

Surf Life Saving South Australia Incorporated

2 Barcoo Road
West Beach 5024
("SLSSA")

CONSTITUTION

1. NAME & INTERPRETATION

1.1 Name

The organisation shall be known as 'Surf Life Saving South Australia Incorporated' and the headquarters shall be in South Australia.

1.2 Definitions

In this Constitution, unless the context or subject matter shall otherwise require:

- (a) "**Act**" means the Associations Incorporation Act 1985 (SA) as amended from time to time;
- (b) "**Australian Council**" means the board of SLSSA;
- (c) "**Board**" means the Board of SLSSA established pursuant to **clause 9**;
- (d) "**Board Member**" means a member of the Board;
- (e) "**Club**" means a South Australian Surf Life Saving Club or Life Saving Club affiliated with SLSSA pursuant to **clause 6**;
- (f) "**Chief Executive Officer**" means the senior salaried employee of SLSSA employed to conduct the day to day business of SLSSA pursuant to **clause 11**;
- (g) "**Honorary Member**" means a person who has or can offer some necessary skill or service to SLSSA and has been accepted to that category of membership by the State Council;
- (h) "**Intellectual Property**" means any intellectual or industrial property owned by SLSSA including, but not limited to logos, trademarks, copyright and names in any surf life saving equipment, product, publication or event developed by SLSSA;
- (i) "**Life Member**" means any person who has rendered distinguished or special service SLSSA and has been accepted to that category of membership by the State Council;
- (j) "**Member**" means a member of SLSSA pursuant to **clause 5**;
- (k) "**SLSA**" means Surf Life Saving Australia Ltd and incorporates the Australian Council. For the avoidance of doubt SLSA shall be the supreme controlling authority for the

whole organisation of surf life saving in Australia within the limitations of its powers as set out in the constitution of SLSA;

- (l) "**SLSSA**" means Surf Life Saving South Australia Incorporated.
- (m) "**Special Resolution**" means a resolution passed at a duly convened meeting at which:
 - (i) twenty-one (21) days' written notice has been provided specifying the proposed resolution; and
 - (ii) the resolution is passed by a majority of not less than three quarters (75%) of members present in person or by proxy;
- (n) "**State Council**" means the State Council of SLSSA established in accordance with **clause 8**; and
- (o) "**Strategic Plan**" means the strategic plan of SLSSA as approved or amended from time to time in accordance with the terms of this Constitution.

1.3 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) words imputing the masculine gender shall include the feminine gender;
- (b) words denoting the singular include the plural and vice versa;
- (c) a reference to a person or entity includes a natural person, a partnership, corporation, trust, association, unincorporated body, authority or other entity;
- (d) headings and the table of contents (if any) are for convenience only and do not affect interpretation;
- (e) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (f) a reference to any document is a reference to that document (and, where applicable, any of its provisions) as amended, novated, supplemented or replaced from time to time;
- (g) a reference to a party to this document includes that party's executors, administrators, successors and permitted assigns;
- (h) a reference to any legislation or legislative provision includes any regulations or other delegated legislation or instruments made or issued under it and any consolidations, amendments, re-enactments or replacements of it and them and any of them; and
- (i) the word "including" is not to be treated as a word of limitation.

2. OBJECTS OF SLSSA

- 2.1 SLSSA is a charitable service provider of emergency services, which strives to achieve zero preventable deaths in South Australia's waters. The objects for which SLSSA is established are to:
- (a) participate as a member of a single uniform entity through and by which surf life saving and the preservation of life in the aquatic environments within South Australia can be conducted, promoted and administered;
 - (b) conduct, promote, advance and control the work of surf life saving, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environments;
 - (c) conduct research and development for the improvement in methods of surf life saving, including its techniques and equipment and in any way improve and safeguard the use and enjoyment of the aquatic environments by people;
 - (d) produce, develop, create, licence and otherwise exploit, use and protect the Intellectual property, including but not limited to logos, trademarks, copyright and names in any surf life saving equipment, product, publication or event developed by SLSSA;
 - (e) cooperate with any organisations in improving methods of life saving (whether in aquatic environment or elsewhere) and the securing of public recognition and financial support for Life Saving Institutions;
 - (f) strive for Governmental, commercial and public recognition of SLSSA as the authority on aquatic safety and management within South Australia;
 - (g) draft and promulgate 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 environments and so far as local conditions permit secure uniformity in such rules;
 - (h) extend the operations and/or teachings of SLSSA within South Australia and elsewhere;
 - (i) further develop surf life saving into an organised institution and with these objects in view, to foster, regulate, organise and manage training, assessments, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful members;
 - (j) ensure that environmental considerations are taken into account in all surf life saving and related activities conducted by SLSSA;
 - (k) promote the health and safety of members and all other users of the aquatic environment and seek and obtain improved facilities for their enjoyment;

- (l) encourage members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in life saving activities, regardless of gender or age, within the limits of membership categories;
- (m) encourage and promote performance enhancing drug free competition / environment;
- (n) recommend 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;
- (o) where appropriate, recommend and support recognition for members to obtain awards, civil honours or public recognition for services to surf life saving or other fields of endeavour;
- (p) promote uniformity of laws for the control and regulation of the aquatic environments and to assist the authorities in enforcing these laws;
- (q) effect such purposes as may be necessary in the interests of surf life saving and the aquatic environments; and
- (r) undertake or do all such things or activities as may appear to SLSSA to be incidental or conducive to the advancement of these objects and to conduct the affairs of SLSSA in a way that strives to attain a surplus cash position.

