



**PALM BEACH SURF LIFE SAVING CLUB QLD
INCORPORATED
CONSTITUTION**

27 June 2021

CONTENTS

1.	NAME OF ASSOCIATION	1
2.	DEFINITIONS AND INTERPRETATION	1
2.1	Definitions.....	1
2.2	Interpretation.....	2
2.3	Severance	2
2.4	Expressions in the Act	3
2.5	Sole Purpose	3
2.6	Model Rules.....	3
3.	OBJECTS OF ASSOCIATION	3
3.1	Benevolent Institution Services	3
3.2	The Association as a member of Surf Life Saving in Australia	3
3.3	Community and Other.....	4
4.	POWERS OF THE ASSOCIATION.....	4
5.	APPLICATION OF INCOME	4
6.	LIABILITY OF MEMBERS.....	5
7.	MEMBERS' CONTRIBUTIONS.....	5
8.	DISTRIBUTION OF DGR PROPERTY ON REVOCATION OF DGR OR WINDING UP	5
9.	DISTRIBUTION OF PROPERTY ON WINDING UP	6
10.	STATUS AND COMPLIANCE OF ASSOCIATION.....	6
10.1	Recognition of Association.....	6
10.2	Compliance of Association.....	6
10.3	Operation of Constitution	7
11.	ASSOCIATION'S CONSTITUTION.....	8
11.1	Constitution of the Association.....	8
11.2	Operation of the SLSQ Constitution	8
12.	MEMBERS.....	8
13.	SUBSCRIPTIONS AND FEES	9
14.	APPLICATION	9
14.1	Application for Membership.....	9
14.2	Admission and rejection of members	9
14.3	Public Liability Insurance	9
14.4	Discretion to Accept or Reject Application.....	9
14.5	Re-Application	10
14.6	Deemed Membership.....	10
15.	REGISTER OF MEMBERS.....	10
15.1	Register	10

15.2	Inspection of Register	11
15.3	Use of Register	11
15.4	Right of SLSQ to Register	11
16.	EFFECT OF MEMBERSHIP	11
17.	DISCONTINUANCE OF MEMBERSHIP	12
17.1	Notice of Resignation.....	12
17.2	Discontinuance by Breach	12
17.3	Failure to Re-Apply	12
17.4	Member to Re-Apply	13
17.5	Forfeiture of Rights	13
17.6	Refund of Membership Fees.....	13
18.	GRIEVANCES, JUDICIAL AND DISCIPLINE.....	13
19.	ANNUAL GENERAL MEETING	13
20.	NOTICE OF GENERAL MEETING	13
21.	BUSINESS.....	14
22.	NOTICES OF MOTION.....	14
23.	SPECIAL GENERAL MEETINGS	14
23.1	Special General Meetings May be Held	14
23.2	Requisition of Special General Meetings.....	15
24.	PROCEEDINGS AT GENERAL MEETINGS.....	15
24.1	Quorum.....	15
24.2	President to Preside.....	15
24.3	Adjournment of Meeting.....	15
24.4	Voting Procedure	16
24.5	Recording of Determinations.....	16
24.6	Where Poll Demanded.....	16
24.7	Use of technology	16
25.	VOTING AT GENERAL MEETINGS	17
25.1	Members entitled to Vote	17
25.2	Casting Vote	17
26.	PROXY AND POSTAL/ELECTRONIC VOTING AT GENERAL MEETINGS.....	17
27.	EXISTING DIRECTORS	17
28.	POWERS OF THE BOARD	17
29.	COMPOSITION OF THE BOARD.....	17
29.1	Composition of the Board.....	17
29.2	Portfolios.....	17
29.3	Right to Co-Opt.....	18

