

FOREWORD

This document is divided into two (2) parts:

- 1) Part 1 – the **Constitution** which is the authority under and through which we govern and manage the business of Surf Life Saving Queensland.
- 2) Part 2 – the **By Laws** which are the rules under which we operate.

SLSQ also makes **policies** from time to time. Such policies formalise SLSQ's position on specific issues and/or details the required procedures considered important to effect competent and prudent management and operations.

Policies may be reviewed (and possibly amended) from time to time by SLSQ itself, via the Board or Standing Committees, or after consideration of a request from an affiliated Club or Branch.

The Board and Standing Committees also pass **resolutions** from time to time. Resolutions are essentially a procedural means of formalising and recording a decision, rule, policy or position on a specific issue.

Nothing in this Constitution shall conflict with the Constitution, Regulations, Bulletins, or Policies of Surf Life Saving Australia or the law. Where a conflict may arise, the SLSA Constitution and the law take precedence.

Similarly, the Constitutional documents of affiliated Clubs and Branches cannot conflict with SLSQ's or SLSA's Constitution, By Laws, Regulations or Policies. Where any conflict arises, the SLSA and SLSQ Constitutions take precedence.

Notes:

This Constitution and By-Laws were developed as a result of a major review of SLSQ's governance and management systems conducted during 2004 and 2006.

Subsequently, the Constitution and By-Laws was again reviewed and updated in 2009 and was endorsed at the Surf Life Saving Queensland Annual General Meeting held on Friday 11th September, 2009.

A further update amending the available terms of Directors was endorsed at the Surf Life Saving Queensland Annual General Meeting held on Friday 21 August, 2015.

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PART 1

THE CONSTITUTION

SECTION A

Name, Definitions, Control, Objects & Powers, Badges, Common Seal

1 - NAME

The name shall be "Surf Life Saving Queensland" hereinafter referred to as the "State Centre".

2 - DEFINITIONS

- 2.1 ADVISOR – shall mean a person who is elected or appointed annually by the Board to provide specialist advice and assistance with particular SLSQ activities, programs and/or services.
- 2.2 ASSOCIATION - shall mean "Surf Life Saving Australia Limited" or SLSA.
- 2.3 AUSTRALIAN COUNCIL - shall mean the body consisting of the SLSA Directors.
- 2.4 AUXILIARY ORGANISATION – shall mean an organisation with aims and objects complementary or supportive to any or all of SLSQ's aims and objects, and also means an organisation formally affiliated with SLSQ in accordance with 1/A/4.4 of this Constitution.
- 2.4 (A) AFFILIATED AUXILIARY ORGANISATION – shall mean an Auxiliary Organisation which affiliates with The State Centre pursuant to Clause 1/B/2.5 and/or 1/B/2.5(a) hereof
- 2.5 BOARD – shall mean the body consisting of the Directors and also means the 'Management Committee' as defined in the Associations Incorporation Act 1981 (QLD).
- 2.6 BRANCH – shall mean a Branch affiliated with SLSQ.
- 2.7 BRANCH PRESIDENTS – shall mean the duly elected Presidents of SLSQ's affiliated Branches for the time being, and shall also mean the voting "members" (Councillors) of the State Centre.
- 2.8 BY-LAWS – shall mean any Rules or Regulations made by the Board from time to time under 1/E/9.
- 2.9 CHIEF EXECUTIVE OFFICER – shall mean the Chief Executive Officer of SLSQ for the time being, and shall also mean the 'Secretary' of SLSQ as defined in the Associations Incorporation Act 1981(QLD).
- 2.10 CLUB – shall mean a Surf Life Saving Club affiliated with SLSQ.
- 2.11 CONSTITUTION – shall mean this Constitution of SLSQ.
- 2.12 COUNCIL - shall mean the body of voting members consisting of the President, and the six (6) Branch Presidents.
- 2.13 COUNCILLORS – shall mean the voting members of the State Centre and also means the members of the Council.
- 2.14 DEPUTY PRESIDENT - shall mean the Deputy President for the time being of SLSQ.
- 2.15 DIRECTOR – shall mean a member of the Board of Directors, other than the Chief Executive Officer and includes the President, Deputy President, Director of Finance and other elected Directors. It shall also mean an Independent Director, who may or may not be an individual member, elected by Council under 1/B/3.2(e).
- 2.16 DIRECTOR OF FINANCE – shall mean the elected Director of Finance, for the time being, of SLSQ, and shall also mean the 'Treasurer of SLSQ' as defined in the Association's Incorporation Act 1981 (Qld).
- 2.17 FINANCE MANAGER – shall mean the Finance Manager of SLSQ for the time being.

- 2.18 FINANCIAL YEAR – shall mean the year ending 31st May in each year.
- 2.19 GENERAL MEETING – shall mean the Annual General Meeting or a Special General Meeting of the Council.
- 2.20 INDEPENDENT – shall mean a Director who may or may not be an individual member, elected by the Council under 1/B/3.2(e)
- 2.21 INDIVIDUAL MEMBER – shall mean a member of an affiliated Club.
- 2.22 LIFE MEMBERS – shall mean Life Members of SLSQ.
- 2.23 PRESIDENT – shall mean the President of SLSQ for the time being.
- 2.24 SLSA – shall mean Surf Life Saving Australia.
- 2.25 SLSQ – shall mean State Centre and Surf Life Saving Queensland.
- 2.26 SPECIAL RESOLUTION – shall mean a resolution passed at a meeting by the votes of at least three-quarters of the members who are present and entitled to vote, all of whom shall have received formal notification of the time and place for the meeting along with the proposed resolution to be considered.
- 2.27 STANDING COMMITTEES – shall mean those Committees established and/or appointed annually by the Board under 1/B/3.4 of this Constitution to consider and deal with all matters relative to particular and major operational areas or programs.
- 2.28 STATE ADVISORS – shall mean those members elected or appointed annually by the Board or a Standing Committee to provide specialist advice and support to particular programs, activities or aspects of operations.
- 2.29 STATE CENTRE - shall mean “Surf Life Saving Queensland” (SLSQ), which includes Branches, Clubs and their members provided that State Centre membership for administration purposes is as defined in the By-Laws.
- 2.30 STATE OFFICERS – shall mean those members elected annually by the Board to fulfil the senior SLSQ honorary roles of State Life Saving Officer, State Life Saving Operations Support Officer, State Surf Sports Officer and State Membership Services Officer.
- 2.31 SUPPORTERS CLUB – Any licensed Club adopting, in part or in full, the name of an Affiliated Surf Life Saving Club or Branch and/or purporting to trade in support of that Club or Branch.
- 2.32 YEAR – shall mean, in respect to ‘Membership’ and ‘Competition’, the period between 1st October in any one year and 30th September in the year following.