3. POWERS OF SLSSA

- 3.1 Solely for furthering the objects set out above SLSSA has the powers set out in section 25 of the Act, including the 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) 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 purposes of SLSSA and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
 - (c) construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of SLSSA;
 - (d) borrow and raise money in such manner as SLSSA may think fit;

- (e) raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of SLSSA or without any such security and upon such terms as SLSSA shall think fit;
- (f) receive money on deposit with or without allowance of interest thereon;
- (g) invest any monies of SLSSA not immediately required in such manner as may from time to time be determined by SLSSA provided such funds shall be invested in securities as defined in the Trustee Act of South Australia;
- (h) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the purposes of SLSSA;
- (i) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by through any factors, trustees or agents;
- (j) take any donation, bequest, gift of property etc, whether subject to any special trust or not for any one or more of the objects of SLSSA;
- (k) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of SLSSA in the shape of donations, annual subscriptions or otherwise;
- (l) print and publish newspapers, periodicals, books or leaflets that SLSSA may think desirable for the promotion of its objects;
- (m) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees, agents and other persons in and for the carrying out of the objects of SLSSA and to define duties and to pay them in return for services rendered to SLSSA, salaries, wages and gratuities;
- (n) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof of SLSSA and for that purpose, utilise any of the assets of or held on behalf of SLSSA;
- (o) promote any other person or company for any purpose calculated to benefit SLSSA;
- (p) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of SLSSA or generally for any purpose calculated to benefit SLSSA;
- (q) advance the interests of affiliated Surf Life Saving Clubs within SLSSA;
- (r) enforce the observance of the policies, rules and regulations and written directions from time to time of SLSSA and SLSA, deal with any infringement thereof, and adjudicate upon all disputes and difficulties between affiliated Clubs or between individual members of affiliated Clubs and/or SLSSA or its officers;

- (s) act as arbiter on matters pertaining to the conduct of surf life saving in South Australia, including disciplinary matters, and refer matters to SLSA as the final arbiter, as appropriate;
- (t) represent the interests of its Members and of surf life saving generally in any appropriate forum;
- (u) have regard to the public interest in its operations; and
- (v) carry on any other activity whatsoever which is considered to directly or indirectly enhance or further the interests of SLSSA.

4. COMPOSITION

4.1 Affiliation with SLSA

SLSSA is a member of SLSA and subject to the powers of SLSA, shall be the controlling authority of surf life saving within the State of South Australia.

4.2 Composition

SLSSA shall consist of:

- (a) the Clubs, which will be affiliated to SLSSA in accordance with **clause 6**;
- (b) the State Council, which will be comprised in accordance with **clause 8**;
- (c) the Board, which will be comprised in accordance with **clause 9**;
- (d) a Patron;
- (e) any Vice Patrons appointed by the State Council from time to time;
- (f) any Honorary Members appointed by the Board pursuant to **clause 5.2**; and
- (g) any Life Members appointed by the State Council pursuant to **clause 5.3**.

5. MEMBERSHIP OF SLSSA

5.1 Clubs

- (a) Each Club will be a Member of SLSSA.
- (b) Each Club shall ensure that its constitution has provisions dealing with the appointment of members in line with SLSA approved membership categories

5.2 Honorary Members

- (a) The Board may appoint an individual as an Honorary Member of SLSSA who, in the absolute discretion of the Board, has or can afford SLSSA some necessary skill or service.
- (b) An Honorary Member will not have voting rights.

5.3 Life Members

- (a) The State Council may appoint an individual as a Life Member of SLSSA upon formal recommendation from the Awards & Recognition Committee who, in the absolute discretion of the State Council, has rendered distinguished or special service to a Club, SLSSA or SLSA.
- (b) A Life Member will not have voting rights.

5.4 Constitution & By-Laws of SLSA & Clubs

All Members of SLSSA will and agree to be bound by the constitution, regulations, resolutions and manuals of SLSA and this Constitution and By-Laws of SLSSA and any resolutions and manuals of SLSSA. Where there is any conflict, the constitution, regulations, resolutions and manuals of SLSA will take precedence.

5.5 Cessation of Membership

- (a) A Club ceases to be a Member of SLSSA if it has its affiliation with SLSSA withdrawn or terminated in accordance with **clause 6.5**.
- (b) An Honorary Member or Life Member ceases to be a Member of SLSSA if they:
 - (i) die;
 - (ii) are expelled or suspended pursuant to **clause 5.6** or **clause 5.7** (as applicable); or
 - (iii) resign as Member by giving fourteen (14) days notice in writing to the Chief Executive Officer.
- (c) Upon a Member ceasing to be a Member of SLSSA that Member's membership rights cease.

5.6 Suspension and Termination of Honorary Membership

- (a) Subject to **clauses 5.6(b)** and **5.6(c)**, if an Honorary Member:
 - (i) breaches any provision of any constitution, by-Laws, regulations or resolutions that are binding on that Member; or
 - (ii) engages in any conduct which, in the reasonable opinion of the Board, is unbecoming of a Member or which is prejudicial or adverse to the interest of SLSSA or SLSA, the Board may expel that Honorary Member or Life

Member or suspend their membership rights for a period as the Board thinks fit.

- (b) The Board can only expel an Honorary Member or suspend their membership rights by a resolution passed at a meeting of the Board.
- (c) The Board cannot expel an Honorary Member or suspend their membership rights unless the Board:
 - (i) gives that Honorary Member not less than fourteen (14) days written notice of its intention to propose a resolution referred to in **clause 5.6(b)**; and
 - (ii) allows the Honorary Member a reasonable opportunity to present reasons why they should not be expelled or have their membership rights suspended.

5.7 Suspension and Termination of Life Membership

- (a) Subject to **clauses 5.7(b)** and **5.7(c)**, if a Life Member:
 - (i) breaches any provision of any constitution, by-Laws, regulations or resolutions that are binding on that Member; or
 - (ii) engages in any conduct which, in the reasonable opinion of the State Council, is unbecoming of a Member or which is prejudicial or adverse to the interest of SLSSA or SLSA, the State Council may expel that Life Member or suspend their membership rights for a period as the State Council thinks fit.
- (b) The State Council can only expel a Life Member or suspend their membership rights by a resolution passed at a meeting of the State Council.
- (c) The State Council cannot expel a Life Member or suspend their membership rights unless the State Council:
 - (i) gives that Life Member not less than fourteen (14) days written notice of its intention to propose a resolution referred to in **clause 5.7(b)**; and
 - (ii) allows the Life Member a reasonable opportunity to present reasons why they should not be expelled or have their membership rights suspended.

