



***DICKY BEACH SURF LIFE SAVING CLUB INCORPORATED  
CONSTITUTION***

***15 April 2018***

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# ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

## CONSTITUTION

Of

### DICKY BEACH SURF LIFE SAVING CLUB INCORPORATED

#### 1. NAME OF ASSOCIATION

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

#### 2. DEFINITIONS AND INTERPRETATION

##### 2.1 Definitions

In this constitution unless the context requires otherwise, the following words and expressions have the following meanings:

- a) **Act** means the *Associations Incorporation Act 1981 (Qld)*.
- b) **Approved localities** means localities in the State of Queensland approved by SLSQ.
- c) **Association** means Dicky Beach Surf Life Saving Club Incorporated.
- d) **Board** means the body managing the Association and consisting of the Directors under clause 28.
- e) **Branch** means SLSQ Sunshine Coast 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.
- f) **By Laws** means any by-laws made by the Board under clause 33.
- g) **Constitution** means this constitution of the Association.
- h) **Delegate** means the person appointed from time to time to act for and on behalf of the Association.
- i) **Director** means a member of the Board appointed in accordance with this constitution.
- j) **Financial year** means the year ending 30 April in each year.
- k) **General Meeting** means the annual, any general or special general meeting of the Association.
- l) **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 conducted, promoted or administered by the Association.

- m) **Life Member** means an individual appointed as a Life Member of the Association under clause 11.2.
- n) **Member** means a registered member of the Association and can only include junior (“Nipper”) members; cadet members; active members; reserve active members; long service members; award members; associate members; honorary members; past active and life members of the Association all of which categories are defined in this constitution or the by-laws.
- o) **Membership Year** means the period between 1 October and 30 September the following year.
- p) **Objects** mean the objects of the Association under clause 3.
- q) **President** means the President for the time being of the Association.
- r) **Seal** means the common seal of the Association and includes any official seal of the Association.
- s) **SLSA** means Surf Life Saving Australia Limited.
- t) **SLSQ** means the body recognised by SLSA as the body administering surf lifesaving in Queensland.
- u) **Special Resolution** means a resolution passed in accordance with the Act.
- v) **State** means and includes a State or Territory of Australia.
- w) **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 political bodies;
- 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 means.

### **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 THE ASSOCIATION**

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

- a) Provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout the Dicky Beach region and other approved localities;
- b) Participate as a member of the Branch, SLSQ and SLSA through and by which lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- c) Ensure the maintenance and enhancement of the Association, Branch, SLSQ, Surf Life Saving Clubs, SLSA, and surf lifesaving, its standards, quality and reputation for the benefit of the members and surf lifesaving;
- d) At all times promote mutual trust and confidence between the Association, Branch, SLSQ, Surf Life Saving 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 lifesaving;

- f) Promote the economic and community service success, strength and stability of the Association, Branch, SLSQ, Surf Life Saving Clubs, SLSA, and surf lifesaving;
- g) Affiliate and otherwise liaise with Branch, SLSQ and SLSA, in the pursuit of these objects and the objects of surf lifesaving;
- h) Conduct, encourage, promote, advance and control surf lifesaving in the Dicky Beach region and other approved localities, 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 lifesaving and surf lifesaving equipment, and in all ways to improve and safeguard the use of the aquatic environment;
- j) Use and protect the Intellectual Property of the Association, Branch, SLSQ and SLSA;
- 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 lifesaving standards, techniques, awards and education with bodies involved in surf lifesaving;
- m) Strive for governmental, commercial and public recognition of the Association as the authority on aquatic safety and management in the Dicky Beach region and other approved localities;
- n) 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;
- o) Further extend the operations and teachings of the Association throughout the Dicky Beach region and other approved localities;
- p) Further develop surf lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage assessments, 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 lifesaving, which may arise, or be referred to it, by any member;
- r) Pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in the Dicky Beach region and other approved localities;
- s) Adopt and implement appropriate policies, including sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and any such matters as arise from time to time as issues to be addressed in surf lifesaving;
- t) Represent the interests of its members and of surf lifesaving generally in any appropriate forum in the Dicky Beach region and other approved localities;