29.4	Appointment of Delegate	18
30.	ELECTION OF DIRECTORS	18
30.1	Nominations of Candidates	18
30.2	Voting procedures.....	18
30.3	Term of Office of Directors	18
31.	VACANCIES OF DIRECTORS	19
31.1	Grounds for Termination of Office of Director.....	19
31.2	Remaining Directors May Act.....	20
31.3	Casual Vacancy.....	20
31.4	No right of appeal	20
32.	MEETINGS OF THE BOARD.....	20
32.1	Board to Meet	20
32.2	Decisions of Board.....	20
32.3	Resolutions not in Meeting.....	20
32.4	Quorum.....	21
32.5	Notice of Board Meetings.....	21
32.6	Conflict of Interest.....	21
33.	DELEGATIONS	22
33.1	Board may Delegate Functions.....	22
33.2	Delegation by Instrument	22
33.3	Delegated Function Exercised in Accordance With Terms	22
33.4	Procedure of Delegated Entity	23
33.5	Delegation may be Conditional	23
33.6	Revocation of Delegation.....	23
34.	BY-LAWS	23
34.1	Board to Formulate By-Laws.....	23
34.2	By-Laws Binding	23
34.3	By-Laws Deemed Applicable	23
34.4	Notices Binding on Members	23
35.	FUNDS, RECORDS AND ACCOUNTS	24
35.1	Source of Funds	24
35.2	Capital and Borrowings.....	24
35.3	Association to Keep Records	24
35.4	Records Kept in Accordance with Act	24
35.5	Association to Retain Records	24
35.6	Board to Submit Accounts.....	24
35.7	Accounts Conclusive.....	24

35.8	Accounts to be provided to Members	24
35.9	Negotiable Instruments	
35.10	Members' Access to books, minutes and other documents	25
36.	AUDITOR	25
37.	NOTICE	25
37.1	Manner of Notice	25
37.2	Notice of General Meeting	25
38.	SEAL	26
38.1	Safe Custody of Seal	26
38.2	Affixing Seal.....	26
39.	ALTERATION OF CONSTITUTION.....	26
40.	INDEMNITY	26
40.1	Directors to be indemnified	26
40.2	Association to Indemnify Directors	26
41.	DISSOLUTION	26

ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

CONSTITUTION

of

PALM BEACH QUEENSLAND SURF LIFE SAVING CLUB INCORPORATED

1. NAME OF ASSOCIATION

The name of the association is **Palm Beach** Surf Life Saving Club Incorporated (**Association**)

2. DEFINITIONS AND INTERPRETATION

2.1 *Definitions*

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981 (Qld)*.

Association means **Palm Beach** Surf Life Saving Club Incorporated.

Board means the body managing the Association and consisting of the Directors under **clause 29**.

Branch means Point Danger Branch which includes the affiliated Surf Life Saving Clubs and their members within the boundaries of that Branch as defined by SLSQ and the Branch.

By Laws means any By-Laws made by the Board under **clause 34**.

Constitution means this Constitution of the Association as amended from time to time.

Delegate means the person appointed by the Board from time to time to act for and on behalf of the Association in it's dealings with Branch.

Director means a member of the Board appointed under this Constitution.

Financial year means the year ending 30 April in each year.

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

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any championship, competition, series or event or lifesaving activity of or conducted, promoted or administered by the Association.

Member means a registered member of the Association recognised under **Clause 12** from time to time in such categories as may be defined in this Constitution or the By-Laws.

Membership Year means between 1 October in a year and 30 September the following year.

Objects means the objects of the Association in **Clause 3**.

President means the President for the time being of the Association.

Regulations means the SLSA regulations as set from time to time.

Seal means the common seal of the Association and includes any official seal of the Association.

SLSA means Surf Life Saving Australia Limited.

SLSQ means Surf Life Saving Queensland, the body recognised by SLSA as the body administering surf lifesaving in Queensland.

Special Resolution has the same meaning as defined in the Act.

State means and includes a State or Territory of Australia.

Surf Life Saving Club means a surf lifesaving club which is a member of or otherwise affiliated with SLSQ or SLSA.

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 genders;
- (e) references to persons include corporations and bodies politic and any legal personal representatives, successors and permitted assigns of that person;
- (f) 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
- (g) 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 *Expressions in 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.

2.5 *Sole Purpose*

The Association is established solely for the Objects.

