

ASSOCIATIONS INCORPORATION ACT 1987 - WESTERN AUSTRALIA

SURF LIFE SAVING WESTERN AUSTRALIA INC.

Constitution

16 January 2010



SUMMARY OF AMENDMENTS

This summary reflects the most recent amendments to the Rules in accordance with the following SLSWA Minutes.

MEETING	MINUTE ITEM NO.	RULES AND REGULATIONS AMENDED
Special General Meeting 15 April 2000	5.1	Clause 2.1 Definition be amended by deleting the date “31 May” in the line financial year...and inserting the date “30 June”.
Special General Meeting 13 January 2001	4.1	Various administrative changes.
Special General Meeting 13 July 2002	7	Definition of State Council.
Special General Meeting 8 January 2005	3.1	Various administrative changes as a result of governance review.
Special General Meeting 16 January 2010	5.3	Various administrative changes.
	7.3(a)	Various administrative changes

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ASSOCIATIONS INCORPORATION ACT 1987 - WESTERN AUSTRALIA**STATEMENT OF PURPOSES
of
SURF LIFE SAVING WESTERN AUSTRALIA INCORPORATED**

1. NAME OF ASSOCIATION

The name of the association is Surf Life Saving Western Australia Incorporated ("Association").

2. PURPOSES OF ASSOCIATION

The Association is the peak body for the administration of surf lifesaving in Western Australia and is a community service based organisation. The purposes for which the Association is established and maintained are to:

- (a) provide for the encouragement, conduct, promotion and administration of surf lifesaving in Western Australia in consultation with SLSA;
- (b) participate as a member of a single uniform entity through and by which surf lifesaving in Australia is conducted, encouraged, promoted and administered;
- (c) affiliate and otherwise liaise with the peak national (and/or international) body or bodies or other strategically aligned bodies in the pursuit of these purposes;
- (d) encourage, conduct, promote, advance and control surf lifesaving, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (e) co-operate with SLSA and/or other State Centres in the conduct of research and development of improvements in surf lifesaving and surf lifesaving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (f) use and protect the Intellectual Property;
- (g) promote the involvement and importance of surf lifesaving standards, techniques, awards and education to bodies involved in surf lifesaving;
- (h) strive for and maintain government, commercial and public recognition of the Association as the authority on surf lifesaving in Western Australia;
- (i) participate to secure uniformity in such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment;
- (j) pursue through itself or others such commercial arrangement, including sponsorship and marketing opportunities, as are appropriate to the purposes of the Association in Western Australia;
- (k) further develop surf lifesaving into an organised institution in Western Australia;
- (l) having regard to these purposes, foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (m) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by the Association;
- (n) promote the health and safety of Members and all other users of the aquatic environment;
- (o) act as arbiter on matters pertaining to the conduct of surf lifesaving in Western Australia, including disciplinary matters, and refer matters to SLSA as the final arbiter, as appropriate;

- (p) in consultation with SLSA and/or other State Centres, formulate or adopt, or adopt and implement appropriate policies, including in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in surf lifesaving,
- (q) represent the interests of its Members and of surf life saving generally in any appropriate forum;
- (r) have regard to the public interest in its operations;
- (s) 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;
- (t) encourage and promote performance enhancing drug free competition;
- (u) establish, grant and support awards to Members and others, in honorable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of lifesaving and other distinguished services and acts;
- (v) give, and where appropriate seek, recognition for Members to obtain awards or public recognition in fields of endeavour other than surf lifesaving;
- (w) seek and obtain improved facilities for the enjoyment of the aquatic environment;
- (x) promote uniformity of laws for the control and regulation of the aquatic environment;
- (y) effect such purposes as may be necessary in the interest of surf lifesaving and the aquatic environment; and
- (z) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3. POWERS OF ASSOCIATION

Solely for furthering the purposes set out above, and (except to the extent of any inconsistency) in addition to the rights, powers and privileges provided under the Western Australia Act, the Association has power to:

- (a) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Association, whether subject to any charges or encumbrances or not 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) construct, maintain and alter any houses, buildings, grounds, courses, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Association;
- (c) borrow and raise money in such manner as the Association thinks fit, including bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security;
- (d) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- (e) take or hold mortgages, liens or charges, to secure payment of title purchase price, or any unpaid balance of the purchase price of any part of the Association's property sold, or any money due to the Association from any purchasers or others;
- (f) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- (g) receive money on deposit with or without allowance of interest thereon;

