



**NORTH CURL CURL
SURF LIFE SAVING CLUB INC.**

Constitution

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1 Name of the Club

The name of the Club shall be “North Curl Curl Surf Life Saving Club Inc.” herein referred to as “**the Club**”. The Club is an incorporated association under the Associations Incorporation Act 2009 (**the Act**).

2 Affiliations

The Club shall be affiliated with Surf Life Saving Australia Ltd (**SLSA**), Surf Life Saving NSW Inc. (**SLSNSW**) and Surf Life Saving Sydney Northern Beaches Inc. (**SLSSNB**). The Club shall operate in accordance with the latest version of the National Council of Surf Life Saving Australia Standard Operational Procedures Manual (**the Manual**). Such affiliation is to be confirmed each year by *ordinary resolution* at the Annual General meeting (**AGM**). For the duration of these affiliations, where this Club’s constitution or By-Laws are inconsistent with the requirements of the above entities in relation to affiliated clubs, those requirements shall take precedence.

3 Objectives of the Club

The objectives of the Club shall be to:

- a) study and practice methods of Life Saving;
- b) minimise the loss of life by applying effective lifesaving skills and beach patrol services;
- c) promote, demonstrate and arrange instruction in the principles that underlie the skills of surf lifesaving and to generally further the best interests of Life Saving;
- d) assist the Council’s Professional Lifeguard in his/her duty and by, via the Club’s beach patrols, render all appropriate assistance to those in distress;
- e) encourage and promote the physical and social welfare of its members;
- f) promote a professional and friendly image and act in a courteous and professional manner at all times;
- g) develop and educate Junior Activities Members in the skills of surf lifesaving and to promote their progression and integration to the senior ranks of the Club;
- h) support the Board in its actions in promoting the Club and surf lifesaving.

4 Club Colours, Insignia & Blazer

- a) The Club's colours shall be green and gold
- b) The Club insignia (Reel and 'North Curl Curl SLSC') must always be on the front left side of any upper body garment.
- c) Subject to compliance with b), the Board may approve the use of other logos to be used elsewhere on garments. Subject to the foregoing, all uniforms, insignias or badges shall be subject to Board approval.
- d) The Club Blazer shall be green with the Club insignia worn in the centre of the breast pocket.
- e) All Club members, except Probationary and Junior Members, are entitled to wear the Club blazer.
- f) The Club Honour Blazer shall be identified with a laurel wreath around the Club insignia.

5 Values of the Club

The Club will act in a non-sectarian and non-discriminatory manner in all activities.

6 Membership of the Club

6.1 Member Categories

- a) The membership of the Club shall consist of Probationary membership, Junior Activities membership, Cadet membership, Active membership, Past Active membership, Reserve Active membership, Long Service membership, Award membership, Associate membership, General membership, Honorary membership and Life membership, as described within the Club's Constitution, the Club's By-Laws or by SLSA.
- b) A member of the Club is also deemed a member of SLSA, SLSNSW and SLSSNB.
- c) Any person who is involved in the Club in any active capacity must be a financial member of the Club with a minimum of Associate membership.
- d) The Club shall maintain a register of its members on the national SLSA database.

6.2 Life Membership

- a) A member shall be eligible for nomination for Life Membership after 20 years membership of the Club if the member has rendered outstanding and distinguished service to the Club. The service must be sustained and

conspicuous. Life Members can only be elected by *special resolution* at the Club's AGM.

- b) Life Members shall be entitled to all rights and privileges of the Club and shall receive a badge approved by the Board signifying Life Membership and any other club symbol approved by the Board. Life Members shall be exempt from the payment of Annual Fees.
- c) Not more than two Life Memberships may be awarded in one season.

6.3 Life Member Award Committee

- a) The Committee's role is to assist the Board by advising on suitability of nominations received for Life Membership to the Club.
- b) The Life Member Award Committee is to comprise of four Life Members, one of whom must have been a Life Member for more than fifteen years and one for more than ten years. One of these members shall act as Chairperson for the Committee. There are no time requirements for the remaining two positions.
- c) The Committee is to be elected at the Club's Annual General Meeting by *ordinary resolution*.

6.4 Honorary Membership

Honorary membership can be afforded to a member of the community who does not hold a surf lifesaving qualification but may provide special service to the Club. Honorary members are elected at the Club's Annual General Meeting by *ordinary resolution*.