2.6 *Model Rules*

The model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF ASSOCIATION

3.1 *Benevolent Institution Services*

- (a) The Association is a public benevolent institution. The Objects for which the Association is established are to provide rescue services to people in peril in Queensland public waters, including in particular within the locality of **Palm Beach**, which services include but are not limited to:
- (i) bathers who are at risk of serious injury or loss of life through drowning or other related injuries through the providing of surveillance in an organised and regulated manner;
 - (ii) first aid, resuscitation and basic emergency care;
 - (iii) contracted water safety services to surf and other public water aquatic users;
 - (iv) facilitate rescue of persons on or near water through a range of mechanisms that may include personnel, unmanned aerial vehicles, personal water craft, boats and helicopter services; and
 - (v) provide public water users with education and awareness of the risks of drowning or serious injury through campaigns to reach those at high risk especially children, tourists and visitors to Australia.

3.2 *The Association as a member of Surf Life Saving in Australia*

The Association will:

- (a) participate as a member of the Branch, SLSQ and SLSA so surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment;
- (c) use and protect the intellectual property of the Association, Branch, SLSQ and SLSA;

- (d) conduct, encourage, promote, advance and control surf lifesaving in **Palm Beach**, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (e) have regard to the public interest in its lifesaving operations;
- (f) promote the involvement and influence of surf lifesaving standards, techniques, awards and education with bodies involved in surf lifesaving;
- (g) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour;
- (h) adopt and implement appropriate policies, including child and young persons management strategy, equal opportunity, equity, sexual harassment, drugs in sport, health, safety, junior and senior programs, and such other matters as arise from time to time as issues to be addressed in surf lifesaving; and
- (i) encourage Members to realise their surf lifesaving potential and athletic abilities by extending to them the opportunity of education and participation in surf lifesaving competition and to award trophies and rewards to successful competitors in order to develop their skills and abilities to undertake surf lifesaving and preserve life in the aquatic environment.

3.3 Community and Other

The Association will:

- (a) promote uniformity of laws for the control and regulation of the aquatic environment in **Palm Beach** and to assist authorities in enforcing these laws;
- (b) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by the Association;
- (c) effect such Objects as may be necessary in the interests of the public, Members, surf lifesaving and the aquatic environment in **Palm Beach**
- (d) pursue through itself or other such commercial arrangements including grants, sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving;
- (e) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects; and
- (f) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has in, addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act*.

5. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.

- (b) Except as prescribed in this Constitution:
 - (i) 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
 - (ii) 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.
- (c) Nothing contained in **clauses 5(a) or 5(b)** shall prevent payment in good faith of or to any Member for:
 - (i) any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Association; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

6. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

7. MEMBERS' CONTRIBUTIONS

Every Member of the Association undertakes to contribute to the assets of the Association if it is wound up while the Member is 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 it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

8. DISTRIBUTION OF DGR PROPERTY ON REVOCATION OF DGR OR WINDING UP

If the Association is wound up or its endorsement as a deductible gift recipient (DGR) is revoked (whichever occurs first), any surplus of the following assets shall be transferred to SLSQ or if SLSQ is no longer a DGR or has ceased to exist, to another surf lifesaving entity to which:

- (a) income tax deductible gifts can be made;
- (b) gifts of money or property are made for the principal purpose of the organisation;

- (c) contributions are made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (d) money is received by the organisation because of such gifts and contributions.

Such DGR charity will be determined by the Members at or before the time of dissolution.

9. DISTRIBUTION OF PROPERTY ON WINDING UP

- (a) This **clause 9** will apply if the Association
 - (i) is wound up under part 10 of the Act; and
 - (ii) has surplus assets after satisfying **clause 8**.
- (b) The surplus assets must not be distributed among the Members of the Association.
- (c) The surplus assets must be given or transferred to SLSQ or if SLSQ has ceased to exist to another surf lifesaving entity:
 - (i) having objects similar to the Association's objects; and
 - (ii) the rules of which, prohibit the distribution of the entity's income and assets to its members.
- (d) In this rule "surplus assets" has the same meaning as in section 92(3) of the Act.

10. STATUS AND COMPLIANCE OF ASSOCIATION

10.1 Recognition of Association

The Association shall be affiliated with the Branch, SLSQ and SLSA. Through these affiliations the Association will abide by the articles, rules, constitutions, regulations, by-laws and awards of SLSA, SLSQ and the Branch. Subject to compliance with this Constitution, the Branch constitution, the SLSQ constitution, and the SLSA constitution the Association shall continue to be recognised as a Member of SLSQ and shall administer surf lifesaving activities in **Palm Beach** in accordance with the Objects.