- (h) invest and deal with any monies of the Association, not immediately required for the purposes of the Association, in such manner as may from time to time be determined by the Board;
- (i) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (j) take any gift of property whether subject to any special trust or not for any one or more of the purposes of the Association, provided the Association shall only deal with any such trusts in such manner as is allowed by law;
- (k) lend and advance money to, give credit to, or otherwise assist, any person or body corporate, including to guarantee or indemnify person's or body corporate's performance;
- (l) 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 the Association in the form of donations, annual subscriptions or otherwise;
- (m) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose purposes are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under these Rules;
- (n) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that the Association may think desirable for the promotion of its purposes;
- (o) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for carrying out the purposes of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities, as appropriate;
- (p) buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for Members or other persons frequenting the premises or facilities of or under the control of the Association;
- (q) subscribe to any charities and to grant donations for any public purpose;
- (r) produce, develop, create, license and otherwise exploit, use and protect the Intellectual Property;
- (s) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;
- (t) promote any other person or company for any purpose calculated to benefit the association;
- (u) amalgamate with any one (1) or more incorporated associations having purposes altogether or in part similar to those of the Association and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under the Rules;
- (v) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one (1) or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose calculated to benefit the Association;
- (w) transfer all or any part of the property, assets, liabilities and undertaking of the Association to any one (1) or more of the incorporated associations with which the Association is authorised to amalgamate;
- (x) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association, and to

obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;

- (y) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and
- (z) do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of the Association.

4. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in this Statement of Purposes.
- (b) Except as prescribed in this Statement of Purposes:
 - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (c) Nothing contained in clauses 4(a) or (b) shall prevent payment in good faith of or to any Member for:
 - (i) any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation; interest on money borrowed from any Member;
 - (iii) rent for premises demised or let by any Member to the Association;
 - (iv) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
 - (v) any other reason:

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

5. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

6 DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association (other than for the purposes of reconstruction or amalgamation) there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the members of the Association but shall be distributed for charitable purposes or given or transferred to another association incorporated under the Act having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by the Rules and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Western Australia or other Court as may have or acquire jurisdiction in the matter.

**RULES
of
SURF LIFE SAVING WESTERN AUSTRALIA INCORPORATED**

PART I - INTERPRETATION

1. NAME

The name of the association is Surf Life Saving Western Australia Incorporated ("Association").

2. INTERPRETATION

2.1 Definitions

In these Rules unless the contrary intention appears:

"Affiliated Club" means a surf lifesaving club affiliated with SLSA and the Association for such time as that club remains so affiliated under these Rules.

"Board" means the Board of Directors of the Association, constituted in accordance with Part IV of these Rules.

"Board Member" means a member of the Board elected in accordance with these Rules and includes any person acting in that capacity from time to time, but does not include the Chief Executive Officer.

"Club Delegate" means an Individual Member nominated from time to time in writing by an Affiliated Club to attend General Meetings.

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

"Chief Executive Officer" means the Chief Executive Officer of the Association for the time being appointed under these Rules and includes any person acting in that position, for such time as that person is acting in that position.

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

"Individual Member" means a registered member of an Affiliated Club in any category as specified in the regulations and the manuals of SLSA from time to time.

"Intellectual Property" means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, videos or films) or service marks of or relating to the Association or any event, competition or surf lifesaving activity of or conducted, promoted or administered by the Association.

"Life Member" means an individual appointed as a Life Member of the Association under Rule 5.3.

"Member" means a member for the time being of the Association under Part III of these Rules.

"President" means the President for the time being of the Association including any person acting in that capacity.

"Record" means any records of information however recorded and includes:

- (a) anything on which there is writing;
- (b) anything on which information has been stored or recorded, either mechanically, magnetically or electronically;
- (c) anything from which images, sounds or writings can be reproduced with or without the aid of anything else."

"Regulations" means any Regulations made by the Board under Rule 29.

"Rules" means these Rules of the Association and include the Statement of Purposes.

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

"Special Resolution" means a resolution passed in accordance with the Western Australia Act, whereby a majority of three quarters of the Members present and entitled to vote (in person or by proxy), where 21 days notice of the resolution has been given to those entitled to notice under these Rules.

"SLSA" means Surf Life Saving Australia Limited or such other or substitute body as succeeds this body as the peak body in respect of surf lifesaving in Australia.

"SLSA Council" means the Council of SLSA established under the Constitution of SLSA.

"State Centre" means an entity (including the Association) recognised by SLSA as the body administering surf lifesaving in its particular State.

"Western Australia Act" means the Associations Incorporation Act 1987 - Western Australia.

2.2 Interpretation

In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other gender;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to an Australian state includes a reference to an Australian territory;
- (h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of these Rules or any phrase contained in them is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules.

2.4 Western Australia Act

Except where the contrary intention appears, in these Rules, an expression that deals with a matter under the Western Australia Act, has the same meaning as that provision of the Western Australia Act.

2.5 Sole Purpose

SLSWA is established solely for the purposes set out in the Statement of Purposes.

PART II – MEMBER STATES

3. STATUS AND COMPLIANCE OF ASSOCIATION

3.1 Recognition of Association

The Association is recognised as the official State Centre and controlling authority for surf lifesaving in Western Australia subject to compliance with these Rules and the Constitution of SLSA shall continue to be recognised as a Member of SLSA and shall administer surf lifesaving in Western Australia in accordance with the purposes of the Association.