6.5 Renewal of Membership

- a) A member shall apply each year to renew their membership by completing and submitting the prescribed membership forms accompanied by payment of the prescribed fee by 31st October each year. Life members and Honorary members are exempt from paying the annual fee but must complete the membership forms.
- b) The membership of any member who fails to renew his/her membership by 31st October shall lapse and they shall lose all rights and privileges afforded by the Club. Their membership may be extended to 31st December by the Registrar. A person whose membership has lapsed may re-apply for membership by completing the prescribed forms and making a payment of the prescribed fee. Re-applications for Active or Active Reserve membership must include proof of Bronze Medallion proficiency.
- c) Approval of new members, renewals of membership and reinstatement of lapsed memberships shall be at the discretion of the Registrar. Should an application for membership, renewal of membership or reinstatement of a lapsed membership be refused, the applicant shall have the right to a review of this decision by the

Board if a written request for such a review is submitted to the Club within 28 days of the applicant being notified of the decision.

- d) All Active and Active Reserve members must complete their annual proficiency for their Bronze Medallion by 31 December each year to maintain this status of membership. Any Active or Active Reserve member who is not proficient by 31 December each year shall forfeit the Active or Active Reserve membership and will be considered an Associate member. Such members, when moved to Associate member status, will not perform patrol duties. Active or Active Reserve status may be reinstated at the discretion of the Director of Surf Life Saving upon proof of proficiency.

6.6 Transfers

Transfer of persons to and from the Club shall only be permitted in strict accordance with the procedures outlined in the Manual.

6.7 Member Liability

Members of the Club should have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of winding up the Club except to the amount of unpaid membership fees.

6.8 Effect of Constitution on Members

- a) Members of the Club acknowledge and agree to submit to the Club's Constitution, By-Laws and Operating Procedures and the Constitutions, Regulations and Standard Operating Procedures of SLSA, SLSNSW and SLSSNB.
- b) Members of the Club acknowledge and submit to any determination or resolution passed by the Board or any duly authorised Committee of the Board.

6.9 Membership Fees

Joining and annual fees shall be determined at the Club's AGM. In the event that the meeting does not pass a resolution determining such fees, the levels of fees applicable for the immediately preceding year shall be payable for the then current year.

6.10 Inspection of Club Documents

Any current financial member has the right to inspect

- a) the records, books and other financial documents of the Club,
- b) this Constitution and the By-Laws and Operating Procedures of the Club, and
- c) minutes of all Board meetings and General meetings of the Club.

6.11 Disciplining of Members

The procedure for the disciplining of the Club's members and the mechanism for appeals by members in respect of disciplinary action taken against them are set out in the Club's By-Laws and the procedures set out in the Manual.

6.12 Internal Disputes of Members

A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be dealt with in accordance with the procedures set out in the Manual.

7 Meetings of Members

7.1 Meetings of the members shall be called General Meetings.

7.2 The Annual General Meeting (AGM)

The AGM of the Club shall be held in August each year. The purpose of the AGM is to receive the Report and Balance Sheet regarding the Club's performance for the past year, to elect the Directors for the ensuing year and to transact such other business as may be brought forward.

7.3 Chairperson

- a) The President of the Club, if present, shall be the chairperson of any General Meeting. In his/her absence, the Vice President shall be the chairperson. In the absence of the President and Vice President, the Director of Surf Life Saving shall be the chairperson.
- b) In the case of an equality of votes, the chairperson shall have a casting vote in addition to their own vote.

7.4 Voting rights of Members

All financial Active, Reserve Active, Long Service, Past Active, Life Members, and Office Bearers (as defined in the Operating Procedures) shall have the right to a single vote at General Meetings.

7.5 Resolutions of Members

A resolution is passed as an *ordinary resolution* if it is supported by more than half of the votes cast by members entitled to vote. A resolution is passed as a *special resolution* if

- i. not less than 21 days' notice has been given of the meeting, and

- ii. the Notice of Meeting includes the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a *special resolution*, and
- iii. it is supported by at least 75% of the votes cast by members entitled to vote on the resolution.

7.6 Calling of General Meetings

- a) General meetings may be called by the Board of Directors at any time
- b) Ten (10) members of the Club entitled to vote at General Meetings can call for a General Meeting by presenting a Notice of Motion to the Director of Administration. The Notice must outline the reason for the meeting and any motion that is to be moved at the meeting. The Motion must be received by the Director of Administration 28 days before the proposed date of the General Meeting.
- c) At any General meeting other than the AGM, the only business that may be transacted shall be the business as set out in the Notice of Meeting.

7.7 Notice of Meetings

- a) Notice of the AGM is to be given not less than 21 days prior to the date of the meeting.
- b) Notice of any General meeting at which it is proposed to move a resolution as a *special resolution* must be given not less than 21 days prior to the date of the meeting.
- c) Notice of any other General Meeting must be given not less than 14 days prior to the date of the meeting.

7.8 Quorum

- a) The quorum for a General Meeting (including the AGM) is 15 members who are entitled to vote.
- b) If a quorum is not present after 30 minutes of the starting time of the meeting, the meeting shall be deferred one week to the same time and place. If a quorum is not present at the deferred meeting then the meeting shall lapse.