10.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in Queensland;
- (b) appoint through its Board a Delegate annually to represent the Association at meetings of the Branch;
- (c) nominate such other persons as may be required to be appointed to Branch committees from time to time under this Constitution or the Branch constitution or otherwise;

- (d) forward to SLSQ a copy of its constituent documents and details of its Directors;
- (e) adopt the objects of SLSQ (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the SLSQ constitution;
- (f) apply its property and capacity solely in pursuit of the Objects and lifesaving;
- (g) do all that is reasonably necessary to enable the Objects to be achieved;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for benefit of the Members and surf lifesaving;
- (i) at all times act on behalf of and in the interests of the Members and surf lifesaving; and
- (j) by, adopting the objects of SLSQ, abide by the SLSQ Constitution.

10.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution and the By-Laws, operate to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered;
- (b) to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of surf lifesaving and its maintenance and enhancement;
- (d) to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of surf lifesaving and the Members; and
- (f) where the Association considers or is advised that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Association; or
 - (ii) acted in a manner prejudicial to the Objects and interests of the Association and/or surf lifesaving; or
 - (iii) brought themselves, the Association, any Surf Life Saving Club, the Branch, SLSQ or surf lifesaving into disrepute;

the Association may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member with such penalty as it thinks appropriate.

11. ASSOCIATION'S CONSTITUTION

11.1 Constitution of the Association

The Constitution will clearly reflect the objects of SLSQ and shall generally conform with the SLSQ constitution, subject to any requirements in the Act, and at least to the extent of:

- (a) the objects of SLSQ;
- (b) the structure and membership categories of SLSQ (if any);
- (c) recognising SLSA as the peak body for surf lifesaving in Australia;
- (d) recognising SLSQ as the peak body for surf lifesaving in Queensland; and
- (e) such other matters as are required to give full effect to the SLSQ constitution.

11.2 Operation of the SLSQ Constitution

- (a) The Association will take all steps to ensure its Constitution is in conformity with the SLSQ constitution at least to the extent set out in **clause 11.1** and in respect of those matters set out in **clause 11.1** shall ensure this Constitution is amended in conformity with future amendments made to the SLSQ constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Association will provide to SLSQ a copy of this Constitution and all amendments to it. The Association must ensure that any amendments made to its Constitution are not contrary to the objects of SLSQ.

12. MEMBERS

Subject always to the SLSA Membership directives in Part 6 of the Regulations the Association is authorised to establish such categories of members as it requires and considers necessary in the context of the Association and the requirements of SLSQ. The Association should provide membership in the following general categories of membership:

- (a) Junior membership;
- (b) Active membership;
- (c) Associate membership; and
- (d) Honorary and Service membership(s) including Long Service and Life Membership.

The Association shall determine the rights of each category of membership and set these out in By-Laws.

13. SUBSCRIPTIONS AND FEES

- (a) The annual membership subscription (if any) and any other fees or levies payable by Members or categories of Members to the Association, the time for and manner of payment, shall be as determined by the Board annually.
- (b) The Board is empowered to prevent any Member who has any fee owing to the Association in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings or representing the Association in competitions.

14. APPLICATION

14.1 Application for Membership

An application for membership by an individual (**applicant**) must be:

- (a) in writing on the form prescribed from time to time by SLSQ and/or SLSA from the applicant and lodged with the Association; or
- (b) submitted online via an authorised online membership portal and/or in accordance with the process (if any) as prescribed by the Board from time to time; and
- (c) accompanied by the appropriate fee, if any.

14.2 Admission and rejection of members

The Board must consider an application for membership at its next meeting after it receives:

- (a) the application and
- (b) the appropriate membership fee for the application.

14.3 Public Liability Insurance

The Board must ensure that as soon as possible after the person applies to become a Member of the Association, and before the Board considers the application, advise the person of the amount of public liability insurance held by the association.

14.4 Discretion to Accept or Reject Application

- (a) The Board must decide at its meeting under **Clause 14.2** whether to accept or reject the application.
- (b) If a majority of the Directors present at the meeting vote to accept the applicant as a Member, the applicant will be accepted as a Member.
- (c) The Board may, acting reasonably and in good faith, accept or reject an application whether the applicant has complied with the requirements in **Clause 14.1** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.