3.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in Western Australia;
- (b) appoint a State Director and such other persons as may be required to be appointed to SLSA committees from time to time under these Rules or the SLSA Constitution or otherwise;
- (c) to the extent permitted or required by the Western Australia Act and SLSA, ensure any amendment to, or substitution of, these Rules are generally in conformity with SLSA's Constitution (at least to the extent provided in Rule 4.1) and have the written approval of the SLSA Council; and
- (d) by adopting the objects of SLSA, abide by the Constitution of SLSA, to the extent required by that Constitution.

3.3 Operation of Rules

The Association and the Members acknowledge and agree:

- (a) that they are bound by these Rules and Constitution of SLSA and that these Rules and the Constitution of SLSA operate to create uniformity in the way in which the purposes of the Association and surf lifesaving are to be conducted, promoted, encouraged and administered throughout Western Australia and Australia; and
- (b) that should the Association have administrative, operational or financial difficulties, including but not limited to where the Association:
 - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Association; or
 - (ii) enters into a composition or arrangement with its creditors other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
 - (iii) a mortgagee or other creditor takes possession of any of its assets;

SLSA may act to assist the Association in whatever manner SLSA considers appropriate, including, but not limited to the appointment of an administrator.

3.4 Compliance of Affiliated Clubs

The Affiliated Clubs acknowledge and agree that each of them shall:

- (a) be or remain incorporated in Western Australia;
- (b) nominate a Club Delegate annually at a general meeting of the Affiliated Club to attend General Meetings, and shall inform the Association of the details of that person accordingly;
- (c) provide the Association with copies of its audited accounts, reports and other associated documents forthwith, following the Affiliated Club's annual general meeting;
- (d) recognise the Association as the authority for surf lifesaving in Western Australia and SLSA as the national authority for surf lifesaving; and

- (e) generally, have regard to the purpose of the Association, and in particular the purpose to create a single uniform entity for the conduct, promotion, encouragement and administration of surf lifesaving, in any matters of the Affiliated Club pertaining to surf lifesaving.

4. CONSTITUTION(S)

4.1 Constitution of the Association

- (a) The constituent documents of the Association shall at all times clearly reflect the objects of SLSA and shall generally conform with the Constitution of SLSA, at least to the extent of;
 - (i) the objects and purposes of SLSA;
 - (ii) the structure and membership categories of SLSA subject always to the Association's right to govern itself internally as it sees fit;
 - (iii) the recognition of SLSA as the national peak body for surf lifesaving in Australia, in accordance with Part III of the SLSA Constitution;
 - (iv) the recognition of SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including in respect of disciplinary proceedings; and
 - (v) such other matters as are required to give full effect to the SLSA Constitution;
 with such incidental variations as are necessary having regard to the Western Australia Act.
- (b) The Association shall provide to SLSA a copy of its constituent documents and all proposed amendments to these documents. The Association acknowledges and agrees that the SLSA Council has power to veto any proposed provision in the Association constitution which, in the SLSA Council's opinion, is contrary to the objects and Constitution of SLSA. Any actions and decisions taken by the Association under a provision prior to that provision being vetoed shall be valid.
- (c) The Association shall take all steps to ensure these Rules are, and remain, in conformity with SLSA's Constitution at least to the extent set out in Rule 4.1(a) and in respect of those matters set out in Rule 4.1(a) shall ensure the Association constituent documents are amended in conformity with future amendments made to SLSA's rules, subject to any prohibition or inconsistency in the Western Australia Act.

4.2 Register of Affiliated Clubs

Each Affiliated Club shall maintain, in a form acceptable to the Association, a register of all Individual Members of the Affiliated Club, who are Individual Members of the Association. Each Affiliated Club shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide prompt and regular updates of the register to the Association.

PART III – MEMBERSHIP

5. MEMBERS

5.1 Classes of Members

The Members shall consist of:

- (a) Affiliated Clubs, which subject to these Rules, shall be represented by a Club Delegate, who shall have the right to be present, debate and vote on behalf of the Affiliated Club at General Meetings;
- (b) Life Members, who subject to these Rules, shall have the right to be present and to debate at General Meetings, but shall have no voting rights;
- (c) all Individual Members of Affiliated Clubs, shall have the right to be present at General Meetings, but shall have no voting or debating rights; and

- (d) such new classes of Members, created in accordance with Rule 5.2 below.

5.2 Creation of New Classes

The Board has the right and power from time to time to create new classes of membership with such rights, privileges and obligations as are determined applicable.

5.3 Life Members

- (a) The Board may appoint any Individual Member who has rendered distinguished service to surf lifesaving, where such service is deemed to have assisted the advancement of surf lifesaving in Western Australia as a Life Member.

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

6. SUBSCRIPTIONS AND FEES

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

7. AFFILIATION

7.1 Affiliated Clubs

- (a) To be eligible for membership, a club must be incorporated, or in the process of incorporation, which process shall be complete within 6 months of applying for membership under these Rules.