3 - INTERPRETATION

In this Constitution:

- 3.1 A reference to a function includes a reference to a power, authority and duty;
- 3.2 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 or the performance of the duty;
- 3.3 Words importing the singular include the plural and vice versa;
- 3.4 Words importing any gender include the other genders;
- 3.5 References to persons include corporations and bodies politic;
- 3.6 References to a person include the legal personal representatives, successors and permitted assigns of that person;
- 3.7 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);

- 3.8 The specification of the objects and powers of State Centre in this Constitution are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power, nor than any object or power which is specified in detail is more important than any object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* (of the same kind or nature) rule shall not apply;
- 3.9 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction. If possible, so as to be valid and enforceable and otherwise, it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

4 - CONTROL

4.1 The State Centre

The State Centre shall be subject to the control of the Australian Council (to the extent of the powers of the Australian Council). The State Centre shall have full control over all Branches, Clubs and Auxiliary Organisations within the State of Queensland. It shall be charged with the fulfilment of the objects of the Association within the State Centre's area.

4.2 Branches

The State Centre shall be entitled to form Branches where three or more Clubs are located within a given area and are capable of being controlled by such Branch. All Branches shall be subject to the control of the State Centre, and shall be situated between the following geographical points:-

Surf Life Saving Queensland North Queensland Branch Inc.
- Ayton to Lucinda Point.

Surf Life Saving Queensland North Barrier Branch Inc.
- Lucinda Point (Lucinda) to Freshwater Point (Sarina).

Surf Life Saving Queensland Wide Bay Capricorn Branch Inc.
- Spring Head (Yeppoon) to Mangrove Point (Urangan).

Surf Life Saving Queensland Sunshine Coast Branch Inc.
- Inskip Point (Rainbow Beach) to Clontarf Point (Redcliffe Peninsula).

Surf Life Saving Queensland South Coast Branch Inc.
- Amity Point (Stradbroke Island) to North Bank of Tallebudgera Creek.

Surf Life Saving Queensland Point Danger Branch Inc.
- South Bank of Tallebudgera Creek to Point Danger.

4.3 Clubs

Clubs may be formed according to need and/or requirement and may be grouped into Branches, and all Clubs shall have reciprocal rights with each other as provided for in the By-Laws.

4.4 Auxiliary Organisations

The Board may authorise the formation and/or affiliation of Auxiliary Organisations, under terms and conditions the Board deems appropriate.

4.5 Topics

Religion and Politics and matters such as these shall not normally be part of the Association's business. These items shall remain as an individual commitment only, without reference to the Association in any way.

4.6 Headquarters

The headquarters of State Centre in Queensland shall be situated in Brisbane and the building shall be known as "Surf Rescue House".

5 - OBJECTS AND POWERS

State Centre is a charitable, community service organisation with the following objects and powers:

- 5.1 Promote, advance and control the work of Surf Life Saving, the resuscitation of the apparently drowned, and the application of first aid on surfing beaches and elsewhere.
- 5.2 Carry out research and experiments for the improvement of methods of Surf Life Saving and the resuscitation of the apparently drowned and to provide efficient life saving equipment of standard design to minimise loss of life in surf bathing and elsewhere.
- 5.3 Co-operate with any organisations in improving methods of life saving (whether in still or rough water or elsewhere) and the securing of public recognition and financial support for Life Saving Institutions.
- 5.4 Strive for governmental, commercial and public recognition of State Centre as the authority on aquatic safety and management.
- 5.5 Draft and promulgate rules for the management and control of Surf Life Saving and Resuscitation work and so far as local conditions permit secure uniformity in such rules.
- 5.6 Extend the operations or teachings of the Association to all States of the Commonwealth and elsewhere.
- 5.7 More effectively carry out the aforesaid objects, develop Surf Life Saving into an organised institution and with these objects in view, foster, regulate, organise and manage examinations, competitions and displays, and issue badges, medallions and certificates, and award trophies to successful competitors.
- 5.8 Ensure that environmental considerations are taken into account in all surf life saving and related activities conducted by State Centre.
- 5.9 Adjudicate on differences or disputes arising out of examinations, competitions and displays.
- 5.10 Enforce the observance of the policies, rules and regulations of the Association, and written directions from time to time, deal with any infringement thereof, and adjudicate upon all disputes and difficulties between affiliated Clubs or Branches, or between individual members of affiliated Clubs.
- 5.11 Externally administer or assist Branches and Clubs experiencing administrative, operational or financial difficulties in any manner State Centre sees fit (including the appointment of an administrator).
 - (A) Externally oversee, audit and/or assist Supporters Clubs as to their administrative, operational and/or financial procedures in conformity with the Statute Laws of Queensland.
- 5.12 Encourage members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf life saving competition and to award trophies and rewards to successful competitors.
 - (A) To make rules and guidelines in respect of financial arrangements between members and Clubs as a result of which members receive a benefit or benefits, in cash or kind, on account of the members assigning their competitive rights to the members Club.
 - (B) To regulate and oversee financial arrangements between members and Clubs
- 5.13 Encourage and promote performance-enhancing drug free competition.
- 5.14 Recommend Meritorious Awards for Club members and others, in honourable public recognition of difficult and meritorious rescues from the sea and elsewhere, and of deeds of exceptional bravery, from time to time performed in the course of life saving in the surf and elsewhere, and to recommend for civil honours, and support wherever requested and considered appropriate, nominations.
- 5.15 Promote the health and safety of members and all other users of the aquatic environment, and seek and obtain improved facilities for their enjoyment.
- 5.16 Effect such purposes as may be necessary in the interests of surf life saving and the aquatic environment.
- 5.17 Promote uniformity of rules and regulations for the control and regulation of surf bathing, and assist the authorities in enforcing these rules and regulations.

- 5.18 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 the State Centre.
- 5.19 Acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate in lands, tenements or hereditaments or any tenure whether subject or not to any charges or encumbrances and erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands, tenements or hereditaments or any part thereof.
- 5.20 Raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of the State Centre or without any such security and upon such terms as the State Centre shall think fit.
- 5.21 Receive money on deposit with or without allowance of interest thereon.
- 5.22 Invest the monies of the State Centre, not immediately required, in such manner as may from time to time be determined by the Board as hereinafter defined.
- 5.23 Do all or any of the matters hereby authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents.
- 5.24 Construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of State Centre.
- 5.25 Borrow and raise money in such manner as State Centre may think fit.
- 5.26 Take any gift of property whether subject to any special trust or not for any one or more of the objects of State Centre.
- 5.27 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 State Centre in the shape of donations, annual subscriptions or otherwise.
- 5.28 Print and publish any newspapers, periodicals, books or leaflets that State Centre may think desirable for the promotion of its objects.
- 5.29 Establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of State Centre and for that purpose, utilise any of the assets of or held on behalf of State Centre.
- 5.30 Promote any other person or company for any purpose calculated to benefit State Centre.
- 5.31 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 State Centre or generally for any purpose calculated to benefit State Centre.
- 5.32 Impose fines, penalties or other sanctions as State Centre sees fit.

State Centre shall have power (but not the obligation) to do all things as may appear to it to be necessary, incidental or conducive to the attainment of the foregoing objects.