6. AFFILIATION OF CLUBS

6.1 Annual Application

- (a) Each Club within an SLSSA area shall apply annually for renewal of affiliation. Such application for renewal of affiliation must be made and approved by the Board prior to the date of the annual general meeting of the Members of SLSSA. Payment of any fees that may from time to time be determined by the Board shall be paid prior to the start of the annual general meeting.
- (b) No Club shall be entitled to membership after the date of the annual general meeting until such time as an application for affiliation is made on the prescribed form,

accompanied by the fee as determined pursuant to **clause 6.1** and approved by the Board

- (c) When applying for renewal of affiliation each Club must indicate whether it has adopted any changes to the constitution of that Club in the preceding twelve (12) months. If any amendments have been adopted then a complete new copy of the document must be submitted to SLSSA prior to the annual general meeting.

6.2 Club Affiliation Criteria

- (a) No Club will be granted affiliation with SLSSA unless it is a registered incorporated association, or is in the process of registering under the Act, nor remain affiliated with SLSSA unless it subscribes to the Constitution and By-Laws of SLSSA and to the constitution and regulations of SLSSA.
- (b) Any Club desirous of affiliating will apply for initial affiliation on the prescribed form to the Chief Executive Officer with a copy of its constitution and by-laws, and such other information as the Board may desire.
- (c) The constitution and by-laws of any Club applying for affiliation must include:
 - (i) a definition of the geographic area to be approved by the Board as being under the Club's control;
 - (ii) each club agreeing to observe the strict maintenance of lifesaving services and demonstrated commitment to the organisations vision, mission and objectives as determined or approved by SLSSA from time to time;
 - (iii) a stipulation requiring affiliation with SLSSA and agreement to remain incorporated;
 - (iv) a provision that the annual general meeting of the Club will be held prior to the SLSSA annual general meeting in each year; and
 - (v) a provision that on dissolution the property and assets of the Club shall revert to SLSSA.
- (d) Application for affiliation and for renewal of a Club will be approved only by Special Resolution of those present and entitled to vote at the meeting of the Board dealing with the application.

6.3 Types of Club Affiliations

6.3.1 Surf Life Saving Clubs

- (a) Full affiliation may be granted to a Club who meets the requirements as defined in the 'Club Guidelines' and which is capable of successfully contributing to the objects as defined in this Constitution and By-laws. Full affiliation will in no circumstances be granted to any Club until its active membership is able to fulfil and maintain SLSSA conditions and otherwise carry out the objects of SLSSA. A Club desiring to affiliate must, however, apply for affiliation on the prescribed form and it will be allowed to commence life saving operations in the approved geographic area in such manner as the Board determines and with such assistance as is allotted. The Club will be regarded as being on probation until such time as it can fulfil SLSSA's requirements when, on proof of this, full affiliation may be granted.

- (b) Probationary affiliation may be granted to a Club with demonstrated intent to achieve full affiliation and who meet the requirements for probationary affiliation as set out in the 'Club Guidelines'. Such a Club will be entitled only to speak, not vote, at all meetings of the State Council. It may also be entitled to compete in State Championships and/or competitions at the absolute discretion of the Board.
- (c) Suspended affiliation may be imposed on a Club as a penalty for breaches of the Constitution or By-laws, or where the Club cannot meet SLSSA requirements and will mean the loss for a defined period of all privileges including the right for its eligible members to vote in any general meetings of SLSSA and the right of its members to compete in any carnival or competition held.

6.3.1 Life Saving Clubs

- (a) Full affiliation may be granted to a Club that meets the requirements as defined in the 'Club Guidelines' and that is capable of successfully contributing to the objects as defined in this Constitution and By-laws. Full affiliation will in no circumstances be granted to any Club until its active membership is able to fulfil and maintain SLSSA conditions and otherwise carry out the objects of SLSSA. A Club desiring to affiliate must, however, apply for affiliation on the prescribed form and will be allowed to commence life saving operations in the approved geographic area in such manner as the Board determines and with such assistance as is allotted. The Club will be regarded as being on probation until such time as it can fulfil SLSSA's requirements when, on proof of this, full affiliation may be granted.
- (b) Probationary affiliation may be granted to a Club with demonstrated intent to achieve full affiliation and who meet the requirements for probationary affiliation as set out in the 'Club Guidelines'. Such a Club will be entitled only to speak, not vote, at all meetings of the State Council. It may also be entitled to compete in State Championships and/or competitions at the absolute discretion of the Board.
- (c) Suspended affiliation may be imposed on a Club as a penalty for breaches of the Constitution or By-laws, or where the Club cannot meet SLSSA requirements and will mean the loss for a defined period of all privileges including the right for its eligible members to vote in any general meetings of SLSSA and the right of its members to compete in any carnival or competition held.

6.4 Payment of Affiliation Fees

- (a) Affiliation and registration fees are due from the date of application for affiliation.
- (b) Any Club joining SLSSA after the first day of May in any season will not be required to pay any additional affiliation fee for the following season, but its State Councillors shall be entitled to all privileges of other State Councillors.

6.5 Withdrawal and Termination of Affiliation

- (a) Any Club desirous of withdrawing from affiliation will give notice in writing to that effect to the Chief Executive Officer and on discharging all arrears and obtaining approval by the Board such resignation will become effective.

