

**ASSOCIATIONS ACT (NT)
CONSTITUTION of**

**THE DARWIN
SURF LIFE SAVING CLUB
INCORPORATED**

FINAL VERSION ADOPTED SGM 19 DECEMBER 2006



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1 NAME OF ASSOCIATION

The name of the Association is the **Darwin Surf Life Saving Club Incorporated** (“the **Association**”).

2 OBJECTS OF ASSOCIATION

The Association is a charitable community service based institution. The objects for which the Association is established are to:

- (a) participate as a member of Surf Life Saving Northern Territory (“SLSNT”) and Surf Life Saving Australia Limited (“SLSA”) through and by which surf life saving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of surf life saving throughout the Darwin region;
- (c) ensure the maintenance and enhancement of the Association, SLSNT, Affiliated Clubs, SLSA and surf life saving, its standards, quality and reputation for the benefit of the Members and surf life saving;
- (d) at all times promote mutual trust and confidence between the Association, SLSNT, Affiliated Clubs, SLSA and the Members in pursuit of these objects;
- (e) at all times act on behalf of and in the interest of the Members and surf life saving;
- (f) promote the economic and community service success, strength and stability of the Association, SLSNT, Affiliated Clubs, SLSA and surf life saving;
- (g) affiliate and otherwise liaise with SLSNT and SLSA, in the pursuit of these objects and the objects of surf life saving;
- (h) conduct, encourage, promote, advance and control surf lifesaving in the Darwin region, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (i) conduct or commission research and development for improvements in methods of surf life saving and surf life saving equipment and in all ways Final Version – Adopted SGM 19 December 2006 to improve and safeguard the use of the aquatic environment;
- (j) use and protect the Intellectual Property
- (k) apply the property and capacity of the Association towards the fulfilment and achievement of these objects;
- (l) promote the involvement and influence of surf life saving standards, techniques, awards and education with bodies involved in aquatic life saving;
- (m) strive for Governmental, commercial and public recognition of the Association as the authority on aquatic safety and management in the Darwin region;
- (n) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf life saving and related activities and the preservation of life in the aquatic environment;
- (o) further extend the operations and teachings of the Association throughout the Darwin region;
- (p) further develop surf life saving into an organised institution and with these objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (q) review and/or determine any matters relating to surf life saving which may arise, or be referred to it, by any Member;
- (r) act as arbiter on all matters pertaining to the conduct of surf life saving in the Darwin region, including disciplinary matters;

- (s) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of surf life saving;
- (t) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf life saving;
- (u) represent the interests of its Members and of surf life saving generally in any appropriate forum in the Darwin region;
- (v) have regard to the public interest in its operations;
- (w) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- (x) ensure that environmental considerations are taken into account in all surf life saving and related activities conducted by the Association;
- (y) promote the health and safety of Members and all other users of the aquatic environment;
- (z) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf life saving competition and to award trophies and rewards to successful competitors;
- (aa) encourage and promote performance-enhancing drug free competition;
- (bb) establish, grant and support awards to Members and others, in honourable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of life saving and other distinguished services and acts;
- (cc) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than surf life saving;
- (dd) seek and obtain improved facilities for the enjoyment of the aquatic environment in the Darwin region;
- (ee) promote uniformity of laws for the control and regulation of the aquatic environment in the Darwin region and to assist authorities in enforcing these laws;
- (ff) effect such objects as may be necessary in the interests of surf life saving and the aquatic environment in the Darwin region; and
- (gg) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

3 POWERS OF THE ASSOCIATION

Solely for furthering the objects set out above, the Association has power to:

- (a) acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) take over the whole or any part or parts of the real and personal property belonging to and to undertake all or any of the liabilities of the Association;
- (c) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- (d) construct, maintain and alter any houses, buildings, or works necessary or convenient for the objects of the Association;

- (e) borrow and raise money in such manner as the Association thinks fit;
- (f) raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security and upon such terms as the Committee shall think fit;
- (g) receive money on deposit with or without allowance of interest thereon;
- (h) invest any monies of the Association, not immediately required for the objects of the Association, in such manner as may from time to time be determined by the Committee;
- (i) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (j) take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association;
- (k) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;
- (l) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under this Constitution;
- (m) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (n) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities;
- (o) subscribe to any charities and to grant donations for any public purpose;
- (p) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- (q) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;
- (r) promote any other person or company for any purpose calculated to benefit the Association;
- (s) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one or more of the companies, institutions, societies or associations whose activities or objects are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose calculated to benefit the Association;
- (t) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and
- (u) do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of the Association.