6 - BADGES AND COLOURS

- 6.1 The State Centre shall 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.
- 6.2 The State Centre emblem shall be utilised as seen fit by the State Centre and shall be to the design appearing in Appendix "C".
- 6.3 The State Centre Life Membership Badge shall be presented by the State Centre to each duly elected Life Member and shall be to the design appearing in Appendix "C".
- 6.4 The State Centre colours shall be Maroon and White.

7 - THE COMMON SEAL

- 7.1 The form of the Common Seal shall be as set out in the first part of Appendix "C", together with the words "Surf Life Saving Queensland".

- 7.2 The Chief Executive Officer shall provide for the safe custody of the Seal.
- 7.3 The Seal shall be used only by the authority of the Board, and every document to which the Seal is affixed shall be signed by a Member of the Board and be countersigned by another member of the Board or by the Chief Executive Officer.

SECTION B

Composition/ Membership, Affiliation, Governance, and Management

1 - COMPOSITION/MEMBERSHIP

- 1.1 State Centre shall be comprised of its affiliated Branches, Clubs and their individual members, and the representatives of auxiliary organisations.
- 1.2 The registered membership of State Centre shall be appointed/elected Branch Presidents, Directors, State Officers, State Advisors, Life Members (refer By-Laws), members of affiliated Clubs and Branches and representatives of auxiliary organisations, provided that a register of such members shall be prepared at the commencement of each year, and shall be updated from time to time as required, and further provided that no membership fee shall apply.
- 1.3 Individual membership of affiliated Clubs shall be available to males and females provided that Active Membership shall be limited to holders of the Bronze Medallion.
- 1.4 A member of a Life Saving Organisation affiliated with the International Life Saving Federation (ILS) may be accepted as a member of an affiliated Club provided that the member complies with all the conditions of the Association and its rules, regulations and manuals.
- 1.5 All applications for membership shall be made on the approved Association Form, and all members shall be bound by this Constitution, the By-Laws, the Appendices, resolutions and the Association's Constitution, Regulations, policies and rules.
- 1.6 Individual members of Clubs must renew their membership of their Clubs annually.
- 1.7 Because the Council is comprised of elected or appointed membership, there is no right of rejection or right against termination of membership, and therefore no right of appeal against rejection or termination of membership. However, the elected Directors may be rejected or terminated from membership by the Council.

2 - AFFILIATION

- 2.1 Each Branch and Club within the State Centre area shall apply annually for affiliation. Such application shall be made prior to the date of the State Centre's Annual General Meeting and may be approved by State Centre providing such applicant complies with the requirements of the State Centre Constitution and conditions as set down from time to time, and further providing that an application may be received and granted after the prescribed date. No Branch or Club shall be entitled to membership after the date of the Annual General Meeting until such time as an application for affiliation shall have been made on the prescribed form and accepted.
- 2.2 No Branch or Club shall be granted affiliation unless it is a registered incorporated association, or is in the process of registering, under the relevant Government Act, nor remain affiliated unless it and its affiliated bodies subscribe to the Constitutions, By-Laws, Regulations, Policies, etc., of the State Centre and SLSA. In the case of a newly formed Branch or Club, Probationary Affiliation may be granted by a Branch or State Centre for a maximum period of twelve (12) months, and subject to the provisions stated in 1/B/2.3-2.4.
- 2.3 No Club shall be permitted to affiliate with a Branch other than that within the boundaries of whose area it is situated; except when, upon special representation, it is agreed by the Board that a better life saving service can be rendered by affiliation otherwise.
- 2.4 Continued affiliation of a Branch or Club may be subject to challenge or a requirement to show cause why the affiliation should be continued if the Branch or Club fails to comply with all or any of the following procedures:
- (a) Carry out and perform the duty of patrolling the Club's designated beach(es) at such times as prescribed by the bodies with which it is affiliated.

- (b) Comply with written requests and directions as detailed by the State Centre from time to time.
- (c) Remain financial within the State Centre as provided for in 1/D/2.11.
- 2.5 Each Auxiliary Organisation which has been authorised by State Centre shall apply for affiliation and if granted such affiliation shall remain in force until terminated by State Centre.
- (A) Upon a Club and/or Branch annually resolving to affiliate with the State Centre pursuant to Clause 1/B/2.1 above, that Club's / Branch's Supporters' Club is deemed to have affiliated as an Auxiliary Organisation pursuant to Clause 1/B/2.5
- 2.6 The initial application for affiliation shall be accompanied by a Constitution or a framework of rules under which the applying body intends to operate and such Constitution or Rules shall be subject to approval or otherwise of the State Centre.
- 2.7 Changes or amendments to the Constitution, Rules, etc., of affiliated and/or auxiliary organisations must not conflict with the Constitution, By-Laws, policies or rules of the State Centre.
- 2.8 Affiliated Branches and Clubs and affiliated Auxiliary Organisations (each an Entity):
- (a) are bound by this Constitution and By-Laws and submit to the authority of this State Centre in relation to the conduct, promotion and administration of Surf Lifesaving in Queensland; and
- (b) must not do or permit any act or thing which, in the opinion of the State Centre, might adversely affect or derogate from the standards, quality and reputation of Surf Lifesaving.
- 2.9 State Centre may at any time appoint one or more people to administer an Entity or its assets if, in the Board's reasonable opinion:
- (a) the Entity is experiencing, or might experience, serious administrative, operational or financial difficulties; such as -
- experiencing financial difficulties, and unable to pay debts when they fall due,
 - has an unfavourable Auditor's report,
 - being subject to an investigation by a Government agency e.g. Police, Australian Tax Office, etc,
 - having unsatisfactory (non-approved) insurances,
 - being unable or unwilling to satisfy its debts to the State Centre,
 - unable to, or not, upholding the reputation or objects of the Association,
 - having difficulty, or not, fulfilling its lifesaving or administrative obligations and/or responsibilities,
 - failing to comply with SLSA and/or State Centre policies, rules etc; and/or
 - experiencing internal management conflicts e.g. factional problems.
- (b) it is in the best interests of surf life saving, the Entity or its members that all or some of the operations, affairs, conduct or management of the Entity be investigated, reviewed or externally administered or assisted; or
- (c) the Entity has acted or proposes to act contrary to law, the Constitution or the By-Laws.
- 2.10 Entities must:
- (a) promptly provide to the appointed administrator all documents, records and assistance (including the execution of documents or instruments) reasonably requested by the administrator from time to time; and,
- (b) indemnify the administrator, State Centre and State Centre's officers and employees against all liabilities incurred by the administrator in the exercise or purported exercise of his or her powers.
- 2.11 An administrator appointed to an Entity or its assets;
- (a) is an agent of the Entity which alone shall be responsible for the administrator's acts and defaults;
- (b) notwithstanding this, must act in the interests of the State Centre and surf life saving;
- (c) subject to the terms of the administrator's appointment, may exercise all of the powers of the Entity and has power to do all things necessary or convenient to be done for or in connection with, or incidental to, the attainment of the objectives for which the administrator was appointed;
- (d) must report to State Centre about the affairs of the Entity and the administrator's activities when

required by State Centre to do so;

(e) may make recommendations to the Entity and State Centre about the affairs of the Entity or the matters the subject of the administrator's appointment; and

(f) may be removed from office at any time by the State Centre.