- u) Have regard to the public interest in its operations;
- v) 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;
- w) Ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by the Association;
- x) Promote the health and safety of members and all other users of the aquatic environment;
- y) Encourage members to realise their 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;
- z) Encourage and promote performance-enhancing drug free competition;
- aa) 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 lifesaving and other distinguished services and acts;
- bb) Give, and seek where appropriate, recognition for members to obtain awards or public recognition in fields of endeavour other than surf lifesaving;
- cc) seek and obtain improved facilities for the enjoyment of the aquatic environment in the Dicky Beach region and other approved localities;
- dd) promote uniformity of laws for the control and regulation of the aquatic environment in the Dicky Beach region and other approved localities and to assist authorities in enforcing these laws;
- ee) Effect such objects as may be necessary in the interests of surf lifesaving and the aquatic environment in the Dicky Beach region and other approved localities; and
- ff) 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**

- a) 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 1982 (Qld)*.
- b) Auxiliary organisations may be formed and affiliated to the Association providing such organisations have similar aims and objects as the Association and are subject to the overall control of the Association.



## **5. APPLICATION OF INCOME**

**5.1** The income and property of the Association shall be applied solely towards the promotion of the Objects.

**5.2** 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 monies worth shall be paid or given by the Association to any member who holds any office of the Association.

**5.3** Nothing contained in clauses 5.1 or 5.2 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; or
- e) 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**

**6.1** The liability of the members of the Association is limited.

**6.2** A secretary, member of the Board or member of an incorporated Association as such, is not personally liable except as provided in the rules of the incorporated Association, to contribute towards the payment of the debts and liabilities of the incorporated Association or the costs, charges and expenses of a winding-up of the incorporated Association, beyond the property of the incorporated Association in the person's hands.

## **7. MEMBERS' 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.

## **8. DISTRIBUTION OF PROPERTY ON WINDING UP**

### **8.1 DISTRIBUTION OF DEDUCTIBLE GIFT RECIPIENT PROPERTY ON REVOCATION OR WINDING UP**

- a) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to Surf Life Saving Queensland or if that association is no longer a deductible gift recipient or has ceased to exist, to another surf lifesaving body organisation to which income tax deductible gifts can be made:
- gifts of money or property for the principal purpose of the organisation;
  - contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; or
  - money received by the organisation because of such gifts and contributions.
- b) Such deductible gift recipient charity will be determined by the Members at or before the time of dissolution.

### **8.2 DISTRIBUTION OF PROPERTY ON WINDING UP - GENERAL**

- a) This rule 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 Surf Life Saving Queensland or if that association has ceased to exist to another surf lifesaving body:
- (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.
- c) In this rule – surplus assets see section 92 (3) of the Act.

## **9. STATUS AND COMPLIANCE OF ASSOCIATION**

### **9.1 Recognition of Association**

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 the Dicky Beach region and other approved localities in accordance with the objects.

### **9.2 Compliance of Association**

The members acknowledge and agree the Association shall:

- a) Be or remain incorporated in Queensland;

- b) Appoint a Delegate annually to represent the Association at meetings of the Branch (clause 28.6 refers);
- 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.

### **9.3 Operation of Constitution**

The Association and the members acknowledge and agree:

- a) They are bound by this constitution and that this constitution operates to create uniformity in the way in which the objects and surf lifesaving are to be conducted, promoted, encouraged, advanced and administered throughout the Dicky Beach region and other approved localities;
- 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;
- 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 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.

## **10. ASSOCIATION'S CONSTITUTION**

### **10.1 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;
- c) Recognising SLSA as the peak body for surf lifesaving in Australia, in accordance with the SLSA constitution;
- d) Recognising SLSQ as the peak body for surf lifesaving in Queensland;
- e) Recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings; and
- f) Such other matters as are required to give full effect to the SLSQ constitution.

### **10.2 Operation of the SLSQ Constitution**

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 10.1 and in respect of those matters set out in clause 10.1 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.

The Association shall provide to SLSQ a copy of its constitution and all amendments to this document. The Association acknowledges and agrees that SLSQ has power to veto any provision in this constitution which, in SLSQ's opinion, is contrary to the objects of SLSQ.