4 APPLICATION OF INCOME

4.1 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this Constitution.

4.2 Except as prescribed in this Constitution:

- (a) 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

(b) 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.

4.3 Nothing contained in **clauses 4.1 or 4.2** shall prevent payment in good faith of or to any Member for:

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

5 LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

6 MEMBER'S CONTRIBUTIONS

Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while the 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).

7 DISTRIBUTION OF PROPERTY ON WINDING UP

7.1 If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.

7.2 The surplus assets must be given or transferred to another association incorporated under the Act that –

- (a) has similar objects or purposes;
- (b) is not carried on for profit or gain to its members; and
- (c) is determined by resolution of the members.

8 DEFINITIONS AND INTERPRETATION

8.1 Definitions

In this Constitution unless the contrary intention appears: "**Act**" means the *Associations Act (NT)*.

"**Affiliated Club**" means a surf life saving club which is a member of or otherwise affiliated with SLSNT or SLSA.

"**Association**" means Darwin Surf Life Saving Club Incorporated.

"**Association Executive**" means the body created pursuant to **clause 31A**.

"**Club Delegate**" means the person(s) appointed from time to time to act for and on behalf of the Association and to represent the Association at General Meetings of SLSNT.

“Committee” means the body consisting of the Committee Members.

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

“Constitution” means this Constitution of the Association.

“Financial year” means the year ending 30 November 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, trade marks (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 regatta, race, championship, competition, series or event or surf lifesaving activity of or conducted, promoted or administered by the Association in the Darwin.

“Life Member” means an individual appointed as a Life Member of the Association under **clause 11.2**.

“Member” means a member for the time being of the Association under clause 11.

“Objects” means the objects provided under **clause 2**

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

“Regulations” means any Regulations made by the Committee under **clause 34**.

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

“SLSA” means Surf Life Saving Australia Limited.

“SLSNT” and **“State Centre”** means a State Centre recognised by SLSA as the body administering surf life saving in the Northern Territory from time to time. At the time of the adoption of this Constitution it means Surf Life Saving Northern Territory Incorporated

“Special Resolution” means a resolution passed:

(a) at a General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with these Rules; and

(b) by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication approved by the Association from time to time.

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

8.1 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;

(f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

(g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of

any of them (whether of the same or any legislative authority having jurisdiction); and

(h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

8.3 Severance

If any provision of this Constitution or any phrase contained in them 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.

8.4 The specification of the objects of the Association in **clause 2** and the powers set out in **clause 3** of this Constitution, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor that any object or power which is specified in detail is more important than any object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

8.5 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.

8.6 Sole Purpose

The Association is established solely for the objects set out in this Constitution.

9 STATUS AND COMPLIANCE OF ASSOCIATION

9.1 Recognition of Association

Subject to compliance with this Constitution, the SLSNT Constitution, and the SLSA Constitution the Association shall continue to be recognised as a Member of SLSNT and shall administer surf life saving activities in the Darwin region in accordance with the objects of the Association.

9.2 Compliance of Association as a Club

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in the Northern Territory of Australia;
- (b) appoint a Club Delegate annually to represent the Association at General Meetings of SLSNT;
- (c) nominate such other persons as may be required to be appointed to SLSNT committees from time to time under this Constitution or the SLSNT Constitution or otherwise;
- (d) forward to SLSNT a copy of its constituent documents and details of its committee members;
- (e) adopt the objects of SLSNT (in whole or in part as a re applicable to the Association) and adopt clauses or rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the SLSNT Constitution.
- (f) apply its property and capacity solely in pursuit of the objects of the Association and surf life saving;
- (g) do all that is reasonably necessary to enable the objects of the Association to be achieved;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of surf life saving, its standards, quality and reputation for benefit of the Members and surf life saving;
- (i) at all times act on behalf of and in the interests of the Members and surf life saving; and
- (j) by, adopting the objects of SLSNT, abide by the SLSNT Constitution.

