

**Semaphore Surf Life Saving Club
Incorporated Point Malcolm Reserve,
Semaphore Park ("SSLSC")**

CONSTITUTION

1. NAME AND INTERPRETATION

1.1 Name

The organisation shall be known as 'Semaphore Surf Life Saving Club Incorporated' ("SSLSC").

1.2 Club Colours and Uniform

- (a) SSLSC's colours are: Red, Black and White
- (b) SSLSC's costumes and badges shall comply with the requirements of SLSSA
- (c) SSLSC's insignia, badges and apparel shall be of designs approved by the Board

1.3 Definitions

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

"Act" means the Associations Incorporation Act 1985 (SA) as amended from time to time.

"Area of Control" means the area approved by SLSSA as being under

SSLSC's control "Board" means the Board of Management of SSLSC

established under clause 7. "Board member" means a member of the Board.

"Club" means a South Australian Surf Life Saving Club affiliated with SLSSA.

"Honorary Member" means a person who has or can offer some necessary skill or service to SSLSC and has been accepted to that category of membership by the General Meeting.

"Intellectual Property" means any intellectual or industrial property owned by SSLSC including, but not limited to logos, trademarks, copyright and names in any surf lifesaving equipment, product, publication or event developed by SSLSC.

"Life Member" means any person who has rendered distinguished or special service to SSLSC and has been accepted to that category of membership by the General Meeting.

"Member" means a member of SSLSC under clauses.

"SLSA" means Surf life Saving Australia Ltd. For the avoidance of doubt SLSA is the supreme controlling authority for the whole organisation of surf lifesaving in Australia within the limitations of its powers as set out in the constitution of SLSA.

"SLSSA" means Surf Life Saving South Australia Incorporated.

1.4 Interpretation

In this Constitution, unless the contrary intention appears:

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

2. OBJECTS OF SSLSC

- 2.1 SSLSC is a charitable service provider of emergency services. The objects for which SSLSC is established are to:

- (a) participate as a member of a single uniform entity through and by which surf lifesaving and the preservation of life in the aquatic environment within South Australia can be conducted, promoted and administered;
- (b) conduct, promote, advance and control the work of surf lifesaving in the Area of Control, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- (c) produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property;
- (d) cooperate with any organisations in improving methods of life saving (whether in aquatic environment or elsewhere) and the securing of public recognition and financial support for Life Saving Institutions;
- (e) strive for Governmental, commercial and public recognition of SLSSA as the authority on aquatic safety and management within South Australia;
- (g) draft and promulgate such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment and so far as local conditions permit secure uniformity in such rules;
- (h) extend the operations and/or teachings of SLSSA within the Area of Control;
- (i) further develop surf lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful members;
- (j) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by SSLSC;
- (k) promote the health and safety of Members and all other users of the aquatic environment and seek and obtain improved facilities for their enjoyment;
- (l) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surf lifesaving activities, regardless of gender or age, within the limits of membership categories;
- (m) encourage and promote performance enhancing drug free competition environment;
- (n) recommend and support awards to Members and others, in honourable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of life saving and other distinguished services and acts;

- (o) recommend and support where appropriate, recognition for Members to obtain awards, civil honours or public recognition for services to surf lifesaving or other fields of endeavour;
 - (p) promote uniformity of laws for the control and regulation of the aquatic environment and to assist the authorities in enforcing these laws;
 - (q) effect such purposes as may be necessary in the interests of surf lifesaving and the aquatic environment;
 - (r) enforce the observance of the policies, rules and regulations and written directions from time to time of SI.SSA and SLSA, deal with any infringement thereof, and adjudicate upon all disputes and difficulties between Members;
 - (s) act as arbiter on matters pertaining to the conduct of surf lifesaving in the Area of Control, including disciplinary matters, and refer matters to SLSSA, as appropriate;
 - (t) represent the interests of its Members and of surf lifesaving generally in any appropriate forum;
 - (u) have regard to the public interest in its operations; and
 - (v) undertake or do all such things or activities as may appear to SSLSC to be incidental or conducive to the advancement of these objects and to conduct the affairs of SSLSC in a way that strives to attain a surplus cash position.
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3. POWERS OF SSLSC