2.12 Where the State Centre considers, or is advised, that an Entity has allegedly:

(a) breached, failed, refused or neglected to comply with a provision of the Constitution or By-Laws or any resolution of the State Centre; or

(b) acted in a manner prejudicial to the objects and interests of State Centre or surf life saving; or

(c) brought State Centre, any Branch or Club or surf life saving into disrepute; or

(d) refused without lawful excuse to implement any or all directions or recommendations made by an administrator appointed by State Centre;

State Centre may, in addition to its other rights or powers at law or under the Constitution and By-Laws and after allowing the Entity the reasonable opportunity to explain, adjudicate and if necessary impose upon the Entity such penalty as State Centre considers appropriate.

3 - GOVERNANCE AND MANAGEMENT

Governance and management of the State Centre shall be provided in the following manner:-

3.1 The Council

(a) Composition of Council

The Council shall comprise:

- (i) the President;
- (ii) the Branch Presidents;
- (iii) the Chief Executive Officer (non-voting).

(b) The President

The President, as the nominal head of SLSQ, shall act as Chairman of any Council meeting at which he is present. In the event that the President is not acting as Chairman, the Deputy President shall act as Chairman. In the event that neither the President nor Deputy President is acting as Chairman, the Council shall appoint a Chairman.

(c) Branch Presidents

- i) Each Branch shall advise the Chief Executive Officer of its elected President at least 28 days prior to State Centre's Annual General Meeting.
- ii) Branch Presidents shall remain on the Council until the election of their successors, provided that they may resign or may be removed from the Office by their respective Branches in which case the Branch may make another appointment in their stead.
- iii) Members of the Council may appoint proxies. Such proxies shall be submitted, in writing by the Branch, to the Chief Executive Officer, prior to the commencement of the meeting.

(d) Powers of the Council

Subject to the law and the provisions of this Constitution, the Council shall have the following powers:

- (i) election of the President, Deputy President, Director of Finance and Directors;
- (ii) affiliation of Branches and Clubs;
- (iii) affiliation to SLSA;
- (iv) election of Life Members;
- (v) receipt of the Annual Report and Statements of Financial Performance of the State Centre;
- (vi) approving changes to this Constitution.

(e) Meetings of the Council

- i) The Council shall meet at least twice annually, including an Annual General Meeting.
- ii) The Chief Executive Officer shall, on the requisition of at least four (4) Branch Presidents or the Board, convene a special meeting of the Council.

- iii) Subject to this Constitution, questions arising at any meeting of the Council shall be decided by a majority of votes.
- iv) The Chairman shall have a casting vote where voting is equal.

3.2 The Board of Directors

The overall responsibility for the affairs of the State Centre shall be vested in the Board of Directors (hereinafter referred to as the "Board").

The primary functions of the Board are to govern and provide leadership to SLSQ, affiliated Branches and Clubs and members in accordance with the aims and objects of SLSQ, the law and this constitution.

(a) Existing Directors

The President and Directors of SLSQ at the time of adoption of this Constitution shall continue and act as the Board until the next Annual General Meeting following that adoption.

(b) Composition of the Board

The Board shall comprise:

- (i) the President;
- (ii) the Deputy President;
- (iii) the Director of Finance;
- (iv) four (4) Directors
- (v) two (2) Independent Directors
- (vi) the Chief Executive Officer (non-voting)

(c) President, Deputy President, Director of Finance and Directors

- (i) The President shall be the nominal head of SLSQ and will act as Chairman of any Board meeting at which he is present. In the event of the President not acting as Chairman, the Deputy President shall act as Chairman. In the event of the President and Deputy President not acting as Chairman, the Board shall appoint a Chairman.
- (ii) The President, Deputy President, Director of Finance and Directors shall be elected by the Council [as per 1/E/3.1] from amongst nominations submitted to SLSQ in accordance with the State Centre's Constitution for terms of 2 years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (iii) The election of the President, Deputy President, Director of Finance and Directors shall be by the preferential ballot system, and shall be by secret ballot. In the final ballot, should there be an equality of votes the following shall apply -
 - (a) If one of such nominees occupies the office which is the subject of the ballot, such nominee shall be declared re-elected.
 - (b) If none of the nominees occupies the office which is the subject of the ballot, the presiding Chairman at the time of the ballot shall have a casting vote.
- (iv) The President, Director of Finance and two (2) of the Directors shall be elected in each year of even number and the Deputy President and the two (2) other Directors shall be elected in each year of odd number.
- (v) Should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with the Constitution, this shall be determined by the Board by lot. Elections to subsequent Boards shall then proceed in accordance with the procedures in these Rules with approximately half the elected Board members retiring each year.
- (vi) Nominations shall be called for by the Chief Executive Officer fifty-six (56) days prior to the Annual General Meeting. When calling for nominations the Chief Executive Officer shall also provide details of the necessary qualifications and job descriptions for the positions. Qualifications and job descriptions shall be determined by the Council from time to time.
- (vii) Nominations must be:
 - (a) in writing;
 - (b) on the prescribed form provided for that purpose;
 - (c) signed by a nominator and a seconder, who shall be members of an affiliated Club;
 - (d) endorsed by the nominee's Club and Branch;

- (e) certified by the nominee expressing his willingness to accept the position for which he is nominated, and further that he is not disqualified (or facing disqualification) from being eligible to be elected.
 - (viii) Nominations must be received by the Chief Executive Officer at least twenty eight (28) days prior to the Annual General Meeting and shall be sent to the members entitled to receive notice under this Constitution of the Annual General Meeting with the agenda for that General Meeting.
 - (ix) Subject to nominees having the appropriate qualifications, nominations shall be open to any member of an affiliated Club.
 - (x) The elections shall be by preferential ballot and shall be by secret ballot on papers prepared by the Chief Executive Officer.
 - (xi) Branch Presidents, Branch Executive Officers, Club Presidents, Club Executive Officers, State Officers and State Advisors are not permitted to hold the position of an elected "Director" (President, Deputy President, Director of Finance or Director), provided that Branch Presidents, Branch Executive Officers, Club Presidents, Club Executive Officers, State Officers and State Advisors may seek election as a Director with the proviso that if elected they shall immediately forfeit, and will be deemed to have resigned from, their position as above.
 - (xii) All Directors(including the President, Deputy President and Finance Director) elected under clause B.3.2(c) can only hold office for three (3) consecutive terms of two (2) years (so total six consecutive (6) years). This clause B.3.2(c)(xii) only takes effect from the year in which it was adopted. For the avoidance of doubt previous years' service by a Director prior to the adoption of this clause B.3.2(c)(xii) is not taken into account in calculating the six consecutive years' service.
 - (xiii) A person who has served six (6) consecutive years as a Director and who becomes ineligible to continue to serve a further term becomes eligible again after the expiry of two (2) years from the end of his term.
- (d) Directors
- (i) A Director shall:-
 - (a) be a member of the Association;
 - (b) be elected by the Branch Presidents on the Council;
 - (c) have his nomination endorsed by his respective Club and Branch;
 - (d) comply with the Directors' Code of Conduct (By-Law 2.2).
 - (ii) Only candidates meeting the selection criteria set out below will be qualified to stand for election:-
 - (a) very sound knowledge of and empathy for, Surf Life Saving;
 - (b) previous experience in organisational work from either private business or community activities; ideally this experience has been gained as a committee member or board member;
 - (c) demonstrated ability to understand a wide scope of community issues, including requirements and objectives of governing/charitable bodies;
 - (d) management or administration skills, preferably with a knowledge of risk management and the Associations Incorporation/ Corporate Laws in the areas of corporate governance and Directors duties and responsibilities;
 - (e) sound presentation and communication skills;
 - (f) ability to demonstrate major achievements or contributions in previous roles (either professionally or in surf life saving);
 - (g) ability to work and communicate effectively within the group and with external parties;
 - (h) understanding the strategic planning process and ability to implement developed procedures;
 - (i) commitment to the role and ability to devote sufficient time and energy to the position.
- (e) Independent Directors