9.3 Operation of Constitution

The Association and the Members acknowledge and agree:

(a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the objects of the Association and surf life saving are to be conducted, promoted, encouraged, advanced and administered throughout

the Darwin region;

(b) to ensure the maintenance and enhancement of surf life saving, its standards, quality and reputation for the benefit of the Members and surf life saving;

(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 life saving 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;

(h) to act in the interests of surf life saving and the Members;

(j) 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 Regulations, 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 life saving; or

(iii) brought the Association, any Affiliated Club or surf life saving 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.

10 ASSOCIATION'S CONSTITUTION

10.1 Constitution of the Association

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

(a) the objects of SLSNT;

(b) the structure and membership categories of SLSNT;

(c) recognising SLSA as the national peak body for surf life saving in Australia, in accordance with Part II of the SLSA Constitution;

(d) recognising SLSNT as the peak body for surf life saving in the Northern Territory of Australia.;

(e) recognising SLSA as the final arbiter on matters pertaining to surf life saving in Australia, including disciplinary proceedings;

(f) such other matters as are required to give full effect to the SLSNT Constitution;

with such incidental variations as are necessary having regard to the Act.

10.2 Operation of the SLSNT Constitution

(a) The Association will take all steps to ensure its Constitution is in conformity with the SLSNT Constitution at least to the extent set out in **clause 10.1** and in respect of those matters set out in

clause 10.1 shall ensure the Association's Constitution is amended in conformity with future amendments made to the SLSNT Constitution, subject to any prohibition or inconsistency in the Act.

(b) The Association shall provide to SLSNT a copy of its Constitution and all amendments to these documents. The Association acknowledges and agrees that the SLSNT has power, subject to the Act, to veto any provision in its Constitution which, in Surf Life Saving's opinion, is contrary to the objects of SLSNT

10.2 Register

The Association shall maintain, in a form acceptable to SLSNT and with such details as are required by the SLSNT Committee, a register of all Members of the Association. The Association shall provide a copy at a time and in a form acceptable to SLSNT, of its Register and regular update of it to SLSNT.

11 MEMBERS

11.1 Classes of Members

The Members of the Association shall consist of:

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

(b) **Active Members**, who shall be holders of the Bronze Medallion, shall pass the SLSA proficiency test each season and shall perform patrol duties according to the Association's Regulations and shall have the right to be present, to debate and to vote at General Meetings.

(c) **Reserve Active Members** who have satisfactorily completed (from the gaining of the Bronze Medallion) at least eight years of patrol and Club obligations as provided by the Association and

Club Constitution and be granted Reserve Active Membership by resolution of the Committee. They shall pass the SLSA proficiency test each season and shall perform patrol duties at the discretion of the Club Captain. They shall have the right to be present, to debate and to vote at General Meetings.

(d) **Cadet Members** who shall be of an age in accordance with the rules of SLSA and shall apply immediately to train for the Bronze Medallion upon attaining the specified age. They shall be required to attend patrol duties according to their qualifications as directed by the Club. They shall have the right to be present, to debate and to vote at General Meetings.

(e) **Nipper Members** who shall be of an age in accordance with the rules of SLSA and shall be required to gain the relevant Junior Activity Achievement Certificate for that person's age group. They shall have the right to be present and to debate at General Meetings, but shall have no voting rights.

(f) **Associate Members** who are entitled to use the Social facilities of the Association and have a right to be present at but not to debate or vote at General meetings.

(g) **Probationary Members** who shall be all those persons who apply to join the Club as Active Members prior to their gaining their Bronze medallion in accordance with the rules of the SLSA. Probationary Members shall pass a test in swimming as prescribed by the Association or the SLSA and shall within three calendar months of their acceptance qualify for the Bronze Medallion of the Association. They shall have the right to be present and to debate at General Meetings, but shall have no voting rights.

(h) Such other classes of membership as determined by the Committee from time to time.

11.2 Life Members

(a) The Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Association and surf life saving, where such service is deemed to have assisted the advancement of the Association and surf life saving in the Darwin region be appointed as a Life Member.

(b) A resolution of the Annual General Meeting to confer life membership (subject to **clause 11.2**) on the recommendation of the Committee must be a Special Resolution.

(c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the Register the person shall be a Life Member.

12 SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and fees payable by Members to the Association, the time for and manner of payment shall be as determined by the Committee.

13 APPLICATION

13.1 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 the Committee, from the applicant or its nominated representative and lodged with the Association;
- (b) accompanied by the appropriate fee, if any.