- (b) Any Club may have its affiliation terminated by a Special Resolution of the Board. Termination automatically involves the cancellation of affiliation and all rights of such Club. Notwithstanding this, a Club may re-apply for affiliation on the prescribed form at any time in accordance with **clause 6.2**.
- (c) Any Club in default of any payment of any liabilities owed to SLSSA or to any other Club may have its affiliation application held up, or if already affiliated, the Club may be debarred by ordinary resolution of the Board from participating at any assessment, competition or event held under the control of SLSSA or SLSSA, and the Club President (or their nominee) of any Club so defaulting shall be prevented from voting at any meeting of the State Council (and, if the Club President or nominee is a member of the Board, from voting at any meeting of the Board) until such time as the liability has been paid.
- (d) For the purpose of **clause 6.5(c)**, a Club will be deemed to be in default of payment of any liabilities when such liabilities have been owing for a period of ninety (90) days or more after due notice has been given to the Club. Any Club in default of payment of any liabilities due or on behalf of SLSSA may be suspended or expelled in accordance with **clause 6.5(b)**.

7. GENERAL MEETINGS

7.1 Annual General Meeting

The annual general meeting of the Members of SLSSA will be held not later than the 30th day of November in each year.

7.2 Business of Annual General Meetings

The business of the annual general meeting will be to:

- (a) confirm the minutes of the previous meeting;
- (b) receive any reports;
- (c) adopt and approve the annual report and financial statements;
- (d) deal with any business arising out of the minutes;
- (e) consider motions to alter this Constitution; and
- (f) any other business as required by the Act or this Constitution or By-Laws.

7.3 Special General Meetings

- (a) The Chief Executive Officer will upon resolution passed at a meeting of the State Council or the Board, convene a general meeting of the Members of SLSSA at any time provided adequate notice of the meeting is given in accordance with **clause 7.4(a)**.
- (b) The Chief Executive Officer will, on requisition in writing from at least four (4) voting Members of SLSSA, convene a general meeting of the Members of SLSSA within twenty-eight (28) days of the requisition.

7.4 Notice of Meeting

- (a) A notice of general meeting must give a minimum of twenty-one (21) days notice of the meeting and specify the place, date, time of meeting and state the general nature of the business to be transacted at the meeting.
- (b) All business to be transacted at a special general meeting convened in accordance with **clause 7.3** will be special business.

7.5 Quorum

- (a) No business will be transacted at any general meeting of the Members of SLSSA unless a quorum of Members is present at the time the meeting proceeds to business.
- (b) The quorum for a general meeting of the Members of SLSSA is fifty per cent (50%) plus one (1) of the Members of SLSSA entitled to vote at the general meeting.
- (c) If a quorum is not present within thirty (30) minutes of from the time appointed for the meeting, the meeting:
 - (i) if convened in accordance with **clause 7.3**, will be dissolved; or
 - (ii) will otherwise be adjourned for seven (7) days to the same place and at the same time. All parties will be notified of the adjournment in writing with at least forty-eight (48) hours notice. In the event of a quorum not being present at the further meeting, the business will proceed in accordance with the original agenda.

7.6 Chairperson

The State President will preside as chairperson at every Annual General Meeting, Special General Meeting, State Council Meeting and Board meeting at which they are present and entitled to preside within the rules provided by this Constitution. In the absence or incapacity of the State President, the Members present and entitled to vote at the meeting in session will elect a chairperson to preside for the duration of the meeting.

7.7 Voting

- (a) At a general meeting of the Members of SLSSA, each Member entitled to vote must vote in person or by that Member's nominee.
- (b) At any general meeting of the Members of SLSSA a resolution put to the vote of the meeting will be decided on a show of hands, unless a poll is requested by the chairperson, or by at least four Members of SLSSA present and entitled to vote.
- (c) Unless a poll is actioned, a declaration by the chairperson that a resolution has on a show of hands been carried or lost, and an entry to that effect in the minutes of SLSSA, is conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

- (d) Subject to any rights or restrictions attached to any membership rights, each Member of SLSSA entitled to vote has one vote on a show of hands or poll.
- (e) The chairperson will have the casting vote where all votes are equal.

7.8 Minutes

The chairperson will cause full and accurate minutes of all proceedings and resolutions of general meetings of the Members of SLSSA to be recorded.

8. THE STATE COUNCIL

8.1 Establishment of State Council

The State Council will be established to provide guidance to the Board and consult with the Board in relation to matters relating to surf life saving in South Australia.

8.2 Composition of State Council

The State Council will comprise the:

- (a) State President; and
- (b) Club Presidents (or their nominee).

8.3 State President

The State President will:

- (a) be the nominal head of SLSSA and preside at all meetings of the State Council;
- (b) maintain order and see that the duties of the State Council are properly performed and the discipline of the State Council enforced;
- (c) have the power to suspend from office any State Councillor whose continuance as a member of the State Council would, in the reasonable opinion of the State Council, be detrimental to the welfare of the SLSSA and such suspension shall continue until the next meeting of the State Council when it shall cease unless the State Council shall otherwise direct;
- (d) be the nominated SLSSA State Director to SLSSA;
- (e) subject to the Act and the provisions of this Constitution and By-Laws assume the authority of SLSSA to act on its behalf;
- (f) be elected by the State Council, at a general meeting of the State Council to be held no later than 31 May of each year, for a term of two (2) years commencing at the conclusion of that general meeting; and

- (g) not concurrently serve as State President and Club President at any time and will immediately resign from their appointment as Club President upon their election as State President (where applicable).
- (h) The Board may decide to elect a State Vice President to deputise for the State President and to serve as an organisational representative when required. The Vice President does not assume any of the responsibilities of the State President pursuant to **Clause 8.3** unless explicitly approved by the Board at a properly convened Board Meeting.