- (b) For such time as the Affiliated Club is not incorporated, the secretary of any such unincorporated Affiliated Club shall be deemed to be the Member (on behalf of the unincorporated Affiliated Club), and shall be entitled to exercise all right, other than voting rights but shall have the same obligations and shall follow such procedures on behalf of the unincorporated Affiliated Club as incorporated Affiliated Clubs, to the extent that this is possible.

- (c) Any dispute or uncertainty as to the application of these Rules to an unincorporated Affiliated Club shall be resolved by the Board in its sole discretion.

- (d) Failure to incorporate within the period stated in Rule 7.1(a) shall result in the expulsion of the secretary (acting on behalf of the unincorporated Affiliated Club) from membership. The unincorporated club shall not be entitled to re-apply for membership until such time as it is incorporated.

7.2 Application For Affiliation

An application for affiliation by a club ("applicant") must be:

- (a) in writing on the form set out as Annexure 1, or as otherwise prescribed from time to time, from the applicant or its nominated representative and lodged with the Association;

- (b) accompanied by a copy of the applicant's constitution and register of members; and

- (c) accompanied by the appropriate fee, if any.

A club shall also provide details of the nominated Club Delegate.

7.3 Discretion to Accept or Reject Application

- (a) The Association, through special resolution at a General Meeting, may accept or reject an application whether the applicant has complied with the requirements in Rules 7.1 and 7.2 or not. Where an application for affiliation is rejected, the applicant club shall be advised as to the reason(s) for the application being rejected.
- (b) Where the Association accepts an application the applicant shall, subject to ratification by SLSA, become an Affiliated Club.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by Club Delegates at General Meetings. The Chief Executive Officer shall amend the Register accordingly as soon as practicable.
- (d) If the Association rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association.

7.4 Re-Affiliation

- (a) Affiliated Clubs must re-affiliate with the Association in accordance with the procedures set down by the Association in Regulations from time to time.
- (b) Upon re-affiliation an Affiliated Club must lodge with the Association an updated copy of its constitution (including all amendments) and provide details of any change in its Club Delegate, and any other information reasonably required by the Association.

7.5 Deemed Membership

- (a) All clubs and Individual Members of clubs which or who are, prior to the approval of these Rules under the Western Australia Act, members of clubs or members of the Association shall be deemed Individual Members and Affiliated Clubs respectively, and thus Members of the Association from the time of approval of these Rules under the Western Australia Act.
- (b) The Affiliated Clubs shall provide the Association with such details of the Affiliated Club and Individual Members as are required by the Association under these Rules within one (1) month of the approval of these Rules under the Western Australia Act.
- (c) Any members of the Association prior to approval of these Rules under the Western Australia Act, who are not deemed Members under Rule 7.5(a) shall be entitled to operate as Committees or carry on such delegated functions analogous to their previous functions as are provided for under these Rules.

7.6 Membership Renewal

In order to become or remain an Individual Member, individuals must become members of Affiliated Clubs and must renew their membership of their listed Clubs or otherwise remain registered or financial members of the Affiliated Clubs in accordance with the procedures applicable from time to time.

8. REGISTER OF MEMBERS

8.1 Chief Executive Officer to Keep Register

The Chief Executive Officer shall keep and maintain a Register in which shall be entered (as a minimum)

- (a) the full name, address, class of membership and date of entry of the name of each Individual Member; and
- (b) Affiliated Clubs and Life Members shall provide notice of any change in required details to the Association within one (1) month of such change. Affiliated Clubs shall be responsible for providing notice of any change in required details of Individual Members to the Association as soon as practicable.

8.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, excluding the address or other direct contact details of any Individual Member shall be available for inspection by Members, upon reasonable request.

8.3 Use of Register

Subject to confidentiality considerations, the Register may be used by the Association to further the purposes of the Association, as the Board considers appropriate.

8.4 Right of SLSA to Register

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

9. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations and in turn, the Constitution of SLSA;
- (b) they shall comply with and observe these Rules and the Regulations and the Constitution of SLSA and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee or other entity with delegated authority;
- (c) by submitting to these Rules and the Regulations and the Constitution of SLSA they are subject to the jurisdiction of the Association and SLSA;
- (d) the Rules and Regulations and the Constitution of SLSA are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of surf lifesaving as a community service; and
- (e) they are entitled to all the benefits, advantages, privileges and services of the Association and SLSA membership.

10. DISCONTINUANCE OF MEMBERSHIP

10.1 Notice of Resignation

- (a) Any Member which or who has paid all monies due and payable to the Association (if any) may resign from the Association by giving one (1) month's notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice the Member shall cease to be a member.
- (b) If an Affiliated Club ceases to be a Member under these Rules, the Association membership of all Individual Members affiliated or registered with or through the Affiliated Club shall not automatically cease at that time, but shall be dealt with in the discretion of the Board.