13.2 Discretion to Accept or Reject Application

- (a) The Committee on behalf of the Association may accept or reject an application whether the applicant has complied with the requirements in **clause 13.1** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application the applicant shall, subject to notification to SLSNT, become a Member.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Secretary shall amend the Register accordingly as soon as practicable.
- (d) 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.

13.3 Re-Application

- (a) Members must re-apply for membership of the Association in accordance with the procedures set down by the Association in Regulations from time to time.
- (b) Upon re-application a Member must provide details of any change in his or her personal details, and any other information reasonably required by the Association.

14 REGISTER OF MEMBERS

14.1 Director Administration to Keep Register

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

- (a) the full name, address, class of membership and date of entry of the name of each Member; and
 - (b) the full name, address and date of entry of the name of each Committee Member and Club Delegate.
- Members shall provide notice of any change and required details to the Association within one month of such change.

14.2 Inspection of Register

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

14.3 Use of Register

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

14.4 Right of SLSNT to Register

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

15 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

(a) this Constitution constitute a contract between each of them and the Association and that they are bound by this Constitution and Regulations, the SLSNT Constitution and Regulations and the SLSA Constitution and Regulation;

(b) they shall comply with and observe this Constitution and the Regulations, and any determination, resolution or policy which may be made or passed by the Committee or any other entity with delegated authority;

(c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association, SLSNT and SLSA;

(d) the Constitution and Regulations are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of surf life saving as a community service in the Darwin region; and

(e) they are entitled to all benefits, advantages, privileges and services of Association membership.

16 DISCONTINUANCE OF MEMBERSHIP

16.1 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 and SLSNT and SLSA of resignation or withdrawal.

16.2 Discontinuance by Breach

(a) Membership of the Association may be discontinued by the Committee upon 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 Regulations or any resolutions or determinations made

or passed by the Committee or any duly authorised committee or board.

(b) Membership shall not be discontinued by the Committee under **clause 16.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

(c) Where a Member fails, in the Committee's view to adequately explain to remedy the breach, that Member's membership shall be discontinued under **clause 16.2(a)** by the Association giving written notice of the discontinuance.

16.3 Failure to Re-Apply

If a Member has not re-applied for Membership with the Association within two months of re-application falling due, that Member's membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this **clause**

16.3 as soon as practicable.

16.4 Member to Re-Apply

A Member whose membership has been discontinued or has lapsed under **clause 16.3**:

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

16.5 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 life saving 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.

16.6 Membership may be Reinstated

Membership which has been discontinued under this **clause 16** may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

16.7 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.

17 DISCIPLINE

17.1. Disciplinary Committee

(a) Where the Committee is advised or considers that a Member has allegedly:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the SLSNT Constitution, Regulations, SLSA Constitution or Regulations or any resolution or determination of the Committee, the SLSNT Council or any duly authorised sub-committee; or

(ii) acted in a manner unbecoming of a Member, or prejudicial to the objects and interests of the Association, SLSNT, SLSA and/or surf life saving; or

(iii) brought the Association, SLSA, SLSNT any other Affiliated Club or surf life saving into disrepute; the Committee may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association, SLSNT and

SLSA as set out in the Regulations.

(b) The Committee may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate under the principles and in accordance with the procedures expressed in the Regulations.

PART V - GENERAL MEETINGS (NOTE THERE ARE NO PARTS 1-4)

18 ANNUAL GENERAL MEETING

(a) 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 Committee. If no Annual General Meeting is prescribed by the Act, the Association shall hold an Annual General Meeting in accordance with this Constitution, and in order to comply with any requirements of SLSNT and the Act.

(b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

19 NOTICE OF GENERAL MEETING

19.1 Notice of General Meetings

(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 (if any) and Committee Members 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) 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.

(c) 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;
- (ii) any notice of motion received from Members; and
- (iii) forms of authority in blank for proxy votes.

20 BUSINESS

20.1 Business of General Meetings

(a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment and fixing of the remuneration of the auditors.

(b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in **clause 20.1(a)** shall be special business.

20.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

21 NOTICES OF MOTION

21.1 Notices of Motion to be Submitted

Members shall be entitled to 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 42 days (excluding receiving date and meeting date) prior to the General Meeting.

21.2 Unsuccessful Notice of Motion

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

22 SPECIAL GENERAL MEETINGS

22.1 Special General Meetings May be Held

The Committee 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.