- 3.1 Solely for furthering the objects set out above SSLSC has the powers set out in section 25 of the Act, including the power to:
- (a) acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
 - (b) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of SSLSC and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
 - (c) construct, maintain and alter any houses, buildings or works necessary or convenient for the objects of SSLSC;
 - (d) borrow and raise money in such manner as SSLSC may think fit;

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

4. AFFILIATION WITH SLSSA

- 4.1 SLSSA is a member of SLSA and subject to the powers of SLSA, is the controlling authority of surf lifesaving within South Australia.
- 4.2 SSLSC is a Member of SLSSA and recognises SLSSA as the controlling authority of surf lifesaving within South Australia.
- 4.3 SSLSC is recognised by SLSSA as the controlling authority of surf lifesaving in the Area of Control.
- 4.4 SSLSC shall apply annually for renewal of affiliation with SLSSA. Such application for renewal of affiliation must be made prior to the date of the annual general meeting of SLSSA and payment of any fees that may from time to time be determined by SLSSA shall be paid prior to the start of the annual general meeting.
- 4.5 When applying for renewal of affiliation SSLSC must indicate whether it has adopted any changes to its Constitution in the preceding twelve (12) months. If any amendments have been adopted, then a complete new copy of the document must be submitted to SLSSA.
- 4.6 SSLSC will not be granted affiliation with SLSSA unless it is, and remains, a registered incorporated association, or is in the process of registering under the Act, nor will it remain affiliated with SLSSA unless it subscribes to the constitution and by-laws of SLSSA and to the constitution and regulations of SLSA.

5. MEMBERSHIP OF SSLSC

5.1 Members

SSLSC has Members in the following categories:

- (a) Probationary
 - (b) Junior activity (Nipper 5-13years)
 - (c) Cadet (13-15years}
 - (d) Active
 - (e) Reserve Active
 - (f) Long Service
 - (g) Life
 - (h) Award
 - (i) Associate
 - (j) Supporter
 - (k) Honorary
 - (l) Community
- 5.2 Membership is open to all members of the general public whom shall have surf lifesaving as an interest. Membership will be accepted on a "by case" basis provided those requesting membership have not brought surf lifesaving into disrepute.
- 5.3 Applications for new and renewing memberships must be made on the application form approved by SLSA and all relevant information entered and maintained using the membership management system provided by SLSA.

- 5.4 The application shall be accompanied by the payment of the appropriate fee unless the Secretary or Membership Registrar has agreed to alternative arrangements.
- 5.5 Membership shall be granted after a qualifying period of 60 days under which all current members have the right to question said members right to apply. All new members are subject to the same qualifying period of examination.
- 5.6 Members shall be notified of membership applications by email within 30 days of being received.
- 5.7 The Board may, by resolution, refuse an application for new or renewing membership.
- 5.8 All appeals in respect of the refusal of a membership application shall be determined by a vote of members eligible to vote at the next General Meeting.
- 5.9 Any member wishing to resign from the Club shall give notice of such intention in writing to the Secretary.
- 5.10 Membership Categories

Probationary Membership

Probationary Membership shall be the designation of any person for the time period between applying for membership and the gaining of an award and/or the granting of a formal category membership by the Board or a Membership Sub Committee appointed by the Board for such purpose.

Junior Membership

Shall be any member aged five years or more, but be aged thirteen years or less, at the first (1st) of October each season

Cadet Membership

A Cadet Member shall be a member of the age qualification as defined in SLSA Manuals (i.e. under fifteen) and, who has obtained the Surf Rescue Certificate or has passed an Annual Proficiency Test.

Active Membership

An Active Member shall:

- a) Be a Bronze Medallion holder.
- b) Qualify in an Annual Proficiency Test, unless the member has gained their Bronze Medallion in that season.

Reserve Active Membership

- a) Reserve Active Membership may be granted by a Club to Active Members who have satisfactorily completed (from the gaining of the Bronze Medallion) at least eight (8) years of patrol of patrol and club obligations as provided by SLSA and Club constitution. Reserve Active Membership shall not be automatic but shall be granted by resolution of the appropriate Club body.
- b) Reserve Active Members shall complete the Annual Proficiency Test.

Note: Reserve Active Membership may be granted under exceptional circumstances by the

Board to Active Members irrespective of years of service.