7.9 Proxy voting

- a) Proxy voting shall be permitted at the AGM and any General meeting provided an approved and correctly executed proxy form is lodged with the Director of Administration at or before the commencement of the meeting.
- b) Other than the Chairperson, no person shall be entitled to exercise more than one (1) proxy vote on any resolution in addition to their vote, if any, that they are entitled to exercise on their own behalf.

- c) A member shall be entitled to instruct, in writing, his or her proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed, the proxy may vote as they think fit.

7.10 Meeting Protocol

- a) The conduct of any General Meeting shall be under the control of the Chairperson whose decision on any issue or procedure shall be final
- b) Voting shall be by show of hands, or at the discretion of the Chairperson or at the request of any member with voting rights, by secret ballot.
- c) Only members entitled to vote present at the meeting, in person or by proxy, shall be entitled to vote.

8 Board of Directors

8.1 Functions and Powers of the Board of Directors

Subject to the Act, this Constitution and to any resolution passed by the members in General meeting, the Board of Directors is:

- a) to control and manage the affairs of the Club
- b) to ensure effective and timely communications with all members of the Club;
- c) to evaluate and where possible mitigate any risk that the Club is exposed to;
- d) to receive and expend funds on behalf of members as the Board deems appropriate in the interest of the Club and its members;
- e) to ensure the observance of the Constitution and By-Laws of the Club and deal with any infringements;
- f) to make and amend Operational Procedures for the satisfactory working of the Club;
- g) to appoint officers, delegates and committees for the effective management of the Club;
- h) to suspend or expel or otherwise discipline any member for breach of the Constitution, By-Laws, operational procedures or the Manual or on the ground of misconduct;
- i) to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Club;

- j) to maintain under its control all records, books and other documents relating to the Club.

8.2 Composition of the Board

- a) The Board of Directors hold their positions on an honorary basis.
- b) The Board is made up of the following positions;
 - President (PNCC)
 - Director of Administration (DA)
 - Director of Finance (DF)
 - Director of Surf Life Saving (DSL)
 - Director of Junior Activities (DJA)
 - Director of Surf Sports (DSS)
 - Director of Surf Life Saving Instruction (DSI)
 - Director of Marketing (DM)
- c) At the first Board meeting following the AGM the Directors shall elect a Director to the position of Vice President.

8.3 Term of Office

Members of the Board shall hold office until the next AGM but shall be eligible for reappointment.

8.4 Nominations for Board of Directors

- a) Nominations for positions on the Board are to be received in writing to the Director of Administration no later than 7 days before the date of AGM. Where no written nomination has been received for a Board position, or the nominee received prior to the meeting is not elected, then nominations will be called from the floor at the AGM. Each nomination written or verbal by a Club Member is to be seconded by a Club member who is eligible to vote.
- b) Where more than one nomination has been received for a position, the members present that are eligible to vote shall vote by show of hands. The nomination which receives the most votes of the members present who are eligible to vote is the nomination which is carried.

8.5 Vacancies in Board of Directors

In the event that –

- a) insufficient nominations are received at the AGM to fill all Board positions, or
- b) a Director should resign or be found to be of unsound mind, or become bankrupt,

then the Board may receive nominations and appoint a successor to fill such a vacancy.

8.6 Office Bearers

- a) Subject to Clause 10, all Office Bearer positions become vacant at the AGM.
- b) Nominations for Office Bearer positions may be received in writing prior to the AGM. Where no written nomination has been received for an Office Bearer position, then nominations will be called from the floor at the AGM. Each nomination written or verbal is to be seconded by a Club member who is eligible to vote.
- c) All nominations received prior to or at the AGM shall be presented to the members at the AGM. Those nominations that are endorsed by the members shall hold those positions until the next AGM.
- d) The Board may appoint members to the vacant Office bearer positions as set out in the Operating Procedures.

8.7 Meetings of the Board

- a) The Board shall meet each month of the year except in August.
- b) A quorum for a board meeting shall be five (5) Board members and if a quorum is not present after 30 minutes of the starting time of the meeting, the meeting shall be deferred one week to the same time and place. If at the subsequent meeting a quorum is not met the meeting is lapsed.
- c) Directors must attend at least 60% of meetings and must arrange a representative from their area of responsibility to attend a meeting if they are not able to attend in person.
- d) A Director can appoint a proxy to represent them at a Board meeting and the proxy may exercise the Director's right to vote.
- e) If a Director shall fail to attend at regular Board meetings for 3 consecutive meetings, without leave of absence or should resign or be of unsound mind (or become bankrupt), the directorship will become vacant by the Board and the Board may appoint a successor to hold office on the Board in the capacity of the vacant directorship until the next AGM and until such appointment is made the continuing directors may act notwithstanding such vacancy.