- (i) The Council may elect up to two (2) other Directors called 'Independent Directors'.
 - (ii) Nominees for Independent Directors who may or may not be individual members, shall be endorsed and recommended to the Council by the Board.
 - (iii) A Director or the Chief Executive Officer shall provide to the Board, details of the necessary skills, experience and qualifications for candidates being considered for Independent Director positions.
 - (iv) Only persons meeting the agreed selection criteria will be considered for nomination as an Independent Director. Such selection criteria may include the following:
 - (a) ability to contribute specialist knowledge, skills and experience in areas identified as strategically and operationally important for SLSQ;
 - (b) previous experience in organisation work from private business, government or community sectors, ideally as a senior executive or board member;
 - (c) ability and willingness to contribute effectively to the Board's leadership of SLSQ;
 - (d) commitment to the role and ability to devote sufficient time and energy to the role.
 - (v) Independent Directors shall accept honorary membership of SLSQ (if not a member of an affiliated Club) and agree, in writing, to accept and fulfil the duties and obligations of a Director as detailed in this Constitution, and the State Centre By-Laws and policies.
 - (vi) Independent Directors shall be elected or re-elected annually *but can only hold office for six (6) consecutive terms of one (1) year (so total six (6) consecutive years). This clause B.3.2(e)(vi) only takes effect from the year in which it was adopted. For the avoidance of doubt previous years' service by an Independent Director prior to the adoption of this clause B.3.2(e)(vi) is not taken into account in calculating the six consecutive years' service.*
 - (vii) *A person who has served six (6) consecutive years as an Independent Director and who becomes ineligible to continue to serve a further term becomes eligible again after the expiry of two (2) years from the end of his term."*
- (f) Powers of the Board
- Subject to the Law and the provisions of this Constitution the business of SLSQ shall be governed by the Board, and the powers of SLSQ shall be exercised by the Board. The Board, as the State authority for Surf Life Saving in Queensland, shall be responsible for acting on all issues in accordance with the State Centre's objects and shall operate for the benefit of Surf Life Saving, members and the community throughout Queensland and shall:
- (i) provide entrepreneurial leadership and direction for Surf Life Saving in Queensland;
 - (ii) set and monitor strategy and performance objectives;
 - (iii) review and approve systems of risk management, safety and internal compliance;
 - (iv) ensure SLSQ conforms with legal and ethical standards;
 - (v) review and approve policies;
 - (vi) make, alter or repeal By-Laws, except those regulating authority of the Council, Board or Standing Committees;
 - (vii) approve and monitor budgets, progress of major capital expenditure, capital management and divestitures;
 - (viii) appoint and remove the Chief Executive Officer;
 - (ix) monitor the performance of the organisation, including the performance of the Committees;
 - (x) appoint Committees, Panels, Working Groups, State Officers and Advisors;
 - (xi) select and recommend the election of the Independent Directors;

- (xii) perform duties in the best interests of Surf Life Saving Queensland and in accordance with the Director's Code of Conduct.

(g) Vacancies and Disqualifications of Directors

- (i) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Law, the office of a Director becomes vacant if the Director:
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) breaches the law and/or is convicted of a criminal offence;
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) resigns his office in writing to SLSQ;
 - (e) is absent without the consent of the Directors from meetings of the Board held during a period of six months;
 - (f) without the consent of the Board and Council holds any office of profit under SLSQ;
 - (g) is directly or indirectly interested in any contract or proposed contract with SLSQ and fails to declare the nature of his interest;
 - (h) in the opinion of the Board:
 - i) has acted in a manner unbecoming or prejudicial to the objects and interests of SLSQ and/or surf life saving; or
 - ii) has brought SLSA, State Centre or surf life saving into disrepute;
 - (i) is otherwise prohibited from being a Director of a company under the Law.
- (ii) Any Director vacancy occurring other than the position of President may be filled by the remaining Directors from among appropriately qualified members of affiliated Clubs. Any vacancy occurring in the position of President shall be filled by the Deputy President or one of the other remaining Directors until a new President is elected by the Council.
- (iii) In the event of a 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 the Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.
- (iv) Subject to this Constitution all Directors shall continue in force until the conclusion of the elections at the Annual General Meeting of SLSQ at which their successors are appointed or elected as the case may be. Directors may be re-elected.

(h) Meetings of the Board

- (i) The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit. Five (5) Directors may at any time, and the Chief Executive Officer shall, on the requisition of five (5) Directors, convene a meeting of the Board.
- (ii) Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and the determination of a majority of Directors shall for all purposes be deemed as the determination of the Board. All Directors shall have one (1) vote on any question. The Chairman shall have a casting vote where voting is equal. The Chief Executive Officer shall not be entitled to vote.

(i) Board Decisions

Decisions of the board shall become binding unless at least four (4) Branches challenge any resolution by notice in writing to the Chief Executive Officer within thirty (30) days of the dispatch of the minutes of the Board meeting at which the resolution or decision was made. Such written notice shall include a copy of the minutes of the Branch meeting at which the Board resolution was considered.

Decisions of the Board which have been so challenged shall be referred to the next meeting of the Council for determination.

3.3 The Management

- (a) Subject to the policy directives of the Board, the State Centre shall be managed by the Chief Executive Officer who may exercise all powers of SLSQ which are not, under the Law or this Constitution, required to be exercised by the Board or SLSQ in General Meeting, and subject further to any restriction contained in this Constitution or the provisions of the Law. No resolution passed by the Council shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.
- (b) The Chief Executive Officer shall ensure that the resolutions of the Board are properly and efficiently carried out and shall transact all business of SLSQ between Board meetings and General Meetings of the Council.
- (c) The Chief Executive Officer shall report to the Board at each Board meeting.