8.4 Club Presidents

- (a) Each Club will advise the State President and the Chief Executive Officer of its elected Club President (or their nominee) at least twenty-eight (28) days prior to the annual general meeting of the State Council.
- (b) A Club President will remain on the State Council until the election of their successor, provided that they may resign or may be removed from the position by their respective Club, in which case the Club may make another appointment.
- (c) A Club President cannot concurrently serve as State President. If a Club President is elected as State President, that person must immediately resign from their appointment as Club President. Upon appointment of a new Club President, the relevant Club must immediately advise the State President and/or Chief Executive Officer of its elected Club President (or their nominee) and the new Club President will serve on the State Council in accordance with this **clause 8.4**.
- (d) Club Presidents may appoint proxies.

8.5 State Council Meetings

- (a) The State Council will meet at least twice annually or as otherwise required to dispose of the business of the State Council in accordance with this Constitution.
- (b) The State President will, on the requisition in writing of at least four (4) members of the State Council, convene a special meeting of the State Council within twenty-eight (28) days of the requisition.
- (c) The State President may convene a special meeting of the State Council in the State President's absolute discretion.
- (d) A notice of a State Council meeting must give a minimum of twenty-one (21) days' notice of the meeting and specify the place, date, time of meeting and state the general nature of the business to be transacted at the meeting.
- (e) At a meeting of the State Council the number of members whose presence is necessary to constitute a quorum will be fifty percent (50%) plus one (1) unless otherwise determined by the Board.
- (f) If a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be adjourned for seven (7) days to the same place and at

the same time. All parties shall be notified of the adjournment in writing with at least forty-eight (48) hours notice. In the event of a quorum not being present at the further meeting, the business shall be proceeded with in accordance with the original agenda.

- (g) Subject to the provisions of this Constitution and By-Laws, questions arising at a meeting of the State Council will be decided by a majority of votes of members present or by proxy unless the question is one that is required to be decided by a Special Resolution.
- (h) The State President shall have the casting vote where voting is equal.
- (i) The State President will cause full and accurate minutes of all proceedings and resolutions of State Council meetings to be recorded.

8.6 Powers of State Council

Subject to the Act and the provisions of this Constitution and By-Laws, the State Council may exercise the following powers:

- (a) provide guidance to and consult with the Board and SLSSA generally;
- (b) elect the State President;
- (c) appoint Life Members of SLSSA in accordance with the provisions set out in this Constitution and By-Laws; and
- (d) elect the members of the Board.

8.7 Disclosure of Interest of State Council

- (a) Subject to the Act, a member of the State Council must not hold an office of profit in SLSSA without the prior approval of the Members of SLSSA obtained by resolution at a general meeting.
- (b) Subject to the Act, a member of the State Council who has a direct or indirect pecuniary interest in any contract or proposed contract with SLSSA must:
 - (i) as soon as that member becomes aware of their interest disclose the nature and extent of such interest to the Board.
- (c) Subject to the Act, a member of the State Council who has a direct or indirect pecuniary interest in any matter that is being considered at a meeting of the State Council must not:
 - (i) vote on the matter; or
 - (ii) participate while the matter (or proposed resolution of that kind) is being considered at that meeting.

8.8 Vacation, Disqualification and Removal of State Councillors

- (a) Without limiting the State President's powers under **clause 8.3**, the State President will, on the requisition in writing of at least 50% of State Councillors, convene a special meeting of the State Council for the purpose of reviewing the conduct of one or more State Councillors, within 28 days of such requisition. At such meeting, the State Council may:
- (i) review the conduct and performance of one or more State Councillors; or
 - (ii) disqualify or remove one or more State Councillors on the grounds that the State Councillor(s) have acted in a manner unbecoming or prejudicial to the objects of SLSSA or through its actions brings the State Council or SLSSA into disrepute.
- (b) In the event that the State Council disqualifies or removes a State Councillor in accordance with **clause 8.9(a)(ii)**, the relevant Club will have the power to nominate an appropriately qualified person to represent the Club on the State Council in their absence.

9. THE BOARD

9.1 Establishment of Board

The responsibility for the management of the operational affairs of SLSSA will be vested in the Board and the primary functions of the Board are to manage SLSSA and its Members in accordance with the objects of SLSSA, the Act and this Constitution and By-Laws.

9.2 Composition of Board

- (a) The Board will consist of at least seven (7) members, and no more than nine (9) members comprising:
- Elected positions;
- (i) the State President;
 - (ii) no more than two (2) Club Presidents (who may also be members of the State Council) appointed by resolution passed at a general meeting of the State Council to be held no later than 31 May of each year; and
 - (iii) other members of SLSSA or any Club, two (2) of whom may be co-opted from outside SLSSA, appointed by resolution passed at a general meeting of State Council to be held no later than 31 May of each year.
- Appointed positions
- (iv) Up to two (2) other appointed members who may be elected by the State President and/or Board with specific skill sets;
- (b) The Board will strive to be inclusive and ensure it is representative of the membership. The Board will be comprised of at least 40% male and 40% female representation.
- (c) The members of the Board will be the officers of SLSSA.

9.3 Powers of the Board

Subject to the Act and to any other provision of this Constitution and By-Laws, the Board will exercise all powers of SLSSA that are not required to be exercised by the State Council or in a general meeting of Members of SLSSA, including the power to:

- (a) approve, monitor and implement strategy and performance objectives of SLSSA;
- (b) prepare, approve and implement the Strategic Plan;
- (c) ensure that SLSSA conforms with legal and ethical standards and operates in accordance with the Strategic Plan;
- (d) approve systems of risk management, safety and internal compliance and review, draft and implement such systems;
- (e) approve, review, and implement policies;
- (f) authorise expenditure and purchase assets on behalf of SLSSA, in line with Delegations of Authority Policy;
- (g) Approve and monitor financial and operating budgets of SLSSA;
- (h) appoint and remove the Chief Executive Officer;
- (i) appoint chairpersons and members to any committees or panels as per the By-Laws established pursuant to **clause 9.10**;
- (j) appoint, suspend and/or terminate a Member of SLSSA;
- (k) appoint Honorary Members or Officers of SLSSA in accordance with the provisions set out in this Constitution and By-Laws;
- (l) appoint vice patrons;
- (m) affiliate, suspend and/or terminate an affiliation of a Club;
- (n) approve the borrowing of any money, mortgage or charge of any property of SLSSA, the issue of debentures or the giving of any other security for a debt, liability or obligation of guarantee; and
- (o) monitor the performance of SLSSA, including the Board and the performance of any Board appointed committees or panels.
- (p) Endorse recommendations for the Hall of Fame as provided from time to time by the Awards and Recognition Committee

9.4 Reporting to State Council

The Board will reasonably consult with the State Council and from time to time will provide reports to the State Council on matters material to SLSSA and the performance of the Board's duties and powers.