Long Service Membership

Long Service Membership may be granted by a Club to members who have completed ten (10) years Active Service, or to members who have completed eight (8) years Active Service, plus four (4) years Reserve Active Service, or to members who have held an award and provided twelve (12) years' service to the Club.

Life Membership

May be granted to members who have rendered sustained, distinguished, conspicuous and/or special service to the Club.

Award Membership

- a) Award Membership may be granted to a person who holds a recognized SLSA award.
- b) The Board or Membership Sub-committee appointed for such purposes, may grant an Award Member voting rights if they are undertaking lifesaving patrol duties.

Associate Member

Social Member

- a) A Social Member must comply with all Rules of the Club and shall be eligible to vote at any Club meeting and shall be permitted to hold any office of the Club.
- b) A Social Member shall pay a membership fee.
- c) A Social Member may use the Club facilities.

Supporter

- a) A Supporter Membership shall have surf lifesaving as an interest. Membership will be accepted on a 'by case' basis, provided those requesting membership have not brought Surf lifesaving into disrepute.
- c) A Supporter shall pay a membership fee.
- d) A Supporter may use the Club facilities.

Honorary Membership

The Board shall have the power to elect, as Honorary Members such persons who may supply special services to the club.

Honorary Members shall enjoy all the privileges of General Members save and except as follows:

- shall not be eligible to be elected as members of the Board
- shall not be entitled to vote on any issue
- shall not be entitled to receive any notice required to be given to full members
- shall not be liable to pay any subscription.

Community

- a) A Community Membership does not have surf lifesaving as an interest but provides access to defined member benefits of the club. Membership will be accepted on a 'by case' basis.
- b) A Community Member shall pay a membership fee.
- c) A Community Member cannot use the Club Facilities.

5.11 At Annual General Meetings, and other Special General Meetings, the following only will be entitled to vote.

Life Members, Cadets, Active Members, Reserve Active Members, Long Service Members, Award Members, Associate (Social) Members who have a minimum of six (6) months membership immediately prior to the AGM or SGM.

5.12 Rights and obligations

Subject to this Constitution, the rights and obligations of membership and for each category of membership in SSLSC shall be as prescribed in the By-Laws from time to time.

5.13 Honorary Members

SSLSC in general meeting may appoint an Individual as an Honorary Member of SSLSC who, in the absolute discretion of the general meeting, has or can afford SSLSC some necessary skill or service. An Honorary Member will not have voting rights.

5.14 Life Members

SSLSC in general meeting may appoint an individual as a Life Member, who in the absolute discretion of the general meeting, has rendered distinguished or special service to SSLSC. A Life Member will have voting rights.

5.15 Constitution & By-Laws of SLSA, SLSSA & SSLSC

SSLSC and all Members of SSLSC agree to be bound by the constitution, regulations, resolutions and manuals of SLSA, the Constitution and by-laws of SLSSA and any resolutions and manuals of SLSSA. Where there is any conflict, the constitution, regulations, resolutions and manuals of SLSA will take precedence.

5.16 Cessation of Membership

- (a) A Member ceases to be a Member of SSLSC if his or her membership with SSLSC is withdrawn or terminated in accordance with clause 5.7 or 5.9.
- (b) An Honorary Member or Life Member ceases to be a Member of SSLSC if he/she:
 - (i) dies;
 - (ii) is expelled or suspended under clause 5.7; or
 - (iii) resigns as Member by giving fourteen (14) days' notice in writing to the Board.
- (c) Upon a Member ceasing to be a Member of SSLSC their membership rights cease.

5.17 Suspension and Termination of Honorary Membership and Life Membership

- (a) Subject to clauses 5.17(b) and 5.17(c), if an Honorary Member or Life Member:
 - (i) breaches any provision of any constitution, by-laws, regulations or resolutions that are binding on that Member; or
 - (ii) engages in any conduct which, in the reasonable opinion of the general meeting, is unbecoming of a Member or which is prejudicial or adverse to the interest of SSLSC, SLSSA or SLSA;

the general meeting may expel that Honorary Member or life Member or suspend their membership rights for a period as the general meeting thinks fit.

- (b) An Honorary Member or Life Member can only be expelled or have their membership rights suspended by a resolution passed at a general meeting of SSLSC.
- (c) SSLSC in general meeting cannot expel an Honorary Member or Life Member or suspend their membership rights unless the general meeting:
 - (i) gives that Honorary Member or Life Member not less than fourteen (14) days written notice of its intention to propose a resolution referred to in clause 5.7(b); and
 - (ii) allows the Honorary Member or Life Member a reasonable opportunity to present reasons why he should not be expelled or have his membership rights suspended.