10.2 Expiration of Notice Period

Upon the expiration of a notice given under Rule 10.1 (a), an entry, recording the date on which the Member who or which gave notice ceased to be a Member, and any other Members whose membership ceases at the time under Rule 10.1 (b) (if any) shall be recorded in the Register.

10.3 Failure to Re-Affiliate or Renew Membership

If an Affiliated Club has not re-affiliated with the Association or an Individual Member has not renewed their Affiliated Club or Association membership within 1 month of re-affiliation or membership renewal falling due, that party's Association membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this Rule 10 as soon as practicable.

10.4 Member to Re-Apply

A Member whose membership has been discontinued or has lapsed under Rule 10.3 must seek renewal or re-apply for membership in accordance with these Rules.

10.5 Forfeiture of Rights

A Member which or who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately. Where an Affiliated Club ceases to be a Member it shall also forfeit its right to appoint a person to any Committee or other entity with delegated authority.

10.6 Delegate Position Lapses

The position of Club Delegate shall lapse immediately on cessation of membership of the Affiliated Club.

10.7 Affiliation May be Reinstated

Affiliation which has been discontinued under this Rule 10 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

10.8 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member for the relevant year shall be forfeited upon discontinuance.

10.9 Financial Obligations

Any Member which or who has not paid all monies due and payable by that Member to the Association shall (subject to the Board's discretion) have all rights under these Rules suspended, including the right to vote at General Meetings, until such time as the monies are fully paid. In the meantime, the Member shall have no automatic right to resign from the Association, and shall be dealt with in the Board's discretion, which includes the right to expel, discipline or retain that Member as a Member or impose such other conditions or requirements as the Board considers appropriate.

10.10 Suspension of Affiliation

- (a) An Affiliated Club may be suspended as a Member, if in the opinion of the Board, it is unable to perform its patrol obligations. The Club shall be entitled to operate as Committees or carry on in a manner the Board considers appropriate including but not limited to the appointment of an administrator and/or forfeiture of rights under these Rules.
- (b) Affiliation may be reinstated under Rule 10.7.
- (c) An Affiliated Club, which has been suspended, may within 1 month from the Board's decision appeal in writing to the Chief Executive Officer. The Chief Executive Officer shall inform all other Affiliated Clubs of the appeal and convene a special general meeting to determine the matter by special resolution.

11. DISCIPLINE OF MEMBERS**11.1 Disciplinary Committee**

- (a) Where the Board or Chief Executive Officer is advised or considers that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations, the Constitution of SLSA or any resolution or determination of the Board, the SLSA Council or any duly authorised Committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Association, SLSA and/or surf lifesaving; or

- (iii) brought the Association, SLSA, any other State Centre or surf lifesaving into disrepute;

the Board or Chief Executive Officer may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms of the Association and SLSA as set out in the Regulations.

- (b) The Board may appoint a Judiciary Committee which need not be comprised of Members to deal with any disciplinary matter referred to it by the Board or the Chief Executive Officer. Such a Judiciary Committee shall operate under the principles expressed in the Regulations.

PART IV – GENERAL MEETINGS

12. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Western Australia Act and these Rules at a venue and on a date in September each year to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.

13. NOTICE OF GENERAL MEETINGS

13.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to every Affiliated Club and Life Member at the address appearing in the Register kept by the Association. The auditor, Chief Executive Officer and Board Members shall also be entitled to notice of every General Meeting. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place, day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice together with:
 - (i) the agenda for the meeting;
 - (ii) any notices of motion received; and
 - (iii) to the Affiliated Clubs only, forms of authority in blank for proxy votes.

14. BUSINESS

14.1 Business of the Annual General Meeting

- (a) The business to be transacted at the Annual General Meeting includes;
 - (i) Amend the SLSWA Constitution as provided for at Rule 35;
 - (ii) Elect the Board as provided for at Rule 23.1;
 - (iii) Approve club affiliation as provided for at Rule 7;
 - (iv) Receive the Annual Report and Auditor's Statement;
 - (v) Review and approve the strategic outcomes presented by the Board; and
 - (vi) Review the overall performance of the Board in the preceding year.

14.2 Business Transacted

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

15. NOTICES OF MOTION

15.1 Notices of Motion to be Submitted

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Chief Executive Officer not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.

15.2 Application of Notices of Motion

Notices of Motion shall only relate to:

- (a) Alteration to the Purpose and Rules as provided for at Rule 35; and
- (b) Termination of the Board under Rule 24.4.

16. SPECIAL GENERAL MEETINGS

16.1 Special General Meetings May be Held

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

16.2 Requisition of Special General Meetings by Affiliated Clubs

- (a) The Chief Executive Officer shall on the receipt of a requisition in writing of twenty-five percent (25%) of Affiliated Clubs convene a Special General Meeting within twenty one (21) days of receiving such notice.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.

17. PROCEEDINGS AT GENERAL MEETINGS

17.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be sixty percent (60%) of Affiliated Clubs entitled to vote and represented by their Club Delegates.