9.5 Nomination of Board Members

- (a) Nominations for Board Members will be called for by the Chief Executive Officer not less than fifty-six (56) days prior to the date set for the election of officers.
- (b) Nominations must be received by the Chief Executive Officer at least twenty-eight (28) days prior to the date set for the election of officers:
 - (i) in writing; and
 - (ii) signed by the nominee expressing their willingness to accept the position for which they are nominated,
- (c) Nominations will be reviewed and vetted by the Nominations Committee established pursuant to clause 9.3(i).
- (d) Recommendations from the Nominations Committee, including all nominations, will be sent to the Members of the State Council with the agenda for that meeting.

9.6 Term of Office of Board Members

- (a) Board Members will be elected for a term of two (2) years which will commence from the conclusion of the general meeting of the State Council at which the election occurred until the conclusion of the second general meeting when elections for Directors are held.
- (b) The maximum number of terms for a Director is five (5), or ten (10) years in total.
- (c) Three (3) Board Members and the President will be elected in each year of even number and three (3) Board Members will be elected in each year of odd number.
- (d) When a Director is elected President, their number of terms re-starts.
- (e) Board Members will be eligible to stand for nomination and re-election at the conclusion of each term. As long as they have not reached the maximum number of terms.
- (f) Board Members reaching their maximum term of ten (10) years must have a 'cooling off' period of at least three years before re-nominating for the Board.
- (g) Any former senior staff, including the CEO and Managers, cannot nominate to be a member of the Board for at least three years from the date of the cessation of their employment.
- (f) The State President shall be a Board Member so long as they hold the position of State President.

9.7 Transitional Provisions

- (a) Pursuant to clause 9.6(c) the President should be elected for a two (2) year term in even years.
 - (i) The current president has been elected for a two (2) year term to expire in May 2021
 - (ii) In May 2021 the President be elected for a one (1) year term so that future elections of the President can fall in line with this Constitution. This one (1) year term will not be included in the calculation of their maximum tenure as per clause 9.6.
- (b) Pursuant to clause 9.2 (a) that the maximum number of the Board should be no more than 9.
 - a. This maximum number of nine will not come into effect until the May 2021 elections when voting is delivered as prescribed in section 9.6 (c).

9.7 Vacation, Disqualification and Removal of Board Members

- (a) In addition to the circumstances in which the office of a Board Member becomes vacant by virtue of the Act, the position of a Board Member will immediately become vacant if the Board Member:
 - (i) is absent from two (2) consecutive meetings of the Board without approved leave of absence from the Board;
 - (ii) subject to **clause 9.7(d)**, acts in a manner unbecoming or prejudicial to the objects of SLSSA or through their actions brings the Board or SLSSA into disrepute;
 - (iii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (iv) resigns that office by twenty-eight (28) days written notice to SLSSA;
 - (v) becomes prohibited from being a Board Member by reason of any order made under or pursuant to any law; or
 - (vi) is convicted of any criminal offence.
 - (iii) If any Board Member resigns or is removed from a position as a Club President, that person will immediately cease to be a Board Member upon resignation or removal and the State Council will appoint another Board Member in their absence pursuant to **clause 9.7(c)**.
- (c) The Board will have the power to appoint an appropriately qualified person to fill a casual vacancy on the Board and that person will hold office for the remainder of the term of the Director they are replacing.
- (d) The State President will, on the requisition in writing of at least 50% of State Councillors not on the Board, convene a special meeting of the State Council for the purpose of reviewing the conduct of one or more Board Members or the Board as a whole, within 28 days of such requisition. At such meeting, the State Council may:
 - (i) review the performance of the Board or the conduct of one or more Board Members; or

- (ii) by Special Resolution disqualify or remove one or more Board Members on the grounds specified in **clause 9.7(a)(ii)**; or
- (iii) by Special Resolution remove all Board Members on the basis that the Board:
 - a. has acted in a manner that brings the Board or SLSSA into disrepute.
- (e) In the event that the State Council disqualifies or removes a Board Member in accordance with **clause 9.7(d)(ii)**, the Board will appoint another Board Member in their absence pursuant to **clause 9.8(c)**.
- (f) In the event that the State Council removes the Board in accordance with **clause 9.7(d)**, the State Council will have the authority to exercise the powers of the Board until:
 - (i) a new Board is nominated and elected in accordance with **clauses 9.5 and 9.6**; or
 - (ii) at the State Council's discretion, the State Council appoints new Board Member.

9.8 Board Meetings

- (a) The State President will be the chairperson of the Board and the Board may elect an alternate chairperson to preside at any meetings of the Board at which the State President is unable to attend.
- (b) The Board will meet at least monthly, or as otherwise determined by the Board from time to time, for the dispatch of business and adjourn and otherwise regulate meetings and proceedings of the Board as it thinks fit.
- (c) The chairperson will, on the requisition in writing of at least two (2) Board Members, convene a meeting of the Board within seven (7) days of the requisition.
- (d) At a meeting of the Board, the number of members whose presence is necessary to constitute a quorum will be fifty per cent (50%) plus one of the Board Members, exclusive of the State President.
- (e) If a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be adjourned for seven (7) days to the same place and at the same time. All parties shall be notified of the adjournment in writing with at least forty-eight (48) hours notice. In the event of a quorum not being present at the further meeting, the business shall be proceeded with in accordance with the original agenda.
- (f) Subject to this Constitution and By-Laws, questions arising at a meeting of the Board will be decided by a majority of votes of Board Members present and voting unless the question is one that is required to be decided by a Special Resolution and such decisions will for all purposes be deemed a decision of the Board.
- (g) All Board Members will have one vote on any question and the chairperson will have a casting vote where voting is equal.