## **11. MEMBERS**

### **11.1 Membership**

The membership of the Association shall consist of the following classes of individual membership:

a) **Probationary Members**

Probationary Membership shall be the designation of any person for the time period between applying for membership and the gaining of an award and/or the granting of a formal category membership by the Board. Probationary members shall not have voting rights.

b) **Junior Activities Members ("Nipper")**

A Junior Activity Member shall be a person who shall be a minimum age of five years up to a maximum age of thirteen years and such person shall be required to gain the relevant Surf Education Certificate for that person's age group. Junior Activities Members shall not have voting rights.

c) **Active Cadet Members**

An Active Cadet Member shall:

- (i) Be a Surf Rescue Certificate holder;
- (ii) Fulfil patrol and club obligations, as provided by SLSA and this constitution; and
- (iii) Qualify in an annual proficiency test unless the member has obtained their Surf Rescue Certificate in that season; and
- (iv) Have the right to be present at General Meetings but not have voting rights.

d) **Active Junior and Senior Members**

An Active Member shall:

- (i) Be a Bronze Medallion holder;
- (ii) Fulfil patrol and club obligations, as provided by SLSA and this constitution; and
- (iii) Qualify in an annual proficiency test unless the member has obtained their Bronze Medallion in that season;
- (iv) Have the right to be present, to debate and to vote at General Meetings.

e) **Reserve Active Members**

Reserve Active Membership may be granted to 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 SLSA and the Association's constitution. Reserve Active Membership shall not be automatic, but shall be granted by resolution of the Board upon a recommendation from the Life Saving Committee.

Reserve Active Members shall:

- (i) Perform a minimum of 20 patrol hours and further patrol duties at the discretion of the Life Saving Operations Committee; and
- (ii) Complete the annual proficiency test;
- (iii) Have the right to be present, to debate and to vote at General Meetings.

f) **Long Service Members**

Long Service Membership may be granted to members who have completed ten years active service or to members who have completed eight years active service plus four years reserve active service.

- (i) Should a member join from another Surf Life Saving Club where they are a Long Service Member then such a member's Long Service may be recognised by the Club after performing a minimum of 45 hours of patrols;
- (ii) Such members may be exempted from all patrol obligations and may be granted other special privileges of membership as provided in this constitution;
- (iii) Long Service Members have the right to be present, to debate and to vote at General Meetings.

g) **Award Members**

Award Membership may be granted to persons who hold an SLSA award of one, or more, of the following qualifications: Surf Rescue Certificate; Radio award/s; Observers Certificate; Resuscitation Certificate; Advanced Resuscitation Techniques Certificate; or First Aid Certificate (or equivalent).

- (i) Such members may be called upon to perform patrol and/or other club obligations within the ability of their qualifications;
- (ii) Such members shall have the right to be present at general meetings;
- (iii) The Board may grant Award Members, the right to debate and to vote at general meetings if they are undertaking lifesaving patrol duties; or
- (iv) Award members shall only have voting rights where elected to office or a position which is provided with voting rights by this constitution.

h) **Past Active Members**

Past Active Membership may be granted to persons who have held an SLSA Bronze Medallion and been an active patrol member for a minimum of three years.

Past Active Members shall not have voting rights.

i) **Associate Members**

Associate Membership may be granted to persons who may or may not hold an SLSA award.

- (i) Associate Members shall not have voting rights unless elected to office or position, which is provided with voting rights by this constitution; and
- (ii) Associate Members shall have a joining and/or annual membership fee substantially greater than fees for other categories of membership.

j) **Honorary Members**

Honorary Membership may be granted to persons who may or may not hold on SLSA award. Honorary Members shall not have voting rights

k) **Life Members**

- (i) Life Membership of this Association may be granted to members who have rendered distinguished or special service as provided for in this constitution and is relevant to this Association only; and
- (ii) Life Members shall have the right to be present, to debate and to vote at general meetings;
- (iii) Life Members shall be entitled to all rights and privileges of the Association for life without payment of annual membership fees or any other obligation; and
- (iv) Life Members shall be exempt from any other club fees approved by the Board.