17.2 President to Preside

The President, or in his absence a Board Member appointed by the Board shall, subject to these Rules, preside as Chairman at every General Meeting of the Association except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists.

17.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The Chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- (d) Except as provided in Rule 17.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

17.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman; or
- (b) by a simple majority of Club Delegates.

17.5 Recording of Determinations

Unless a poll is demanded under Rule 17.4, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of or against the resolution.

17.6 Where Poll Demanded

If a poll is duly demanded under Rule 17.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

18. VOTING AT GENERAL MEETINGS

18.1 Affiliated Clubs Entitled to Vote

Each Affiliated Club shall have one (1) vote at General Meetings which, subject to these Rules, shall be exercised by its Club Delegate. No other Member shall be entitled to vote. The Board Members and Chief Executive Officer shall have the right to attend and debate, but not vote, at General Meetings.

18.2 President May Exercise Casting Vote

Where voting at General Meetings is equal the Chairman may exercise a casting vote. The Chairman has no deliberative vote.

19. PROXY VOTING

19.1 Proxy Voting Permitted

Proxy voting shall be permitted at all General Meetings provided a proxy form in the form set out in Annexure 2 (or as otherwise approved by the Board from time to time) has been duly completed and executed and is lodged with the Chief Executive Officer at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one time.

19.2 Proxy

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

PART V - THE BOARD

20. BOARD MEMBERS

- (a) The Members of the Board in place immediately prior to approval of these Rules under the Western Australia Act shall continue and act as the Board until the next Annual General Meeting. Members of the Board will be elected for three year terms, except that following

the election of the initial Board a ballot will be held to determine which two members will retire after one year, which two members will retire after two years, and which two members will retire after three years. The President will be elected for three years. Thereafter, Board positions shall be filled, vacated and otherwise dealt with in accordance with these rules.

- (b) The person known and appointed to the position of "Chief Executive Officer" (or similar title) of the Association immediately prior to approval of these Rules under the Western Australia Act shall continue in that position following such approval, subject to contractual arrangements.

21. POWERS OF THE BOARD

Subject to the Western Australia Act and these Rules, the business of the Association shall be managed, and the powers of the Association shall be exercised by the Board. In particular, the Board as the State authority for surf lifesaving shall be responsible for acting on State and local issues in accordance with the objects, and shall operate for the benefit of the Members and the community throughout Western Australia and shall govern surf lifesaving in Western Australia, in accordance with the objects of the Association, subject always to compliance with SLSA's Constitution, regulations, policies and directives.

At all times the Board will act in the interests of all clubs and their members. In its decisions it will recognise the principle of equity, having due regard for issues of gender, geographical spread of clubs, together with their different characteristics. The Board will also ensure that this principle is reflected in the composition of all committees and the conduct of their meetings, ensuring the full and fair participation of all members.

22. COMPOSITION OF THE BOARD

22.1 Composition of the Board

The Board shall comprise:

- (a) the President; and
 (b) six other Board Members

who must all be Individual Members and who shall be elected under Rule 23;

- (c) and the Chief Executive Officer.

22.2 Portfolios

If the Board considers it appropriate, in order to further the objects and purposes of the Association, it may provide for certain portfolios in the regulations, with specific responsibilities as determined at the discretion of the Board.

Where such portfolios are so provided, then nominees for the Board shall specify on their nomination form, the portfolio for which they are nominating.

22.3 Right to Co-opt

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

22.4 Appointment of State Director

The Board shall, from amongst its Members or persons holding other Committee or executive positions, appoint an Individual Member as a SLSA Director to attend meetings of the SLSA Council and general meetings of SLSA for a term of 1 year, in accordance with the SLSA Constitution. The person may be re-appointed in any subsequent year.

23. ELECTION OF BOARD MEMBERS

23.1 Nominations of Candidates

- (a) Nominations of candidates for election as Board Members including the President shall be received from Affiliated Clubs. Nominations shall be:
 - (i) made in writing, signed by 2 authorised officers of an Affiliated Club and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Association not less than 28 days before the date fixed for the holding of the election.
- (b) Where the number of nominations received are equal to or less than the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (c) If insufficient nominations are received to fill all available vacancies on the Board, the Board shall have the authority to appoint any Individual Member/s to fill the vacancy/s in accordance with clause 24.3.
- (d) Where multiple nominations are received for any single vacancy or if the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.

23.2 Voting Procedures

The elections shall be by standard preferential ballot and shall be by secret postal ballot on papers prepared by the Chief Executive Officer.

23.3 Term of Office of Board Members

Board Members shall be elected in accordance with these Rules for terms of up to three years, and subject to these Rules, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the Annual General Meeting at which their term of office expires. Board members may be re-elected.