- (h) The chairperson will cause full and accurate minutes of all proceedings and resolutions to be recorded.

9.9 Disclosure of Interest of Board Members

- (b) All Board Members must disclose through the SLSSA conflict of interest register any and all conflicts. This register is to be Minuted at each and every Board Meeting of SLSSA
- (c) A Board Member must not hold an office of profit in SLSSA without the prior approval of the State Council obtained by resolution at a general meeting.
- (b) A Board Member who has a direct or indirect pecuniary interest in any contract or proposed contract with SLSSA must:
 - (i) as soon as that Board Member becomes aware of their interest disclose the nature and extent of such interest to the Board and have it recorded in the Conflict of Interest Register
- (c) Subject to the Act, a Board Member who has a direct or indirect pecuniary interest in any matter that is being considered at a meeting of the Board must:
 - (i) not vote on the matter; and
 - (ii) not participate while the matter (or proposed resolution of that kind) is being considered at the meeting.

9.10 Committees and Panels

- (a) The Board may establish any committees or panels as it sees fit for the purpose of assisting the Board perform its functions.
- (b) A committee or panel established in accordance with **clause 9.10(a)** will exercise the powers delegated to it by the Board in accordance with any directions of the Board.
- (c) Any committee or panel established by the Board will report to the Board at Board meetings held in accordance with **clause 9.8(b)** on all matters material to the performance of its powers.

9.11 Remuneration of Board Members

The Board Members may be paid any remuneration that SLSSA determines from time to time, in a general meeting of Members.

10. THE CHIEF EXECUTIVE OFFICER

10.1 Establishment of Chief Executive Officer

Subject to the policy directives of the Board and to any restrictions contained in this Constitution and By-Laws, the Chief Executive Officer will manage the daily operational functions of SLSSA which are not, under the Act or this Constitution and By-Laws required to be exercised by the State Council, the Board or the Members of SLSSA in general meeting.

10.2 Appointment of Chief Executive Officer

The Chief Executive Officer will be appointed by the Board on such terms and conditions as the Board, in its absolute discretion, may determine from time to time.

10.3 Objectives of Chief Executive Officer

The role of the Chief Executive Officer is to:

- (a) develop and implement strategic and operational plans in conjunction with the Board and State Council;
- (b) establish, develop and maintain sound relations with the Clubs;
- (c) work with the Board and staff of SLSSA to support Clubs;
- (d) establish, develop and maintain positive relationships with key public and private sector stakeholders in the areas of sport, water safety and education; and
- (e) work with the Board and staff of SLSSA to position SLSSA, and its brand and image, as one of the most highly recognised in South Australia.

10.4 Powers of Chief Executive Officer

In furtherance of the roles set out in **clause 11.3**, the Chief Executive Officer will have the power to manage and direct the daily operations of SLSSA and, without limiting the foregoing will have the power to:

- (a) act as the public officer of SLSSA in connection with its daily operational activities;
- (b) appoint any staff members, within salary limits determined by the Board from time to time, considered necessary or desirable to assist the Chief Executive Officer in performing their duties;
- (c) authorise the payment of any expenditure within limits determined by the Board from time to time; and
- (d) authorise the purchase of assets within limits determined by the Board from time to time.

10.5 Reporting to Board

The Chief Executive Officer will report to the Board at all meetings and, when required, to the State Council on all matters material to the performance of their duties and powers.

10.6 Termination & Resignation

The position of Chief Executive Officer will immediately become vacant if the Chief Executive Officer:

- (a) fails to report to the Board or the State Council in accordance with **clause 11.5** on two (2) consecutive occasions without approved leave of absence from the Board or the State Council (as the case may be);
- (b) in the absolute discretion of the Board, acts in a manner unbecoming or prejudicial to the objects of SLSSA or through their actions brings the Board, State Council or SLSSA into disrepute;
- (c) becomes of unsound mind or a person whose estate is liable to be to be dealt with in any way under the law relating to mental health;
- (d) resigns that office by twenty-eight (28) days written notice to the State President; or as contained in their individual employment agreement
- (e) is convicted of any criminal offence that makes their position untenable.

11. FINANCES

11.1 SLSSA Finances

- (a) All SLSSA financial transactions must be activated in line with relevant policies including the Delegations of Authority Policy.
- (b)
- (c) SLSSA Financials must be reported accurately to the Board at every meeting.

11.2 Financial Year

The financial year of SLSSA will close at 30th June in each year after which financial accounts of that financial year shall be prepared.

11.3 Records

- (a) SLSSA shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of SLSSA in accordance with the Act.
- (b) The Board shall cause the accounts of SLSSA, together with the auditor's report on the accounts and any required statements and reports of the State Council or the Board to be laid before the Members at the annual general meeting of the Members of SLSSA.

11.4 Accounts and Audit

- (a) The accounts of SLSSA shall, if required by the Act, be audited once at least in every year and the correctness of the profit and loss account and balance sheet ascertained by one or more auditor or auditors approved by the Members of SLSSA in a general meeting.
- (b) Auditors of SLSSA will be appointed and may resign or be removed and their remuneration, rights and duties will be regulated in accordance with the Act.