5.18 Payment of Membership fees

Membership fees are due from the date of application for membership or such other time as is determined by the Board.

5.19 Withdrawal and Termination of membership

- (a) Any Member desirous of withdrawing or resigning from membership will give notice in writing to that effect to the Board and on discharging all arrears and obtaining approval by the Board such resignation will become effective.
- (b) Any Member may have their membership terminated by a special resolution at a general meeting called for that purpose, or on notice of motion. Termination automatically involves the cancellation of membership and all rights of such Member. Notwithstanding this, a Member may re-apply for membership the following season.
- (c) Any Member in default of any payment of any liabilities owed to SSLSC or to any other Club may have his membership application held up, or if already a Member, the Member may be debarred by ordinary resolution of the **Board** from participating at any examination, competition or display held under the control of SSLSC, SLSA or SLSSA until such time as the liability has been paid.
- (d) For the purpose of clause 5.19(c), a Member will be deemed to be in default of payment of any liabilities when such liabilities have been owing for a period of ninety (90) days or more after due notice has been given to the Member. Any Member in default of payment of any liabilities due or on behalf of SSLSC or SLSSA may be suspended or expelled in accordance with clause 5.19(b).

6. GENERAL MEETINGS

6.1 Annual General Meeting

The annual general meeting of the Members will be held not later than 31 August each year.

6.2 Business of Annual General Meetings

The business of the annual general meeting will be to:

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

6.3 Special General Meetings

The Board will upon receipt of a written requisition signed by ten (10) Members convene a general meeting of the Members within twenty-eight (28) days of the requisition.

6.4 Notice of Meeting

- (a) A notice of general meeting must give a minimum of twenty-one {28} days' notice of the meeting and specify the place, date, time of meeting and state the general nature of the business to be transacted at the meeting.
- (b) All business to be transacted at a special general meeting convened under clause 6.3 will be special business.

6.5 Quorum

- (a) No business will be transacted at any general meeting of the Members of SSLSC unless a quorum of Members is present at the time the meeting proceeds to business.

- (b) The quorum for a general meeting of the Members is thirty per cent (30%) plus one (1), or fifty (50) Members entitled to vote at the general meeting, whichever is the lower number of Members required.
- (c) If a quorum is not present within thirty (30) minutes of from the time appointed for the meeting, the meeting:
 - (i) if convened under clause 6.3, will be dissolved; or
 - (ii) will otherwise be adjourned for seven (7) days to the same place and at the same time. All parties will be notified of the adjournment in writing with at least forty-eight (48) hours' notice. In the event of a quorum not being present at the further meeting, the business will proceed in accordance with the original agenda.

6.6 Chairperson

The President will preside as chairperson at every general meeting and Board meeting of which they are present and entitled to preside within the rules provided by this Constitution. In the absence or incapacity of the President, the Members or Board members (as the case may be) present and entitled to vote at the meeting in session will elect a chairperson to preside for the duration of the meeting.

6.7 Voting

- (a) At a general meeting of the Members each Member entitled to vote must vote in person.
- (b) At any general meeting of the Members a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded by the chairperson or by at least four (4) Members present and entitled to vote.
- (c) Unless a poll is demanded a declaration by the chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of SSL.SC is conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (d) Subject to any rights or restrictions attached to any membership rights, each Member entitled to vote has one vote on a show of hands or poll.

6.8 Minutes

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

7. THE BOARD

7.1 Composition of the Board

The Board will consist of 10 Board members comprising:

- (a) the President; and
- (b) up to 9 other Board members elected at a general meeting of SSLSC.

7.2 Powers of the Board

Subject to the Act and this Constitution the management of the business and affairs of SSLSC Is vested in the Board. The Board will be responsible for acting on all issues in accordance with this Constitution and the objects of SLSA, and subject to the Act and to any other provision of this Constitution and By-Laws, may:

- (a) draft, monitor and implement strategy and performance objectives of SSLSC set by the general meeting;
- (b) ensure that SSLSC conforms with legal and ethical standards and operates in accordance with any relevant strategic and performance objectives set by the general meeting;
- (c) authorise expenditure and purchase assets on behalf of SSLSC;
- (d) prepare and Implement financial and operating budgets; and
- (e) appoint chairpersons to any standing committees established under clause 7.9.