**11.2 Life Members**

- a) The Board may recommend to the Annual General Meeting that any natural person shall be elected from members who has rendered fifteen years special (distinguished, extraordinary, outstanding and conspicuous) service to the Dicky Beach Surf Life Saving Club (the Association) and surf lifesaving, where such service is deemed to have assisted the advancement of the Dicky Beach Surf Life Saving Club and surf lifesaving. This member shall be appointed as a Life Member.
- b) A maximum of two such nominations for Life Membership can be recommended in any calendar year.
- c) A resolution of the Annual General Meeting to confer Life Membership on the recommendation of the Board must be by a special resolution passed by the votes of at least three-quarters of the Association's members who are present and entitled to vote on the resolution;
- d) Upon Life Membership being conferred, the person's details shall be entered in 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 Board from time to time.

**13. APPLICATION**

**13.1 Application for Membership**

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

- a) By electronic means or in writing, on the form prescribed from time to time by SLSQ and/or SLSA from the applicant and lodged with the Association; and
- b) Accompanied by the appropriate fee, if any.

### **13.2 Public Liability Insurance**

The Board must ensure 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.

### **13.3 Discretion to Accept or Reject Application**

- a) The Association may accept or reject an application whether the applicant has complied with the requirements in clause 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 SLSQ, become a member; and
- c) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association; and
- d) The register shall be updated accordingly as soon as practicable; or
- e) 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.

### **13.4 Re-Application**

- a) Members must re-apply for membership of the Association in accordance with the procedures set down by the Association from time to time; and
- 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.

### **13.5 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 13.5(a), shall be entitled to carry on such functions analogous to their previous functions as are provided for under this constitution.



## **14. REGISTER OF MEMBERS**

### **14.1 Register**

The Association 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 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.

### **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, Director or 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, as the Board considers appropriate.

### **14.4 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 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.

## **15. EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- a) This constitution constitutes a contract between each of them and the Association and they are bound by this constitution and by-laws, the SLSQ constitution and regulations and the SLSA constitution and regulation; and
- b) 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; and
- c) By submitting to this constitution and the by-laws they are subject to the jurisdiction of the Association, SLSQ and SLSA; and

- d) The constitution and by-laws are necessary and reasonable for promoting the objects and particularly the advancement and protection of surf lifesaving as a community service in the Dicky Beach region and other approved localities; 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 of resignation or withdrawal.

### **16.2 Discontinuance by Breach**

- a) Membership of the Association may be discontinued by the Board if the member:
  - (i) Is convicted of an indictable offence;
  - (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 himself in a way considered to be injurious or prejudicial to the objects, character or interests of the Association.
- b) Membership shall not be discontinued by the Board under clause 16.2(a) without the Board first giving the accused member the opportunity to explain the breach and/or remedy the breach and in accordance with the Association's by-laws
- c) Where a member fails, in the Board'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 one month of reapplication 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 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 Board.

### **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 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.

#### **16.6 Membership may be Reinstated**

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

#### **16.7 Refund of Membership Fees**

Membership fees or subscriptions paid by the discontinued member will not be refunded on a pro-rata basis to the member upon discontinuance.

### **17. GRIEVANCES, JUDICIAL AND DISCIPLINE**

The Association adopts the grievances, judicial and discipline regulations of SLSA as amended from time to time. These shall be replicated in the by-laws but cannot be amended from the SLSA regulations without the prior written approval of SLSQ and SLSA.

### **18. 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 week prior to that of the branch.

### **19. 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 28 days prior to the date of the meeting calling for notices of motion and any other business to be conducted at that meeting.
- c) A notice of a General Meeting shall specify the place, day and hour of meeting and shall state the business to be transacted at the meeting.
- d) At least 21 days' notice prior to 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

## **20. BUSINESS**

### **20.1 AGM Business**

The business to be transacted at the Annual General Meeting must include:

- a) Presentation of the reports of the Board;
- b) Consideration of the financial statement and audit report for the last financial year;
- c) The election of directors and other office bearers under this constitution;
- d) The motion for affiliation with the Branch, SLSQ and SLSA;
- e) The motion recognising the affiliation of the Association's supporters club;
- f) The appointment of the auditors for the present financial year;
- g) Nomination of Life Member/s;
- h) Notices of motions; and
- i) General Business.

### **20.2 General Meeting Business**

- a) All business 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(a) shall be special business.
- b) No business other than that provided on the notice shall be transacted at that meeting.
- c) General business and general business without notice may be included in the agenda and discussed at the discretion of the chairperson.