8.8 Order of business for Board Meeting

Apologies

Proxies

Notice of Motions

Reading and Confirmation of previous Minutes

Business arising out of the Minutes
President's Report
Admin Report (Including correspondence)
Finance Report
Directors Reports
Other Reports
OH&S Report
General Business

9 Election of Junior Activities (Nippers) Committee and Director

- a) The Junior Activities comes under the responsibility and control of the Board of Directors of the Club.
- b) The Director of Junior Activities represents Junior Activities on the Board.
- c) The role of the Committee is to assist the Director of Junior Activities to promote the objectives of SLSA and the Club to junior members and to facilitate the progression of junior members to the senior ranks of the Club.
- d) Members with an interest in Junior Activities shall meet in April each year to arrange nominations for Office Bearer positions on the Junior Activities Committee as outlined in the Club's Operational Procedures and for the Director of Junior Activities. Persons so nominated shall, subject to endorsement at the AGM, hold their positions until the meeting in April of the following year.
- e) The nominations for the Office Bearer positions on the Committee are to be brought before the May Board meeting to be adopted at the Board's discretion. Only one nomination for each position can be brought before the Board.
- f) The nomination for the Director of Junior Activities is to be brought before the May Board meeting. Only one nomination for this position can be brought before the Board. If the current incumbent has been renominated the Board is to endorse the nomination and seek to have it ratified at the AGM. If the Board receives a new nomination, the existing Director of Junior Activities is to resign their position to allow the Board to appoint the new nominee to the role. This appointment is to be presented to the members at the AGM for ratification.

10 Club Finances

- a) The financial reporting period for the Club shall be 1 May to 30 April each year.
- b) The funds of the Club shall be under the control of the Board of Directors and shall be deposited with financial institutions as agreed upon by the Board in the Club's name.

- c) The Club may derive its funds from membership subscriptions, donations and bequests, grants, sale of assets surplus to requirements, hall hire, canteen operations, social events and fund raising activities.
- d) All monies received shall be deposited without delay.
- e) All expenditure and/or commitment to expend any Club funds is subject to approval by the Board of Directors unless made strictly in accordance with delegated authority previously approved by the Board.
- f) All accounts for payment are approved by the Board of Directors and certified by the Chairperson of the meeting and recorded in the Minutes.
- g) Any expenditure proposed under approved divisional annual budgets, stock replacement, goods for resale etc., must be approved by the responsible Director and one of, Director of Administration, Director of Finance, or President.
- h) All payments must be made either by Board approved Direct Debit or by Cheque.
- i) All payments made by cheque must have two signatories who are approved by the Board, at least one of whom holds the following office:

- Director of Finance
- Director of Administration
- President

11 Conflict of Interest

It is incumbent upon all Directors and Members to declare any real or perceived conflict of interest. A Director or a Member, notwithstanding a conflict of interest, may be counted in the quorum present at any meeting. Each declared conflict of interest is to be recorded in the written record of the meeting. Once a conflict of interest is declared in relation to an issue the Director or Member cannot exercise their right to vote in relation to that issue.

12 Alteration to Constitution

Subject to the Act this Constitution may be amended by *special resolution* of the members at a General meeting.

13 The Trustees of the Club

- a) The Trustees of the Club shall be the Life Members of the Club.
- b) If the Board is dismissed by the members or is otherwise unable to operate, the Trustees shall call a General Meeting as soon as practicable to appoint an

administrator to manage the affairs of the club until a new Board can be elected by the members.

14 Indemnities

- a) The Club shall indemnify directors, officers, managers, employees or agents of the Club out of Club assets against any liability incurred by them in their defence of any proceedings, whether civil or criminal, brought against them as a result of actions taken on behalf of the Club where the judgment is given in their favour or they are offered relief by the Court.
- b) The Club shall indemnify directors, officers, managers and employees against all damages and costs (including legal costs) for which any such director, officer, manager or employee may become liable to any third party in consequence of any act or omission except wilful misconduct or through an illegal activity.

15 Insurances

The Club shall maintain appropriate insurance as required by Warringah Council, SLSA and any other insurance as deemed appropriate by the Board.

16 By-Laws

The Club may, by *ordinary resolution* in General meeting approve By-Laws not inconsistent with this Constitution for the conduct & operation of the Club and its activities.

17 Operating Procedures

Operating procedures not inconsistent with this Constitution or the By-Laws for the effective management of the Club may be established by the Board.

18 Winding up the Club

Subject to the Act -

- a) the Club may be wound up by *special resolution* by members in General Meeting,
and
- b) in the event of the Club being wound up all surplus assets of the Club shall be transferred to SLSSNB or its successor.