- (d) Where the Association accepts an application the applicant shall, subject to notification to SLSQ, become a Member.
- (e) Unless otherwise determined by SLSQ, membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Register shall be updated accordingly as soon as practicable.
- (f) If the Association rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association. No reasons for rejection need be given and there is no right of appeal.

14.5 Re-Application

- (a) Members must re-apply annually for renewal of membership of the Association in accordance with the procedures set down by the Association from time to time. **Clause 14.4** applies to applications for renewal of membership.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Association.

14.6 Deemed Membership

- (a) All individuals who are, prior to the approval of this Constitution, members of the Association shall be deemed Members of the Association from the time of approval of this Constitution under the Act.
- (b) The Members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval of this Constitution under the Act.
- (c) Any Members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under **clause 14.6(a)**, shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

15. REGISTER OF MEMBERS

15.1 Register

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

- (a) the full name, address, category of membership and date of entry of the name of each Member and the current status of that Member, the awards they possess and whether or not they are proficient in each of those awards;
- (b) the full name, address and date of entry of the name of each Director and Delegate.

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

SLSA's database "SurfGuard" may be used as the Register of Members.

15.2 Inspection of Register

- (a) Having regard to confidentiality considerations and privacy laws, an extract of the Register, excluding all personal information (including but not only address, any licence details, date of birth, medical conditions and clearances, etc), of any Member, Director or Delegate, shall be available for inspection (but not copying) by Members, upon reasonable request.
- (b) Inspection of Association records will only be made available to Members where the purpose of the inspection is for a proper purpose and is requested in good faith. This will be determined by the Board in its sole discretion taking into consideration confidentiality and privacy considerations.

15.3 Use of Register

Subject to confidentiality considerations and privacy laws, the Register may be used by the Association to further the Objects, as the Board considers appropriate.

15.4 Right of SLSQ to Register

The Association shall provide a copy of the Register at a time and in a form acceptable to SLSQ, and shall provide regular updates of the Register to SLSQ. The Association agrees that SLSQ may utilise the information contained in the Register and the Register itself to further the objects of SLSQ, subject always to reasonable confidentiality considerations and privacy laws.

16. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and By-Laws, the SLSQ constitution and regulations and the SLSA constitution and regulation;
 - (ii) they shall comply with and observe this Constitution and the By-Laws, and any determination, resolution or policy which may be made or passed by the Board or any other entity with delegated authority;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association, SLSQ and SLSA;
 - (iv) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the provision of emergency services rescuing people in peril in Queensland public waters, and the advancement and protection of surf lifesaving as a community service;
 - (v) neither membership of the Association nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over the Association or its property or assets;

- (B) any automatic right of a Member to renewal of their membership of the Association;
- (C) subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
- (vi) they are entitled to all benefits, advantages, privileges and services of Association membership.
- (b) A right, privilege or obligation of a person by reason of their membership of the Association:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, refusal, resignation or otherwise.

17. DISCONTINUANCE OF MEMBERSHIP

17.1 Notice of Resignation

A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving notice in writing to the Association of resignation or withdrawal.

17.2 Discontinuance by Breach

- (a) Membership of the Association may be discontinued by the Board if the member:
 - (i) is convicted of a Serious Offence (as defined in relevant SLSA policies);
 - (ii) is in breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee; or
 - (iii) conducts him or herself in a way considered to be injurious or prejudicial to the Objects, character or interests of the Association.
- (b) Subject to this Constitution, membership shall not be discontinued by the Board under **clause 17.2(a)** without the Board first giving the accused Member a reasonable opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership shall be discontinued under **clause 17.2(a)** by the Association giving written notice of the discontinuance.

17.3 Failure to Re-Apply

If a Member has not:

- (a) re-applied for membership of the Association; and/or
- (b) paid their annual subscription owing the Association;

within one month of reapplication falling due, that Member's membership will be deemed to have ceased from that time. The Register shall be amended to reflect any lapse of membership under this **Clause 17.3** as soon as practicable.