## **21. NOTICES OF MOTION**

Members shall be entitled to submit notices of motion for inclusion as special business at a General Meeting.

- a) 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; and
- b) All notices of motion must include a mover and seconder.

## **22. SPECIAL GENERAL MEETINGS**

### **22.1 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.

### **22.2 Requisition of Special General Meetings**

- a) A Special General Meeting of the Association may be called by resolution carried at an Association or Board Meeting, or by direction of the President, or written/electronic requisition of not less than 25 voting members of the Association.
- b) The requisition for a Special General Meeting shall:
  - (i) State the object(s) of the meeting;
  - (ii) Shall be signed by the members making the requisition;
  - (iii) Consist of several documents in a like form, each signed by one or more of the members making the requisitions; and
  - (iv) Be sent to the Association;
- 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.

## **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 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 member.

### **23.2 President to Preside**

The President shall, subject to this constitution, preside as chairman 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; or
- c) If the President is not present, or is unwilling or unable to preside, the members shall appoint one of the directors to preside as chairman for that meeting only.

### **23.3 Adjournment of Meeting**

- a) If within 30 minutes 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. If at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, those members present and entitled to vote will constitute a quorum for that meeting only.
- 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 by:

- a) 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 has 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.

### **23.7 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 23.7(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **24. VOTING AT GENERAL MEETINGS**

### **24.1 Members entitled to Vote**

Each member over the age of 15 years and 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 that member.

### **24.2 Casting Vote**

Where voting at General Meetings is equal, the chairman may exercise a casting vote.

## **25. PROXY AND POSTAL VOTING**

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

## **26. EXISTING DIRECTORS**

The members of the Board of the Association shall continue in those positions until the next Annual General Meeting pursuant to Clause 29.3(b).

## **27. 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.

## **28. COMPOSITION OF THE BOARD**

### **28.1 Composition of the Board**

The Board shall comprise of:

- a) The President as a Director;
- b) The Treasurer as a Director;
- c) The Secretary as a Director;

- d) The Deputy President as a Director;
- e) The nominated Life Members as a Board Member;
- f) The Club Captain as a Board Member;
- g) The nominated member of the Dicky Beach Supporters' Club Inc committee as a Board Member; and
- h) The nominated member of the Surf Sport Committee as a Board Member; and
- i) The nominated member of the Junior Activities Committee as a Board Member..

### **28.2 Supporters' Club**

The Dicky Beach Surf Club General Manager at the time shall attend and report to board meetings as requested but shall not have voting rights.

### **28.3 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.

### **28.4 Right to Co-Opt**

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

### **28.5 Appointment of Delegate**

- a) The Board shall appoint the Association President as 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 constitution.
- b) An alternated delegate shall be appointed from the Board to act as a proxy should the need arise.
- c) The Association must advise the Branch in writing of its delegate.

## **29. ELECTION OF DIRECTORS and OTHER OFFICE BEARERS**

### **29.1 Nominations of Candidates**

- a) Nominations for candidates to be elected to the Board and other Office Bearer positions shall be called for by the Association 42 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) and other Office Bearers shall be:
  - (i) Made in writing, signed by two members on the designated nomination form and accompanied by the written consent of the nominee (which shall be endorsed on the form of nomination); and
  - (ii) Delivered to the Association not less than 28 days before the date fixed for the holding of the Annual General Meeting; and
  - (iii) 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) If insufficient nominations are received to fill all available vacancies on the Board and other Officer Bearers, the candidates nominated shall, subject to a secret ballot by the members confirming their election and if elected, declaration by the chairman, be deemed to be elected.
- e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to a secret ballot by the members confirming their election and if elected, declaration by the chairman be deemed to be elected.
- f) 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 Board and other office bearer positions.
- g) Where no written nominations are received, nominations may be called from the floor of the meeting.

## **29.2 Voting procedures**

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

## **29.3 Term of Office of Directors and Office Bearers**

- a) Directors shall be elected for a term of two years, which shall commence from their election, until the vacation of the position at the relevant Annual General Meeting.
- b) The President and Treasurer shall be elected in the even numbered years; the Deputy President and Secretary shall be elected in the odd numbered years.
- c) Board Members must retire from office at the end of their term, but shall be eligible upon nomination, for re-election.
- d) Office Bearers shall be elected for a term of one year, which shall commence from their election or appointment, until the vacation of positions at each Annual General Meeting.