22.2 Requisition of Special General Meetings

(a) The Director Administration shall on the requisition in writing of fifteen (15) Members convene a Special General Meeting.

(b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and may consist of

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

(c) If the Director Administration 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 Committee.

23 PROCEEDINGS AT GENERAL MEETINGS

23.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be 15 members represented personally or by their proxies.

23.2 President to Preside

The President shall, subject to this Constitution, preside as Chairman at every General Meeting of the Association except:

(a) in relation to any election for which the President is a nominee; or

(b) where a conflict of interest exists. If the Vice President is not present, or is unwilling or unable to preside the Members shall appoint one of their number to preside as chairman for that meeting only.

23.3 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, the meeting will lapse.

(b) The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place 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 23.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 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:

(a) by the Chairman; or

(b) a simple majority of Members.

23.5 Recording of Determinations

Unless a poll is demanded under **clause 23.4**, a declaration by the Chairman 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.

23.6 Where Poll Demanded

If a poll is duly demanded under **clause 23.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

24 VOTING AT GENERAL MEETINGS

24.1 Members entitled to Vote

Each Member entitled to vote as set out in **clause 11.1** shall have one vote at General Meetings which, subject to this Constitution, shall be exercised by him or his validly appointed proxy. .

24.2 President May Exercise Casting Vote

Where voting at General Meetings is equal the Chairman may exercise a casting vote. The Chairman does not have a deliberative vote.

25 PROXY VOTING

25.1 Proxy Voting Permitted

Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Committee from time to time, has been duly completed and executed and is lodged with the Director Administration at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one proxy vote at any one time.

25.2 Proxy

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

PART VI - THE COMMITTEE

26 EXISTING COMMITTEE MEMBERS

The members of the administrative 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 Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

26.1 EXISTING COMMITTEE MEMBER FOLLOWING CONSTITUTIONAL AMENDMENT

In the event this Constitution is amended so that the positions held under this Constitution by members of the committee cease to exist such existing members of the Committee shall continue to hold office as members of the Committee until the Annual General Meeting following any such constitutional change.

27 POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Committee. In particular, the Committee as the authority for surf life saving in the Darwin region shall be responsible for acting on local issues in accordance with the objects and shall operate for the benefit of the Members and the

community throughout the Darwin region and shall govern surf life saving in the Darwin region in accordance with the objects of the Association, subject always to compliance with the SLSNT , Constitution, regulations, polices and directives.

28 COMPOSITION OF THE COMMITTEE

28.1 Composition of the Committee

The Committee shall comprise of 10 persons as follows:

- (a) the President;
- (b) the Director Lifesaving;
- (c) the Director Marketing and Communications;
- (d) the Director Development;
- (e) the Director Administration;
- (f) the Director Coaching and Competition;
- (g) the Director Infrastructure;
- (h) the Director Finance;
- (i) the Director Education; and,
- (j) the Director Social Activities.

28.1A Eligibility for Election

(a) Subject to this clause, only those persons who are members of the Associations pursuant to clause 11.1 a), b), c), d), or g) shall be eligible to nominate as members of the committee.

(b) A member of the association pursuant to clause 11.1 (f) shall be eligible to be nominate as a member of the Committee in any of the following portfolios: Vice President, Director Administration, Director Infrastructure, Director Finance, Director Marketing and Communication, and Director Social Activities.

28.1AA Vice President

The Committee shall, at its first meeting following each Annual General Meeting elect a member of the Committee, not being the President, to serve as Vice President in addition to the position they were elected to on the Committee.

28.2 Portfolios

Except where the functions of a Member of the Committee is specifically provided for in this Constitution, the duties, functions and powers of Committee members shall be generally in accordance with the title of the Committee position to which they were elected and specifically in accordance with a resolution of the Committee as passed from time to time.

28.3 Right to Co-Opt

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

28.4 Appointment of Club Delegate

(a) The Committee shall, from amongst its Members or persons holding other Committee or executive positions, appoint a Club Delegate to attend meetings of the SLSNT Council and general meetings of SLSNT for a term of one year, in accordance with the SLSNT Constitution. The person may be re-appointed in any subsequent year.

(b) The Association must advise SLSNT of details of its Club Delegate 28 days prior to each SLSNT Annual General meeting.