24. VACANCIES OF BOARD MEMBERS

24.1 Grounds for Termination of Office of Board Members

In addition to the circumstances in which the office of a Board Member becomes vacant by virtue of the Western Australia Act, the office of a Board Member becomes vacant if the Board member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his office in writing to the Association;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of 6 months;
- (f) without the prior consent or later ratification of the Board holds any office of profit under the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (h) has been expelled or suspended from membership (without further recourse under these Rules or SLSA's Constitution);

- (i) in the opinion of the Board in its discretion;
 - (i) has acted in a manner unbecoming or prejudicial to the objects and interests of the Association, SLSA and/or surf lifesaving; or
 - (ii) has brought the Association, SLSA, any Affiliated Club or surf lifesaving into disrepute; or
- (j) would otherwise be prohibited from being a director of a corporation under the Western Australia Companies (Administration) Act 1982.

24.2 Remaining Board Members May Act

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

24.3 Casual Vacancy

- (a) In the event of a casual vacancy in the office of any Board Member, the Board may appoint an Individual Member to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.
- (b) Should the Board Members be reduced in number to four (4) or less, a General Meeting shall be convened by the Chief Executive Officer, or if there is no Chief Executive Officer, a surviving Board Member, for the purpose of filling the vacancies.

24.4 Grounds for Termination of the Board

In the event the Board is believed to have acted unlawfully or in a manner which materially damages the Association or prejudices the good name of surf lifesaving in Australia or Western Australia, the Affiliated Clubs may by special resolution at an appropriately convened special general meeting as provided for in these rules, remove the Board and appoint a new Board.

25. LEAVE OF ABSENCE

25.1 Grant of Leave of Absence

The Board shall grant a leave of absence to a Board Member for a period not exceeding 3 months, on the submission of a written application for such leave to the Chief Executive Officer.

25.2 Discretion as to Leave of Absence

The Board may, in its discretion, grant leave of absence to a Board Member for such period as it sees fit following consideration of an application submitted in writing to the Chief Executive Officer.

26. MEETINGS OF THE BOARD

26.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Western Australia Act) and subject to these Rules may adjourn and otherwise regulate its meetings as it thinks fit. The Chief Executive Officer shall on receipt of a requisition of four Board Members, convene a meeting of the Board within a reasonable time.

26.2 Decisions of the Board

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

26.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Board Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or these Rules, and such notice specifies that Board Member are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by the number of Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the other provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one (1) or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

26.4 Quorum

At meetings of the Board, four Board Members' presence is required to constitute a quorum.

26.5 Notice of Board Meetings

Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology, presence or attendance in accordance with Rule 26.3) not less than 7 days written notice of the meeting of the Board shall be given to each Board Member. The agenda shall be forwarded to each Board Member not less than 4 days prior to such meeting.

26.6 Conflict of Interest

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

27. CHIEF EXECUTIVE OFFICER

27.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit.

27.2 Chief Executive Officer to Act as Secretary

The Chief Executive Officer shall act as and carry out the duties of Secretary and Public Officer of the Association and shall administer and manage the Association in accordance with these Rules.

27.3 Broad Power to Manage

Subject to the Western Australia Act, these Rules, the Regulations and any policy directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting 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.

27.4 Chief Executive Officer May Employ

The Chief Executive Officer may, in consultation with the Board, as appropriate, employ such personal as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Board determines.

PART VI – MISCELLANEOUS

28. DELEGATIONS

28.1 Board May Delegate Functions

The Board may by instrument in writing create or establish or appoint from among its own members, the Members of the Association or otherwise, Special Committees, Sub-Committees, Boards, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines. It is expressly acknowledged that any entity exercising delegated powers shall have the right to co-opt persons with appropriate experience or expertise to that entity, subject to the Board's right of veto in respect of that person.

28.2 Delegation By Instrument

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

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Chief Executive Officer by the Western Australia Act or any other law, or these Rules.

28.3 Delegated Function Exercised in Accordance With Terms

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

28.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to these Rules and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 26 above. The entity exercising delegated powers shall make decisions in accordance with the objects and purposes of the Association, and shall with details of all material decisions and shall provide any other reports, minutes and information as the Association may require from time to time.

28.5 Delegation May be Conditional

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

28.6 Revocation of Delegation

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

29. REGULATIONS

29.1 Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and surf lifesaving in Western Australia as it thinks necessary or desirable. Such Regulations must be consistent with the Rules of the Association, the SLSA Constitution, any regulations made by SLSA and any policy directives of the Board.

29.2 Regulations Binding

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

29.3 Regulations Deemed Applicable

All rules and regulations of the Association and of the Association in force at the date of the approval of these Rules under the Western Australia Act insofar as such rules and regulations are not inconsistent with, or have been replaced by these Rules, shall be deemed to be Regulations under this Rule.

29.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of the Association by means of Bulletins approved by the Board, and prepared and issued by the Chief Executive Officer. The Affiliated Clubs shall take reasonable steps to distribute information in the Bulletins to Individual Members. Such inclusions in the bulletins are binding upon all Members.