## **30. VACANCIES OF DIRECTORS**

### **30.1 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 3 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).

### **30.2 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.

### **30.3 Casual Vacancy**

In the event of a casual vacancy in the office of any director, to ensure rotational terms in accordance with the constitution, the Board 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.

### **30.4 No right of appeal**

A director has no right of appeal against their removal from office under clause 30.

## **31. MEETINGS OF THE BOARD**

### **31.1 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.

### **31.2 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 shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.

### **31.3 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) In the event that a failure in communications prevents clause 31.3(b)(i) from being satisfied by that number of directors which constitutes a quorum, and no 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 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 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.

### **31.4 Quorum**

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

### **31.5 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 7 days oral or written notice of the meeting of the Board must be given to each director.

### **31.6 Conflict of Interest**

A director shall declare his interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall unless otherwise determined by the Board absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of uncertainty as to whether it is necessary for a director to absent himself from discussion or refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred. All disclosed interests must be submitted to the Annual General Meeting in accordance with the Act.

## **32. DELEGATIONS**

### **32.1 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.

### **32.2 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.

### **32.3 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.

### **32.4 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 31. The entity exercising delegated powers shall make decisions in accordance with the objects, 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.

### **32.5 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.

### **32.6 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.

## **33. BY-LAWS**

### **33.1 Board to Formulate By-Laws and Policies and Procedures**

- a) The Board may formulate issue, adopt, interpret and amend such by-laws and policies and procedures for the proper advancement, management and administration of the Association, the advancement of the objects and surf lifesaving in the Dicky Beach region and other approved localities as it thinks necessary or desirable.
- b) Such By-Laws and policies and procedures 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.

### **33.2 By-Laws and Policies and Procedures Binding**

- a) All by-laws and policies and procedures made under this clause shall be binding on the Association and members of the Association.
- b) Any amendments to the by-laws and policies and procedures shall be presented for endorsement by the Club Council at the next General Meeting of the Association.

### **33.3 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.

### **33.4 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to by-laws and policies and procedures shall be advised to the members of the Association by means of notices approved and issued by the Board.

## **34. FUNDS, RECORDS AND ACCOUNTS**

### **34.1 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.

### **34.2 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.

### **34.3 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.

### **34.4 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.

### **34.5 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.

### **34.6 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.

### **34.7 Accounts to be sent to Members**

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

### **34.8 Negotiable Instruments**

- a) All monies shall be banked as soon as practicable after receipt thereof.
- b) All amounts of one hundred dollars or over shall be paid by electronic transfer or by cheque signed or authorised by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Board.
- c) Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupment, which may be open.
- d) The Board shall determine the amount of petty cash, which shall be kept on hand.

- e) All the expenditure shall be approved or ratified at a Board meeting.

#### **34.9 Members' Access to Books, Minutes and other Documents**

- a) Members of the Association may apply 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 of the Association may request to access the Minutes of Board Meetings. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request.

### **35. AUDITOR**

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, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001 (Cth)* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association at a Special General Meeting.

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.

### **36. NOTICE**

#### **36.1 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 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.

#### **36.2 Notice of General Meeting**

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

## **37. SEAL**

### **37.1 Seal Form**

The form of the Common Seal shall be circular with the words "*Dicky Beach Surf Life Saving Club Inc*" around its perimeter and with the words "*Common Seal*" in its centre.

### **37.2 Safe Custody of Seal**

The Board shall provide for safe custody of the Seal.

### **37.3 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.

## **38. 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).

- a) A proposal to amend or alter shall be in writing on the designated form and have a proposer and seconder who must be voting members;
- b) Any alteration shall be presented detailing the clause/s to be altered, the proposed alteration/s and accompanied by a rationale for the change;
- c) Any alteration can only be changed by a vote of 75% of the voting members present.

## **39. INDEMNITY**

### **39.1 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 incurred by them in their capacity as director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the court.

### **39.2 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.

#### **40. DISSOLUTION**

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