17.4 Member to Re-Apply

A Member whose membership has been discontinued under **Clause 17.2** or has ceased under **Clause 17.3** may only be readmitted as a Member:

- (a) by seeking renewal or re-applying for membership in accordance with this Constitution; and
- (b) at the discretion of the Board, upon such conditions as it deems appropriate.

17.5 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 surf lifesaving equipment or other property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

17.6 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.

18. GRIEVANCES, JUDICIAL AND DISCIPLINE

- (a) The Association adopts the grievances, judicial and discipline processes and principles in the SLSQ and SLSA constitutions, by-laws, regulations and policies as amended from time to time.
- (b) Should the Club decide any alleged offence is beyond the responsibility of the Club, the matter may be referred to the Branch for determination.

19. ANNUAL GENERAL MEETING

An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

The date of the Annual General Meeting shall be a minimum of one (1) week prior to that of the Branch.

20. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Association. The auditor and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.

- (b) Preliminary notice of a General Meeting should be issued 42 days prior to the date of the meeting calling for notices of motion, nominations for any Director and/or other officer positions to be elected at the meeting, and any other business to be conducted at that meeting.
- (c) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (d) At least 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; and
 - (ii) any notice of motion received from Members

21. BUSINESS

- (a) The business to be transacted at the Annual General Meeting must include:
 - (i) presentation of the reports of the Board;
 - (ii) consideration of the financial statements and audit report for the last financial year;
 - (iii) the election of Directors under this Constitution;
 - (iv) the motion for affiliation with the Branch, SLSQ and SLISA; and
 - (v) the appointment of the auditors for the present financial year.
- (b) All business that is transacted at a General Meeting, with the exception of those matters set down in **Clause 21(a)**, shall be special business.
- (c) No business other than that provided on the notice given under **clause 20(d)** shall be transacted at that meeting.

22. NOTICES OF MOTION

Members 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 Secretary not less than 30 days (excluding receiving date and meeting date) prior to the General Meeting. Notices of motion must include a mover and seconder, who must both be Members entitled to vote at the meeting.

23. SPECIAL GENERAL MEETINGS

23.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

23.2 Requisition of Special General Meetings

- (a) The Secretary shall on the requisition in writing of 60% of current voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall:
 - (i) state the object(s) of the meeting;
 - (ii) state any motions proposed to be put to vote at the meeting;
 - (iii) be signed by the Members making the requisition; and
 - (iv) be sent to the Association.

The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

- (c) If the Secretary does not cause a Special General Meeting to be held within one month after the date on 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 not 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 nearly as possible as that, in which meetings are convened by the Board.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 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 shall be such number of Voting Members over the age of 15 years of age that equate to twice the number of current Directors plus one (1) Member.

24.2 President to Preside

The President shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the President 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 shall appoint one of the Directors to preside as chair for that meeting only.

24.3 Adjournment of Meeting

- (a) If within half an 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 such other day and at such other time and place as the chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the

meeting, those Members present and entitled to vote will constitute a quorum for that meeting only.

- (b) The chair 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 but 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 30 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 24.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

24.4 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 chair; or
- (b) a simple majority of Members.

24.5 Recording of Determinations

Unless a poll is demanded under **Clause 24.4**, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

24.6 Where Poll Demanded

If a poll is duly demanded under **Clause 24.4**, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

24.7 Use of technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting as permitted under **clause 24.7(a)** is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

25. VOTING AT GENERAL MEETINGS

25.1 *Members entitled to Vote*

Each Member over the age of 15 years and entitled to vote as set out in the **By-Laws** shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by that Member.

25.2 *Casting Vote*

The chair shall not have a casting vote at General Meetings. Where voting at General Meetings is equal, the motion will be lost.

26. PROXY AND POSTAL/ELECTRONIC VOTING AT GENERAL MEETINGS

- (a) Proxy voting shall not be permitted at any General Meeting.
- (b) Unless otherwise determined by the Board there shall be no postal or electronic voting. If the Board determines that a matter be decided by postal or electronic vote it shall also determine the process by which such vote is undertaken.

27. EXISTING DIRECTORS

The members of the governing or managing body (by whatever name called) of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

28. POWERS OF THE BOARD

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 Board.