29 ELECTION OF COMMITTEE MEMBERS

29.1 Nominations of Candidates

(a) Nominations shall be called for by the Director Administration twenty one days prior to the Annual General Meeting. When calling for nominations the Director Administration shall also provide details of the necessary qualifications and job descriptions for the positions.

Qualifications and job descriptions shall be as determined by the Committee from time to time in accordance with clause 28.2 hereof.

(b) Nominations of candidates for election as Committee Members (including the President) shall be:

(i) made in writing, signed by two Members (who are entitled to vote at a General 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 7 days before the date fixed for the holding of the Annual General Meeting, and the Association shall send the nominations received at that time to the Members entitled to receive notice under this Constitution together with the agenda for that General Meeting.

(c) If insufficient nominations are received to fill all available vacancies on the Committee:

(i) the candidates nominated shall, subject to declaration by the Chairman, be deemed elected; and

(ii) further nominations may in the Chairman's discretion be received at the Annual General Meeting.

(d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(e) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Committee.

29.2 Voting procedures

The elections shall be by preferential ballot and shall be by secret ballot on papers prepared by the Secretary.

29.3 Term of Office of Committee Members

The Committee Members shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting. Committee Members may be re-elected.

30 VACANCIES OF COMMITTEE MEMBERS

30.1 Grounds for Termination of Office of Committee Member

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Association;
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of 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 these Rules or the SLSNT Rules); or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

30.2 Remaining Committee Members May Act

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

30.3 Casual Vacancy

In the event of a casual vacancy in the office of any Committee Member, the Committee may appoint a 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 MEETINGS OF THE COMMITTEE

31.1 Committee to Meet

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. Eight Committee Members may at any time, and Secretary shall on the requisition of four Committee Members, convene a meeting of the Committee within reasonable time.

31.2 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Member shall for all objects be deemed a determination of the Committee. All Committee Members (except the Chairman) shall have one vote on any question. The Chairman shall have a casting vote where voting is equal, but shall have no deliberative vote.

31.3 Resolutions not in Meeting

(a) A resolution in writing, signed or assented to by electronic mail, telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.

(b) Without limiting the power of the Committee to regulate their meetings as they think fit, a meeting of Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that:

(i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;

(ii) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or these Rules and such notice specifies that Committee Members are not required to be present in person;

(iii) in the event that a failure in communications prevents **clause 31.3(b)(i)** from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **Clause 31.3(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 Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

31.4 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is seven.

31.5 Notice of Committee Meetings

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

31.6 Conflict of Interest

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

31A ASSOCIATION EXECUTIVE

31A.1 Constitution of Executive

There shall be an Association Executive consisting of the President, Director Coaching and Competition, Director Finance, Director Administration, Director Education, and any other Committee member or members appointed to the Association Executive by resolution of the Committee. The Association Executive may, subject to direction by the Committee, exercise all of the powers of the Committee except the power of delegation pursuant to clause 33.

31A.2 Function and Procedure

The Association Executive shall deal with any urgent matters of the Association requiring attention outside meetings of the Committee. All decisions of the Association Executive shall be reported to the subsequent meeting of the Committee. The Association Executive shall, as far as is practicable, function pursuant to the procedures laid down by this Constitution for the functioning of the Committee.

31A.3 Quorum

At meetings of the Association Executive the number of Association Executive Members whose presence is required to constitute a quorum is three.

32 DIRECTOR ADMINISTRATION

32.1 (vacant)

32.2 Director Administration to Act as Public Officer

Unless the Committee appoints another person to be Public Officer of the Association the Director Administration shall act as and carry out the duties of Director Administration and Public Officer of the Association and shall administer and manage the Association in accordance with this Constitution.

32.3 Specific Duties

The Director Administration shall:

- (a) as far as practicable attend all Committee meetings and all General Meetings of the Association;
- (b) prepare the agenda for all Committee and General Meetings of the Association;
- (c) record and prepare minutes of the proceedings of all meetings of the Committee and the Association, and shall use its best endeavours to distribute those minutes to Members promptly from the date of the meeting;
- (d) regularly report on the activities of, and issues relating to, the Association.