30. RECORDS AND ACCOUNTS

30.1 Chief Executive Officer to Keep Records

The Chief Executive Officer shall establish and maintain proper records and minutes, whether paper or electronically based, concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board or General Meeting.

30.2 Records Kept in Accordance With Act

Proper accounting and other records, whether paper or electronically based, shall be kept in accordance with the Western Australia Act. The books of account shall be kept in the care and control of the Chief Executive Officer.

30.3 Association to Retain Records

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

30.4 Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the Statements of Account of the Association.

30.5 Accounts Conclusive

The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

30.6 Accounts to be Sent to Members

The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the Statements of

Account, the Board's report, the auditor's report and every other document required under the Western Australia Act (if any).

30.7 Negotiable Instruments

Whether paper or electronically based, all cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, (including electronically endorsed or executed) as the case may be, by the Chief Executive Officer and any one duly authorised Board Member or any two (2) duly authorised Board Members or in such other manner as the Board determines.

31. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed. The auditor's duties shall be regulated in accordance with the Western Australia Act and in accordance with generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Board.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

32. NOTICE

32.1 Manner of Notice

- (a) Notices may be given by the Chief Executive Officer to any Member or Club Delegate by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address, or in the case of a Club Delegate, to the last notified address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 3 days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

32.2 Notice of Annual General Meeting

Notice of every General Meeting shall be given in the manner authorised in these Rules.

32.3 Notice to Individual Members

Notice to Individual Members shall be deemed given by notice being given in accordance with these Rules to the Individual Members' Affiliated Clubs the Affiliated Clubs being responsible for displaying or distributing notice to the Individual Members in such manner as is considered appropriate or reasonable.

33. SEAL

33.1 Safe Custody of Seal

The Chief Executive Officer shall provide for safe custody of the Seal.

33.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Board Members or one (1) Board Member and the Chief Executive Officer.

34. PATRONS, VICE PATRONS AND GOVERNORS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a Chief Patron and such number of Patrons, Vice-Patrons and Governors as it considers necessary, subject to approval of that person or persons.

35. ALTERATION OF STATEMENT OF PURPOSE AND RULES

- (a) These Rules and the Statement of Purposes of the Association shall not be altered except by special resolution in accordance with the Western Australia Act, and in compliance with all other procedures under the Western Australia Act (if any).
- (b) In addition, there shall be no alteration or amendment to Rules 37 or 38 without the consent of the relevant Minister or other authorised person under the Western Australia Act
- (c) An amendment which affects the special rights of any particular class of Members must be approved by 75% of Members of that class, present at a meeting, and need not be approved by any other class. Provided that the foregoing shall not apply to those classes of Members set out in paragraphs (b), (c) and (d) of Rule 5.1 who shall be deemed not to have any special rights under these Rules and hence there shall be no necessity to obtain 75% approval from them on any issue unless the resolution purports to impose additional obligations on them, other than any increased annual subscription.

36. INDEMNITY**36.1 Board Members to be Indemnified**

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

36.2 Association to Indemnify Board Members

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

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

37. DISSOLUTION

- (a) Subject to paragraph (b) below, the Association may be wound up in accordance with the provisions of the Western Australia Act.
- (b) The provisions of Clause 6 of the Statement of Purposes relating to the winding up and dissolution of the Association shall take effect and be observed as if the same were repeated in these Rules.

38. AUTHORITY TO TRADE

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

ANNEXURE 1

APPLICATION FOR AFFILIATION

SURF LIFE SAVING WESTERN AUSTRALIA INCORPORATED ("ASSOCIATION")

I, _____ a duly authorised officer

of _____ (applicant')

of _____

_____ Postcode _____

hereby apply (on behalf of the applicant for acceptance of the applicant as an Affiliated Club of the Association.

In the event of admission as an Affiliated Club, the applicant agrees to be bound by the Purposes, Rules, Regulations, policies and directives of the Association for the time being in force.

(Signed for and on behalf of the Applicant by a duly authorised officer)

Signed: _____ Date: _____

APPOINTMENT NOTICE

At a meeting of _____

on _____ it was resolved that in the event of acceptance as an Affiliated

Club _____ (representative)

of _____

_____ (representative's address)

be the Club Delegate at General Meetings of the Association.

(Signature of duly authorised officer of applicant). _____

(Title of duly authorised officer) _____

(Signature of representative, signifying consent) _____

(Date) _____

ANNEXURE 2

APPOINTMENT OF PROXY

SURF LIFE SAVING WESTERN AUSTRALIA INCORPORATED ("ASSOCIATION")

I, _____

of _____ (Club)

being a duly authorised Club Delegate of an Affiliated Club of the Association hereby appoint:

of _____

as my proxy to vote for me on behalf of my Affiliated Club at the General Meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on

the _____ (date) and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

I confirm that my Affiliated Club has authorised me (as Club Delegate) to vote in the manner in which I have authorised my proxy to vote.

(Signed) _____

(Date) _____