29. COMPOSITION OF THE BOARD

29.1 *Composition of the Board*

The Board shall comprise:

- (a) the President;
- (b) the Director of Finance (Treasurer);
- (c) the Director of Administration (Secretary); and
- (d) two other Directors; who must all be Members and who shall be elected under **clause 30**.

29.2 *Portfolios*

If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, as determined in the discretion of the Board.

29.3 *Right to Co-Opt*

The Board may co-opt any person with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as the Board thinks fit. Any person so co-opted shall not be a Director, and shall not exercise the rights of a Director, but shall act in an advisory role only.

29.4 *Appointment of Delegate*

- (a) The Board shall, from amongst its members, appoint a Delegate to attend general meetings of the Branch for such term as the Board determines, and otherwise in accordance with the Branch and SLSQ constitutions.
- (b) The Association must advise the Branch in writing of its Delegate.

30. ELECTION OF DIRECTORS

30.1 *Nominations of Candidates*

- (a) Nominations for candidates to be elected to the Board shall be called for by the Association forty-two days prior to the Annual General Meeting.
- (b) When calling for nominations the Association shall also provide details of the necessary qualifications including the requirements under the Act and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.
- (c) Nominations of candidates for election as Directors (including the President) shall be:
 - (i) made in writing, signed by two Members entitled to vote at the relevant meeting and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Association not less than 30 days before the date fixed for the holding of the Annual General Meeting, and the Association shall send the nominations to the Members entitled to receive notice under this Constitution together with the agenda for that General Meeting.
- (d) The voting Members have the right to reject any nomination regardless of its validity by a simple majority vote.

30.2 *Voting procedures*

Elections shall be conducted by secret ballot and otherwise by such means as is prescribed by the Board.

30.3 *Term of Office of Directors*

- (a) President, Director of Administration and Director of Finance
 - (i) The President, Director of Administration, Director of Finance and Directors shall be elected by the Members from amongst nominations submitted as set out in **Clause 30.1** for terms of two (2) years, which shall commence from the conclusion of the Annual General Meeting at

which the election occurred until the conclusion of the second Annual General Meeting following.

- (ii) The President and half of Directors shall be elected in each year of even number and the Director of Administration, Director of Finance and the other remaining half of the Directors shall be elected in each year of odd number.
- (iii) Should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with the Constitution, this shall be determined by the Board by lot. Elections to subsequent Boards shall then proceed in accordance with the procedures in these Rules with half the elected Board members retiring each year.

31. VACANCIES OF DIRECTORS

31.1 *Grounds for Termination of Office of Director*

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with 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 Board from meetings of the Board held during a period of 6 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 his interest;
- (h) is removed by Special Resolution;
- (i) has been expelled or suspended from membership (without further recourse under this Constitution or the SLSQ Constitution);
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*; or
- (k) would otherwise be prohibited from being a Responsible Person of a charity under the *Australian Charities and Not-for-profit Commission Regulation Act 2013 (Cth)*.

31.2 *Remaining Directors May Act*

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

31.3 *Casual Vacancy*

In the event of a casual vacancy in the office of any Director, the Board may appoint an eligible Member to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

31.4 *No right of appeal*

A director has no right of appeal against their removal from office under this **Clause 31**.

32. MEETINGS OF THE BOARD

32.1 *Board to Meet*

The Board shall meet as often as is deemed necessary and is required by the Act in every calendar year for the dispatch of business and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

32.2 *Decisions of Board*

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors including the chair shall have one vote on any question. The chair may exercise a casting vote where voting is equal.

32.3 *Resolutions not in Meeting*

- (a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from

time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;

- (iii) if a failure in communications prevents **Clause 32.3(b)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **Clause 32.3(b)(i)** is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
- (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

32.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of the Directors.

32.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven days oral or written notice of the meeting of the Board must be given to each Director.

32.6 Conflict of Interest

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting;
 - (ii) speak on the matter; or
 - (iii) vote on the matter.
- (c) Notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (d) Any declaration made or any notice given by a Director under this **Clause 32.6** must be recorded in the minutes of the relevant meeting.
- (e) A Director is disqualified from:

- (i) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
- (ii) contracting with the Association either as vendor, purchaser or otherwise;

except with express resolution of approval of the Board.