PART VII - MISCELLANEOUS

33 DELEGATIONS

33.1 Committee may Delegate Functions

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

33.2 Delegation by Instrument

The Committee 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 Committee or the Director Administration or Public Officer 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 Committee under **clause 31** above. The entity exercising delegated powers shall make decisions in accordance with the objects and objects of the Association, and shall promptly provide the Association with details of all material decisions and shall provide any other reports, minutes and information as the Association 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 Committee 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 REGULATIONS

34.1 Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend such Regulations for the property advancement, management and administration of the Association, the advancement of the objects of the Association and surf life saving in Darwin as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution of the Association, the SLSNT Constitution, SLSA Constitution any Regulations made by SLSNT or SLSA.

34.2 Regulations Binding

All Regulations made under this clause shall be binding on the Association and Members of the Association.

34.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution 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 Regulations under this clause.

34.4 Bulletin Binding on Members

Amendments, alterations, interpretations or other changes to regulations shall be advised to Members of the Association by means of Bulletins approved by the Committee and prepared and issued by the Director Administration.

35 RECORDS AND ACCOUNTS

35.1 Director Administration to Keep Records

The Director Administration shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Committee and shall produce these as appropriate at each Committee or General Meeting.

35.2 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 Director Administration.

35.3 Association to Retain Records

The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

35.4 Committee to Submit Accounts

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

35.5 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 3 months after such approval or adoption.

35.6 Accounts to be Sent to Members

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

35.7 Negotiable Instruments

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

36 AUDITOR

(a) The Association in General Meeting shall appoint an auditor or auditors with the necessary qualifications required to satisfy the relevant provisions of the Act. The remuneration of such auditor or auditors shall be determined at the General Meeting at which he (or they) are appointed. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association in General Meeting.

(b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

37 NOTICE

37.1 Manner of Notice

(a) Notices may be given by the Director Administration to any person entitled

under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected 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 Director Administration shall provide for safe custody of the Seal.

38.2 Affixing Seal

The Seal shall only be used by authority of the Committee and every document to which the seal is affixed shall be signed by two Committee Members or one Committee Member and the Director Administration.

39 ALTERATION OF CONSTITUTION

(a) 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).

(b) In addition, there shall be no alteration or amendment to **clauses 42 or 43** without the consent of the Commissioner or other officer as specified under the Act from time to time.

(c) An amendment which affects the special rights of any particular class of Members must be approved by a majority of Members of that class, present at a meeting, and need not be approved by any other class. Provided that the foregoing shall not apply to these classes of Members who have no special rights under this Constitution and hence there shall be no necessity to obtain majority approval from them on any issue unless the resolution purports to impose additional obligations on them, other than any increased annual subscription.

40 INDEMNITY

40.1 Committee Members to be Indemnified

Every Committee Member, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him in his capacity as Committee Member, 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 Committee Members

The Association shall indemnify its Committee Members, officers, managers and employees against all damages and costs (including legal costs) for which any such Committee Member, 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 Committee Member of 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.

42 AUTHORITY TO TRADE

The Association is authorised to trade in accordance with the Act.

43 GRIEVANCE PROCEDURES

Where a Member of the Association has a grievance with another Member or with the Association (but not being any of the grounds set out in **clause 17**) and that Member considers the grievance warrants investigation and action by the Association that Member shall follow the following procedure.

43.1 Grievances Officer

The Member shall contact, either by telephone or in writing, the Association's Grievances Officer, appointed by the Committee (but not a member of the Committee), and advise they have a grievance which they wish to discuss. The identity of the nominated Grievances Officer will be communicated to all Members of the Association by written notice. Where a grievance is to be submitted in writing it should be addressed clearly to the Grievances Officer and marked "Private & Confidential".

43.2 Action by Grievances Officer

(a) Where a grievance has been received by the Grievances Officer she or he shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved Member. The Grievances Officer may take whatever steps and conduct whatever investigations necessary to determine whether the grievance is legitimate.

(b) Where the Grievances Officer determines the grievance is legitimate she or he shall take all reasonable steps to resolve the grievance.

(c) Where the Grievances Officer determines the grievance is not legitimate she or he shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the Grievances Officer's determination they may take whatever further action they consider necessary or appropriate.

(d) Where the Grievances Officer is unable to resolve a grievance or considers the grievance of a very serious nature they shall report the grievance to the Secretary and/or the Committee for action.

(e) All grievances received by the Grievances Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievances Officer on investigation shall be confidential and may be communicated only to the Secretary and/or the Committee.