12. BADGES AND COLOURS

- 12.1 The Board will have power to control the issue of blazers and/or badges of an approved design to such persons as may be determined from time to time.
- 12.2 The SLSSA emblem will be utilised as seen fit by the Board and will be to the design appearing in Appendix 4.
- 12.3 The official state colours of SLSSA shall be bright red, navy blue and gold and bearing the piping shrike insignia and all state team uniforms shall bear those colours.
- 12.4 No State representative apparel shall be obtained by any persons except on the written order of the Chief Executive Officer and such written order shall detail the lettering to be embroidered beneath the badge.

13. THE COMMON SEAL

- 13.1 The Board with delegated authority to the Chief Executive Officer will be responsible for the safe custody and use of the Common Seal of SLSSA.

14. ALTERATIONS TO THE CONSTITUTION AND BY-LAWS

14.1 Alterations to the Constitution

- (a) This Constitution may be amended, altered, repealed or replaced by a Special Resolution passed at a general meeting of the Members of SLSSA entitled to vote.
- (b) Notice of the proposed alterations will be given in writing to all Members of SLSSA entitled to vote not less than twenty-one (21) days prior to date on which the meeting to approve the amendments is to be held and will specifically state that it is a notice of a motion to amend the Constitution of SLSSA.
- (c) Any alteration to the Constitution will become effective when passed and must be promulgated appropriately.

14.2 Alterations to the By-Laws and Appendices

- (a) The By-Laws or Appendices of SLSSA may be made, amended, altered, repealed or replaced at an SLSSA Board Meeting.
- (b) Notice of the proposed alterations will be given in writing to the SLSSA Board not less than fourteen (14) days prior to the date on which they meet to consider the amendment is to be held and will specifically state that it is a notice of a motion to amend the By-Laws or Appendices of SLSSA.
- (c) Notice of the proposed alterations will also be given in writing to all members of State Council not less than fourteen (14) days prior to the date on which the SLSSA Board meet to consider the amendment is to be held will specifically state that it is a notice of motion to amend the By-Laws or Appendices of SLSSA.
- (d) If by the date of the meeting where they proposal is to be determined, an absolute majority of the members of the State Council advise the CEO their objection to the amendment, the amendment will lapse.
- (e) Any alteration to the By-Laws or Appendices will become effective when passed and a copy of any alterations must be forwarded to all club Presidents and Secretaries within seven (7) days. The online copy of the By-Laws published on the SLSSA website shall also be updated within seven (7) days.
- (f) Any alteration made to the By-Laws may be disallowed by a vote of State Council at a meeting called for that purpose.

15. DISSOLUTION

No resolution for the dissolution of SLSSA will be deemed to have been passed unless passed by a Special Resolution of the Members of SLSSA at a general meeting and, on dissolution, the property and assets of SLSSA shall revert to SLSSA.

16. DISBANDED CLUBS – DISPOSAL OF ASSETS

- 16.1 In the event of any Club becoming inactive, going into recess, or having its affiliation as a Surf Life Saving or Life Saving affiliated body terminated, or dissolved, as per its own Constitution or pursuant to this Constitution, the Board is empowered by this Constitution to take any necessary action in winding up the affairs of the Club.
- 16.2 Upon dissolution of Club pursuant to **clause 17.1** the books, accounts, assets, property - both real and personal - of the Club shall be handed over to SLSSA, including the seizure of the Club's property, wherever it may be situated.
- 16.3 The property may be sold or disbursed at the discretion of Board and all funds seized or raised through sale of property would be held in Trust by SLSSA for a period of three (3)

years at which time the Board shall, in its absolute discretion, decide upon its future use for Surf Life Saving activities.

- 16.4 If the Club wishes to re-affiliate, reconstitute or become active, then at the absolute discretion of the Board a grant may be made to the Club, if available, to assist in the re-establishment of the Club having regard to the amount of funds available, the needs of the Club, needs of the community, or the needs of the SLSSA as a whole.

17. MATTERS NOT ELSEWHERE PROVIDED

Matters within the authority of SLSSA which have not been provided for in this Constitution may be dealt with by the following method:

- (a) In the event of any question(s) arising, which is within the powers of SLSSA and which is not covered by the written clauses of this Constitution, it will be open for the Board by resolution passed at a meeting of the Board to provide temporary direction on the question(s) and such directions will be binding on SLSSA, until the question is resolved by the Members of SLSSA at a general meeting.
- (b) In the event of any question arising as to the correct interpretation of these rules or any other question not provided therein, such question shall be dealt with by the Board whose decision will be final and binding.

18. INDEMNITY

- 18.1 To the extent permitted by the Act, every officer of SLSSA will be indemnified out of the property of SLSSA against any liability to any person (other than SLSSA) incurred by them in their capacity as an officer.
- 18.2 To the extent permitted by the Act, every officer of SLSSA will be indemnified out of the property of SLSSA against any liability to SLSSA incurred by them other than any liability arising as a result of any negligence, default, breach of duty or breach of trust on the part of the officer of which they may be guilty.
- 18.3 Without limiting **clauses 18(a)** and **18(b)**, SLSSA may indemnify out of the property of SLSSA each officer against any liability for costs and expenses incurred by the person acting in their capacity as an officer in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted.

19. GENERAL

19.1 Notices

- (a) A notice may be given by SLSSA to any Member of SLSSA, member of the State Council or Board Member by:

- (i) personal service;
 - (ii) sending it by post to the address supplied by that person for the delivery of notices;
 - (iii) email; or
 - (iv) other approved electronic methods.
- (b) Notice will be deemed to be effected:
- (i) where a notice is delivered by personal service, upon delivery;
 - (ii) where a notice is sent by post, by properly addressing, prepaying and posting a letter containing the notice and to have been effected on the day after the date of its posting;
 - (iii) where a notice is sent by email, at the time of sending provided that the sender does not receive a rejection notice for that email; and
 - (iv) where a notice is sent by facsimile, at the time of transmission provided that the sender's machine produces a transmission report confirming the successful transmission of the total number of pages of the notice.
- (c) Notice of every general meeting must be given to every Member of SLSSA entitled to vote at the meeting.