- (f) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Association without the approval of the Board, will be voided for such reason.
- (g) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.
- (h) A general notice that a Director is a Member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **rule 32.6(g)** for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (i) A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

33. DELEGATIONS

33.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.

33.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

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

33.3 Delegated Function Exercised in Accordance With Terms

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

33.4 *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 Board under **Clause 32**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.

33.5 *Delegation may be Conditional*

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

33.6 *Revocation of Delegation*

The Board may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

34. BY-LAWS

34.1 *Board to Formulate By-Laws*

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and surf lifesaving in Palm Beach as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the Branch constitution, the SLSQ constitution, the SLSA constitution and any regulations or by-laws made by the Branch, SLSQ or SLSA. If any By-Laws are inconsistent with the SLSQ or SLSA constitution and regulations the By-Laws shall be null and void and will be inapplicable.

34.2 *By-Laws Binding*

All By-Laws made under this clause shall be binding on the Association and Members of the Association.

34.3 *By-Laws Deemed Applicable*

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this clause.

34.4 *Notices Binding on Members*

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members of the Association by means of Notices approved and issued by the Board.

35. FUNDS, RECORDS AND ACCOUNTS

35.1 *Source of Funds*

The Board will determine the sources from which the funds of the Association are to be or may be derived and the manner in which such funds are to be managed.

35.2 *Capital and Borrowings*

Where the Board proposes to:

- (a) expend Association funds on capital expenditure over the sum of **\$150,000**; and/or
- (b) seek borrowings by the Association over the sum of **\$300,000**;

the Board must seek the approval of the Members in General Meeting to such expenditure and/or borrowings.

35.3 *Association to Keep Records*

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these for verification at each Board or General Meeting.

35.4 *Records Kept in Accordance with Act*

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Board.

35.5 *Association to Retain Records*

The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

35.6 *Board to Submit Accounts*

The Board shall submit to the Members at the Annual General Meeting the Statements of Account of the Association in accordance with this Constitution and the Act.

35.7 *Accounts Conclusive*

The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.

35.8 *Accounts to be provided to Members*

The Board shall cause to be provided to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the Statements of Account, the Board's report, the auditor's report (if any) and every other document required under the Act (if any).

35.9 Members' Access to books, minutes and other documents

- (a) Members may apply in good faith and for a proper purpose to the Board to access the financial records, books, securities and other relevant documents of the Association. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request. If the Board permits the request, it may impose conditions upon the member's access.
- (b) Members have no entitlement to access the minutes of Board meetings but may request access to such minutes of Board Meetings. Upon receiving such a request, (which must be made in good faith and for a proper purpose) the Board may, at its absolute discretion, permit or refuse the request.

35.10 Gift Fund

- (a) The Association shall maintain a separate bank account for the Gift Fund which gifts of money or property for that purpose are to be credited.

36. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Association at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act, and in accordance with the *Australian Charities and Non-for-Profit Commission Act 2012* and the *Australian Charities and Non-for-Profit Commission Regulation 2013 (Cth)* for charities endorsed as Deductible Gift Recipients, and/or any applicable charity regulation. Whichever has the higher standard shall apply. The auditor may be removed by the Association at a Special General Meeting.
- (b) The accounts of the Association shall be examined and the correctness of the three key financial statements, being the statement of profit or loss and other income, the statement of financial position and the statement of cash flows, ascertained by an auditor or auditors at the conclusion of each Financial Year.

37. NOTICE

37.1 Manner of Notice

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or by electronic mail, to the Member's registered address 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 electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

37.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised in this Constitution.

38. SEAL

38.1 *Safe Custody of Seal*

The Board shall provide for safe custody of the Seal.

38.2 *Affixing Seal*

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two Directors.

39. ALTERATION OF CONSTITUTION

The Constitution of the Association shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any).

40. INDEMNITY

40.1 *Directors to be indemnified*

Every Director, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability properly incurred by him in his capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

40.2 *Association to Indemnify Directors*

The Association shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

41. DISSOLUTION

Subject to **clauses 6** and **7**, the Association may be wound up in accordance with the provisions of the Act.