3.4 Standing Committees

The following Standing Committees may be established by the Board to assist in the better management of the State Centre and Surf Life Saving generally:

- (a) Life Saving
- (b) Surf Sports
- (c) Membership Services
- (d) Administration & Information Technology
- (e) Audit, Finance & Compliance
- (f) Risk Management
- (g) Supporters Clubs
- (h) Tropical North Queensland
- (i) Operations

3.5 Special Purpose Committees, Panels

The Board may establish Special Purpose Committees and/or Panels to assist in the better management of special projects, programs or other purposes.

3.6 Staff

The Board may provide for the appointment of a Chief Executive Officer and other support staff as referred to in 1/D/4, and in accordance with provisions described in the By-Laws.

3.7 Order of Authority

The order of priority in relation to authority is:

The Board, the President, the Chief Executive Officer, and Standing Committees.

SECTION C

Election/Appointment of State Officers, Advisors and Life Members

1 - ELECTION/APPOINTMENT OF STATE OFFICERS AND ADVISORS

- 1.1 State Officers and Advisors, shall be elected or appointed annually at the Board Meeting held in June.
- 1.2 Nominations for State Officers and Advisors to be elected or appointed at the June Board Meeting shall be in writing on the appropriate form, signed by the nominator and seconder, who shall be members of affiliated Clubs, and signed by the nominee acknowledging his willingness to accept the position for which he is nominated, and endorsed by the nominee's Club and Branch. Such nominations shall be in the hands of the Chief Executive Officer at least twenty-eight (28) days prior to the date of the meeting and shall be promulgated to Councillors, the Board and affiliated Branches and Clubs, Officers, and Life Members at least fourteen (14) days before that date.

- 1.3 All State Officers and Advisors shall continue in office, subject to resignation or removal from office, until their successors are appointed. In the event of a vacancy occurring during the year, such vacancy may be filled by the Board.
- 1.4 Any State Officer or Advisor who is absent from - two (2) consecutive meetings of the Committee or Panel he is a member of without submitting a satisfactory reason in writing may be removed from office, and in such event, shall not be eligible for re-election during the current year.
- 1.5 Any State Officer or Advisor who is not satisfactorily carrying out his duties may be removed from office, by the Board, and in such event, shall not be eligible for re-election during the current year; provided that no such action shall be taken unless notice of intention to move a motion to give effect thereto has been given in accordance with the provisions of this Constitution.
- 1.6 Any State Officer or Advisor removed from office shall have the right to lodge an appeal against such removal provided that the appeal shall be lodged in writing to the Chief Executive Officer within fourteen (14) days of the notification of the removal and shall set out clearly the grounds of the appeal. The appeal shall be placed before the State Judiciary Committee, and shall be dealt with as per the By-Laws.

2 - ELECTION OF LIFE MEMBERS

- 2.1 Life Members of the State Centre may be elected by the Council from the members of the Association who have rendered special service to the Association within the area of, or on behalf of, the State Centre.
- 2.2 Nominations for Life Membership shall be required to be submitted to the President by the end of June each year, and shall be referred to the Life Members & Civil Honours Panel for review and comment.
- 2.3 Nominations for Life Membership shall be initiated by the written request (accompanied by a summary of the nominee's service) by -
 - (a) the State President; or,
 - (b) any two members of the Association, subject to endorsement by an affiliated Branch; or,
 - (c) any affiliated Branch.
- 2.4 There shall be no restriction on numbers for consideration and election each year.
- 2.5 The Branch Presidents shall meet in camera or consult with the Executive Officers of their respective Branch and endorse or reject each nomination. Each Branch President shall notify the State President of the result, in writing, within fourteen (14) days of despatch from State Centre of the selected list of nominees. If more than one Branch rejects a nomination, such nomination shall be eliminated.
- 2.6 Successful nominees for Life Membership shall be formally announced by the State President or his nominee at the Annual General Meeting.

SECTION D

Property, Finance, Budgets, Staff and Gift Fund

1 - PROPERTY

The property of the State Centre shall be vested in the name of Surf Life Saving Queensland.

2 - FINANCE

- 2.1 An official receipt, in the form prescribed by Law shall be issued for all monies received, which shall be banked/deposited promptly after receipt thereof, in the name of the State Centre in such bank as the Board directs.

- 2.2 Payments shall be made only by government approved methods. Payments of \$100 or more must be made by cheque or electronic funds transfer. A negotiable instrument issued by the State Centre must be signed by any two (2) of the following –
- (a) the President;
 - (b) the Secretary (Chief Executive Officer);
 - (c) the Treasurer (Director of Finance);
 - (d) another member approved by the Board.
- 2.3 The income and property of the State Centre whensoever derived shall be used and applied solely in promotion of its objects and the exercise of its powers.
- 2.4 All accounts shall be ratified by the Chief Executive Officer, or his nominee, endorsed by the Audit, Finance & Compliance Committee and the Board. Financial statements for the period under review shall be tabled at each properly constituted meeting of the Board for confirmation, and a record made in the minutes.
- 2.5 The Chief Executive Officer or his nominee shall maintain a record of the investments of the State Centre in a book to be kept for that purpose.
- 2.6 As soon as practicable after the end of each financial year the Chief Executive Officer or his nominee shall cause to be prepared a statement containing the particulars of:-
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the State Centre at the close of that year.
- 2.7 The books and accounts of the State Centre shall be kept and an annual audit conducted in the manner required by Law and to Australian Accounting Standards. Such audited report shall be presented to the Annual General Meeting.
- 2.8 Government Subsidies/Grants
- (a) The State Centre shall submit returns as and when required and in the form provided to the relevant Government Department or agency.
 - (b) As soon as possible after the receipt of any government subsidy a receipt for the monies received shall be forwarded to the department.
- 2.9 The financial year of the State Centre shall be from the first day of June in any one year to the 31st day of May in the year next following.
- 2.10 Financial activities of the Board and Committees of the State Centre shall be under the control of the designated staff member who shall, in conjunction with the Chief Executive Officer and the Chairman of the Board or Committee concerned, determine the method of financial operation most suited to that particular Board or Committee, providing that at all times lawful and Australian Accounting Standards requirements are maintained.
- 2.11 Any Branch or Club being in default of payment of liabilities to the State Centre for in excess of two (2) months from date of notification of default may have its affiliation deferred or if already affiliated may be penalised by the Board. Subject to endorsement of the Council; such penalty shall remain in force until the liability has been negotiated to the satisfaction of the Board.
- 2.12 The Chief Executive Officer, shall provide for the safe custody of all financial records, books, documents, instruments of title and securities of the State Centre.

3 - BUDGETS

- 3.1 The Chief Executive Officer or his nominee shall ensure a budget is prepared by 31st May for the ensuing year, after consultation with Directors, Officers and Staff of State Centre.
- 3.2 The budget shall be endorsed and submitted by the Audit, Finance & Compliance Committee to the Board for consideration of the budget allocations, and once approved it shall be competent for each Officer, Staff and Committee to utilise the State Centre finances to the limit of its allocation, unless directed otherwise by Board.

