members. If the position of President is to be contested a Club Life member or a member, (with the exclusion of the candidates) agreed to by the members present will preside over the election of the position of President.
- 11.3 If no nomination has been made for any of the positions set out in clause 11.1, the Chairperson may call upon and accept nominations from the floor for any positions for which there has been no nomination.
- 11.4 The following eligibility rules shall apply in respect of election to the Board:
 - (a) no person may be appointed to the Board unless he/she has been a Member for at least twelve (12) months;
 - (b) no person may be appointed to the office of President unless he/she has been a Member for at least three (3) years; and
 - (c) no Associate Member may hold any office on the Board except if such Associate Member has been a Member of the Club for more than three (3) year.

- 11.5 No member may be entitled to stand for office or to vote at any meeting unless he/she is financial.
- 11.6 The Board at its next ordinary meeting may fill any vacancy of office from members available and each member shall have all the rights and privileges of a member during this term of office.

12. AMENDMENT TO CONSTITUTION

- 12.1 The Constitution shall not be altered except at a general meeting of the Club at which notice of motion to amend the Constitution has been included in the notice convening the meeting.
- 12.2 Notice of motion to amend shall be given in writing and shall be lodged with the President by or on behalf of the proposer of the motion.
- 12.3 Notice of any proposed alteration shall be given in writing to each member at least ten (10) business days before the meeting at which such motion is to be considered and such notice shall specify the time and place of such meeting.
- 12.4 Any notice of motion to amend may be passed at any general meeting either with or without amendment and shall be passed by a special resolution (a majority of not less than three quarters) of the members present and voting at such general meeting and shall not require confirmation at any subsequent special or annual general meeting. If the voting on the motion shall be equal, the motion shall be declared to have been lost. The Chairperson shall not have a casting vote.
- 12.5 At any meeting of the Club at which notice of motion to amend is being considered, it shall be competent for any member to move an amendment to such motion without giving prior notice provided that in the opinion of the Chairperson the proposed amendment is relevant to the subject matter of the motion and is not a direct negative of the motion.

13. ADOPTION OF CONSTITUTION

- 13.1 This constitution shall become the constitution of the Club, and any other Constitution then in existence shall automatically lapse upon it being passed at a general meeting of the Club, by a special resolution. The rules applicable to amendments of the constitution shall apply as far as are applicable to the adoption of this constitution.

14. RESCINDING OF RESOLUTIONS

- 14.1 No resolution passed at a general or Board meeting shall be rescinded at a subsequent meeting unless notice in writing of intention to propose such rescission has been given to the President by the moving party five (5) business days before such meeting.

15. SECRET BALLOT

- 15.1 If at any general or Board meeting a secret ballot is demanded by two Members who are present it shall be taken in a manner which shall be decided upon by the Chairperson of the meeting.

16. MEMBERS BOUND BY RULES

- 16.1 Every member of the Club shall be bound by the Constitution and By-Laws of the Club and those of the parent body of the organisation.

17. SUBSCRIPTION AND DUES

- 17.1 The amounts payable by members and prospective members for nomination, annual subscription, examination and other fees shall be in such amount as may be determined by the Board from time to time. Both nomination and annual fees must be paid in advance together with examination fees when due.

18. MEMBERS IN ARREARS

- 18.1 A member who has not paid his/her annual subscription by 1 December in each year, or is otherwise indebted to the Club, shall cease to be a member, unless otherwise approved by the Board
- 18.2 Notice shall be given to all members of subscriptions due.

19. PATROLS

- 19.1 Unless otherwise provided for in this Constitution and the By-Laws of the Club all members must perform patrol duties in accordance with the Constitution, the By-Laws of the Club and the rules of Surf Life Saving W.A.
- 19.2 All Active and Long Service members shall pass the annual proficiency test as set down by Surf Life Saving W.A. Failure to pass the annual proficiency test may lead to the review of membership of the member by the Board.

20. CLUB COLOURS, COSTUME and BADGES

- 20.1 The Club colours shall be Red, Black & Gold.
- 20.2 The Club's competition cap is Red, Black & Gold as approved by SLSWA, and is to be worn by Club members whilst representing the Club in all competition.
- 20.3 The Club costume will be Red, Black & Gold and may be changed in design as the Club thinks fit.

21. CLUB PROPERTY

- 21.1 No person shall remove from the Club premises any property belonging to the Club without the prior permission of the person appointed by the Board to be responsible for Club property. Persons receiving such permission shall be held responsible for the full value of such property until returned.
- 21.2 Damage to Club property by a member at any time must be reported to the Director responsible for the property or the President immediately whereon such member may be ordered to make good such damage, or may be dealt with as the Board sees fit.

22. CLUB RULES

- 22.1 Each member shall on request be supplied with a copy of the Constitution and By-Laws.
- 22.2 A copy shall be available for perusal on application.

23. DISTRIBUTION OF CLUB PROPERTY ON DISSOLUTION OR WINDING UP

- 23.1 If, upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Club but shall be given or transferred to:
- (a) another incorporated association(s) having objects similar to the objects of the Club; and/or
 - (b) for charitable or benevolent purposes.
- 23.2 The incorporated association or charitable or benevolent purposes, as the case requires, shall be covered by the provisions of Division 30-45(1) of the Income Tax Assessment Act 1997 or the current relevant amendment to that Act.

24. INTERPRETATION

- 24.1 The interpretation of this Constitution and By-Laws of the Club shall be in the sole determination of the Board, whose decision shall be set aside only by a resolution at a general meeting of the members at which notice of intention to move to rescind has been duly given in writing to the President or Director of Administration ten (10) business days before such meeting.

25. SAVING PROVISIO

- 26.1 In the event of any matter or things arising not already provided for under the Constitution and By-Laws, the Rules of the Surf Life Saving W.A. shall prevail in the first instance and on appeal the Rules and Constitution of the S.L.S.A.