- 3.3 Any unforeseen items in relation to finance that may arise shall firstly be considered by the Board, which shall if it is considered necessary, direct that the matter be considered by the Audit, Finance & Compliance Committee for its recommendation.

4 - STAFF

- 4.1 The Board shall provide for the appointment of a Chief Executive Officer and other Staff (refer By-Laws), as may be required from time to time in the conduct of its affairs.
- 4.2 Salaried staff of the State Centre are not permitted to hold an elected position in the State Centre, provided that such paid staff may seek election as Officers with the proviso that if elected they shall forthwith forfeit their salaried position.
- 4.3 Salaries and employment conditions of staff members shall be determined by a Remunerations Committee, comprising the President, Deputy President, and the Director of Finance, in consultation with the Chief Executive Officer.
- 4.4 The Chief Executive Officer shall be responsible for appointing, directing and releasing staff.

5 - GIFT FUND

- 5.1 The State Centre shall maintain a fund (Gift Fund) for the 'principal purpose' of the State Centre, and:
- a) to which gifts of money or property for that purpose are to be made;
 - b) to which any money received by the State Centre because of those gifts is to be credited: and
 - c) that does not receive any other money or property.
- 5.2 The State Centre shall maintain a separate bank account for the Gift Fund.
- 5.3 The State Centre shall only use the Gift Fund (ie, gifts made to the Gift Fund and any money credited because of those gifts) for the 'principal purposes' of the State Centre.
- 5.4 Should the Gift Fund be wound up, or the endorsement of the State Centre as a 'Deductible Gift Recipient' is revoked, any surplus assets of the Gift Fund remaining after the payment of all liabilities attributable to it shall be transferred to a Surf Life Saving body to which income tax deductible gifts can be made.

SECTION E

Requirements and Procedures

1 - AUSTRALIAN COUNCIL REPRESENTATION

State Centre shall be represented on the Australian Council by the President. In the event of the President not being able to attend a meeting of the Australian Council, and for that meeting only, the Board, or in special circumstances the President, may appoint an "alternate" who shall act in his stead.

2 - MEETINGS

- 2.1 The business of the State Centre shall be transacted at the following classes of meetings -
- (a) The Annual General Meeting (AGM) of the State Centre;
 - (b) General Meetings of the Council;
 - (c) Meetings of the Board;
 - (d) Special Meetings of the Council and/or the Board;
 - (e) Meetings of the Standing Committees;
 - (f) Meetings of Special Purpose Committees or Panels subject to the limitations provided in this Constitution and By-Laws.

- 2.2 Board Meetings shall be held at least once every three (3) calendar months or as required by the Chairman of the Board, having regard to business requirements and circumstances prevailing at that time.
- 2.3 The Chief Executive Officer shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and Council meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Chief Executive Officer for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding meeting verifying their accuracy.
- 2.4 Detailed requirements and procedures relative to the conduct of the aforementioned meetings are as provided for in the By-Laws.
- 2.5 Any member of the State Centre may attend the Annual General Meeting, or a General Meeting of the Council (including a Special General Meeting) but apart from those persons specified in 1/B/3.1(a) shall have no voting or debating rights. The Chairman may approve a written request to allow a member to speak to the meeting, provided such written request is received at least 7 days prior to the meeting.
- 2.6 Nothing contained in the Constitution shall prevent a meeting of a group of officers or members of the Association from within the boundaries of State Centre, provided that any reports or recommendations resulting from such meeting shall be ineligible for consideration by any higher authority unless they are submitted to the Chief Executive Officer within a period of seven (7) days of that meeting.
- 2.7 Fourteen (14) clear days notice, in writing, shall be given for the Council Annual General Meeting and General Meetings.
- 2.8 Nine (9) clear days notice, in writing, shall be given for any other Council Special Meetings unless unanimously approved by the Council.
- 2.9 Special Meetings shall be convened when directed by the President or the Board, or not less than one-half of the members of the Council. Such requisition shall clearly state the reasons why such a Special Meeting is being convened and the nature of the business to be transacted thereat.
- 2.10 Notices of meetings of Committees and Special Purpose Committees or Panels shall be at the discretion of the respective Chairman.
- 2.11 Meetings of the Board shall be convened by request of the President or by not less than one-third of the members of the Board.

3 - VOTING

- 3.1 All members of the Council shall be entitled to one vote each at all meetings of the State Centre at which they are present, provided that the Chairman shall have both a deliberative and casting vote, except for the elections of Directors in which case the Chairman shall have a casting vote only.
- 3.2 All members of the Board shall be entitled to one vote each at all Board meetings at which they are present, provided that the Chairman shall have both a deliberative and casting vote.
- 3.3 Postal/Electronic Voting shall be subject to the following conditions:
 - (a) Any matter which may be dealt with by the Council or Board other than a Notice of Motion to alter the Constitution, shall be eligible to be resolved by a Postal/Electronic Ballot.
 - (b) A Postal/Electronic Ballot may be authorised by the Council or the Board.
 - (c) The Procedural arrangements for such a vote shall be:
 - (i) The Chief Executive Officer shall deliver or send by post or facsimile or by other electronic means to each Branch, and to each member who is entitled to vote, a clear statement of both sides of the question to be voted upon with a request that he return his vote thereon to the designated Returning Officer. (Such request shall state the date upon which voting shall close).
 - (ii) Eligible voters shall, upon receipt of the ballot paper and specified information, complete the ballot paper and shall forward it in the envelope provided or transmit by facsimile or other means to reach the designated Returning Officer by the closing date.

- (iii) As soon as practicable following the closing date for voting, the Returning Officer shall, in the presence of at least two (2) Executive Officers open the votes received by the closing date and shall tally the votes cast.
- (iv) The President's right of a casting as well as a deliberative vote shall apply in the case of a Postal/Electronic Ballot.
- (v) Within seven (7) days of the closing date of the Ballot, the Chief Executive Officer shall advise all eligible voters of the result.
- (vi) All votes cast in the Ballot, including any which are for any reason considered by the Returning Officer to be informal, shall be retained for presentation, if necessary, to the next succeeding meeting of the authorising body.
- (vii) The result of the Ballot shall take effect forthwith.

4 - CHAIRMAN

Except where otherwise provided, the President or Deputy President shall be Chairman of all Council and Board meetings. In the absence of the President and Deputy President the Meeting shall elect a Chairman. At a Council Meeting, if a Branch President becomes the Chairman of the meeting, he may appoint an alternate delegate (with full voting rights) in his place whilst he is acting as Chairman.

5 - QUORUM

- 5.1 At any meeting, the number necessary to form a quorum shall be a simple majority of voting members.
- 5.2 If a quorum as prescribed above is not present within one half hour after the advised commencement time, the following shall apply:
 - (a) Annual General Meeting:-
 - (i) The meeting as advertised shall be deferred for one week to the same time and place, provided that a notice signifying the deferment shall be forwarded to each voting member, and a similar notice shall be placed in a prominent position in Surf Rescue House.
 - (ii) Should a quorum not be present at the advertised commencement time of the deferred meeting the Chairman may declare those present to be a quorum and the meeting shall be deemed to be properly constituted.
 - (b) Special General Meeting:-
The meeting shall lapse.
 - (c) Council General Meeting:-
The meeting shall lapse and the business to be transacted at that meeting shall be dealt with by the Board.
 - (d) Board and Committee Meetings:-
The meeting shall lapse and any urgent matters shall be dealt with by the Chief Executive Officer.

6 - NOTICE OF MOTION

- 6.1 Notices of any motion intended to be moved at an Annual General, or Special Meeting of the Council, shall be given in writing signed by the mover and seconder thereof (who must be members of the meeting to which the Notice of Motion will be referred) to the Chief Executive Officer at least twenty-eight (28) clear days prior to the date of such meeting and shall be included in the business papers for the meeting called pursuant to Section E, Clauses 2.7 and 2.8
- 6.2 A notice of motion desired to be moved or seconded by a Councillor must be accompanied by the written endorsement of the Councillor's Branch.
- 6.3 Upon receipt of such a notice of motion, the Chief Executive Officer shall provide written notice of the proposed motion, along with the time and place of the meeting at which it is proposed to move the motion, to each person who has a right to vote on the motion.

- 6.4 The meeting may, by ordinary resolution, grant the mover and seconder leave to alter their motion, in a minor way without altering the intention of the motion. No major amendment to the intention of the motion will be accepted.
- 6.5 A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at the next meeting of Council or within six (6) months from the date of its rejection, unless approved by the Board.

7 - MOTIONS TO RESCIND

- 7.1 A motion to rescind any motion carried at a meeting of the Council, the Board or Committee may be considered only at a subsequent Meeting of those bodies.
- 7.2 A Notice of Motion to rescind a resolution carried at a previous meeting shall be accepted only on written submissions from not less than two (2) voting members of the Council, the Board or Committee to which the rescission motion refers. In all other respects, the provisions of 1/E/6 shall apply.

8 - ALTERATION TO THE CONSTITUTION

- 8.1 Subject to the provisions of their respective Constitutions and the Law, State Centre, Branches, Clubs and Auxiliary Organisations may alter their individual Constitutions as regards local and domestic matters which do not conflict with the provisions of the Association's (SLSA's) and/or the State Centre's Constitution, Regulations, By-Laws or Policies.
- 8.2 Subject to the provisions of this Constitution and the Law, the State Centre Constitution may be amended, rescinded or added to from time to time by a Special Resolution carried at any Annual General Meeting or a Special Meeting of the Council called for that purpose.
- 8.3 A notice of any proposed alteration to the State Centre Constitution shall be given in the manner provided for Notices of Motion but shall specifically state that it is a notice of a proposal to alter the Constitution.
- 8.4 A copy of the notice issued by State Centre in accordance with 1/E/6.1 herein shall be sent to SLSA.
- 8.5 In the case of a Branch, Club or Auxiliary Organisation, a copy of any notice of motion to alter its Constitution must be forwarded, at the time of issue, to the State Centre for endorsement or otherwise.
- 8.6 The State Centre shall lodge with the Australian Council, and the Branch, Club or Auxiliary Organisation shall lodge with State Centre, copies of their respective and current Constitutions and By-Laws, and all amendments and/or alterations thereto which may have been adopted.
- 8.7 Any amendment, alteration, repeal or addition to the Constitution is valid only when it is registered by the relevant State Government department (i.e., currently Chief Executive of the Office of Fair Trading).

9 - MAKING AND ALTERATION OF BY-LAWS AND APPENDICES

- 9.1 State Centre, Branches, Clubs or Auxiliary Organisations may make, alter and repeal By-Laws and Appendices for the conduct of their local and domestic affairs and for competitions not provided for in the Manuals, providing that they do not conflict with the letter or spirit of the rules incorporated in the Manuals of the Association.
- 9.2 State Centre's By-Laws may be formulated, adopted, issued, interpreted, amended and repealed by the Board for the proper advancement, encouragement, management and administration of SLSQ, the advancement of the objects of the Association and Surf Life Saving.
- 9.3 Copies of any amendments shall be forwarded to the relevant Government Department(s) for record purposes.
- 9.4 When such By-Laws and/or Appendices are made, altered or repealed, Australian Council and each affiliated body shall be promptly informed.

10 - LEGAL ACTION

No Officer, or group of Officers or members, whether in Committee or alone, may institute legal action which purports to be upon behalf of a Club or group and if it carries potential legal and financial implications against the Club or group or against a Branch, State Centre, the Australian Council or another Club affiliated to the Association, unless by the following procedures:

- (a) The constitutional convening of a General Meeting of members of the Club, group, Branch, State Centre or Australian Council and a vote affirmative of such action by a two-thirds majority of members present and eligible to vote.
- (b) Further, an invitation to such a General Meeting must be given to the higher authorities of that body, i.e. Branch, State Centre and SLSA and the body or group against which the legal action is proposed.

11 - TROPHIES, PRIZES AND ELIGIBILITY

The State Centre shall reserve unto itself the authority to determine, from time to time, conditions relative to the acceptability of trophies or prizes, members' eligibility to compete, and any provisions as prescribed in the By-Laws.

12 - UNIQUE ITEMS

In the event of any question or item arising which is not specifically provided for in the Constitution, Regulations or Manuals of the Association or in the Constitution or By-Laws of State Centre, it shall be competent for the State Centre to legislate thereon temporarily by resolution at any meeting of the Board pending due alteration of the Constitution.

13 - STATE CENTRE DISSOLUTION

- 13.1 The State Centre shall be dissolved only with the consent of at least three-fourths of the Council voting members present at a Special Meeting called for that purpose, notice of which must be posted to Branch Presidents at least twenty-eight (28) days prior thereto and advertised in at least one Queensland wide newspaper at least once in each of two (2) consecutive weeks immediately preceding such meeting.
- 13.2 Upon dissolution, the available assets shall, after payment of all just liabilities, be vested in a surf life saving body registered with the relevant Government Department.

14 - DISSOLUTION OF AFFILIATED BODIES

- 14.1 The Constitution of every affiliated body shall contain a dissolution clause similar to that set out herein and should any affiliated body fail to make any such specific provision, the specific dissolution provision of this Constitution is deemed to be included in the Constitution of such affiliated body.
- 14.2 In the event of any affiliated body becoming inactive, going into recess or having its affiliation as a Surf Life Saving affiliated body terminated, the State Centre is empowered to require such body to implement the requirements herein regarding dissolution. Should there be no remaining responsible Officers of such affiliated body capable of carrying out the required procedures for dissolution, the State Centre is empowered by its Constitution to take any necessary action in this regard.
- 14.3 Upon the dissolution of an affiliated body in terms of the preceding Clauses, the books, accounts and assets of the affiliated body shall be handed over to or taken possession of by the State Centre to deal with as it may, in its absolute discretion, see fit.