7.3 Reporting to general meeting

The Board will report to the annual general meeting on all matter's material to the performance of its duties and powers.

7.4 Nomination of Board members

- (a) Nominations for Board members will be called for from the Members by the Board not less than twenty-eight (28) days prior to the date set for the annual general meeting.
- (b) Nominations must be received by the Board at least fourteen (14) days prior to the date set for the annual general meeting:
 - (i) in writing; and

- (ii) signed by the nominee expressing their willingness to accept the position for which they are nominated;

and will be sent to the Members with the agenda for the meeting.

7.5 Term of Office of Board members

- (a) Board members will be elected for a term of one (1) year which will commence from the conclusion of the annual general meeting of SSLSC at which their election occurred until the following annual general meeting of SSLSC.
- (b) Board members will be eligible to stand for nomination and re-election at the conclusion of each term.
- (c) The President shall remain a Board Member so long as he holds the position of President.

7.6 Vacation, Disqualification and Removal of Board members

- (a) In addition to the circumstances in which the office of a Board member becomes vacant by virtue of the Act, the position of a Board member will immediately become vacant if the Board member:
 - (i) is absent from two (2) consecutive meetings of the Board without approved leave of absence from the Board;
 - (ii) acts in a manner unbecoming or prejudicial to the objects of SSLSC or SLSSA or through his actions brings the Board or SSLSC or SLSSA into disrepute;
 - (iii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (iv) resigns that office by twenty-eight (28) days written notice to the Board;
 - (v) becomes prohibited from being a Board member by reason of any order made under any law; or
 - (vi) Is convicted of any criminal offence.
- (b) If any Board member resigns or is removed that person will immediately cease to be a Board Member upon resignation or removal and the Board will appoint another Board member in his absence under clause 7.6(c).
- (c) The Board may appoint an appropriately qualified person to fill a casual vacancy on the Board and that person will hold office for the remainder of the term of the Board member whose resignation or removal caused the casual vacancy.

7.7 Board Meetings

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

7.8 Disclosure of Interest of Board Members

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

7.9 Sub Committees

- (a) The Board may establish any sub committees as It sees fit for the purpose of assisting the Board perform its functions.
- (b) A sub-committee established under clause 7.9(a) will exercise the powers delegated to it by the Board in accordance with any directions of the Board.
- (c) Any sub-committee established by the Board will report to the Board at Board meetings held under clause 7.7(b) on all matters material to the performance of its powers and functions.

7.10 Remuneration of Board members

Board Members will not be paid remuneration.

8. FINANCE, BANKING AND PAYMENTS

8.1 Receipt of Money by SSLSC

An official receipt shall be issued for all monies received on behalf of SSLSC and such monies will immediately be banked in its name, in such banks as the Board may from time to time direct.

8.2 Payments by SSLSC

- (a) Payments on behalf of SSLSC may be made only by cheque or electronic transfer signed by:
 - (i) any two (2) Board members; or
 - (ii) by such other person(s) and within such other limits as the Board may from time to time appoint.
- (b) Accounts payable shall be duly certified as correct and be passed by the Board meetings signed by the Chairman of the meeting and a record made in the minutes.

8.3 Financial Year

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

8.4 Records

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

8.5 Accounts and Audit

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

9. THE COMMON SEAL

- 9.1 The Board will be responsible for the safe custody of the Common Seal of SSLSC.
- 9.2 The Seal will only be used by the authority of the Board and every document to which the Seal is affixed will be signed by a Board member and countersigned by another Board member or any other person appointed by the Board to countersign that document or a class of documents in which that document is included.

10. ALTERATIONS TO THE CONSTITUTION AND BY-LAWS

- 10.1 Alterations to the Constitution
- (a) This Constitution may be amended, altered, repealed or replaced by a special resolution passed at a general meeting of the Members entitled to vote.
 - (b) Notice of the proposed alterations will be given in writing to all Members of SSLSC entitled to vote not less than twenty-one (21) days prior to date on which the meeting to approve the amendments is to be held and will specifically state that it is a notice of a motion to amend the Constitution of SSLSC.
 - (c) Any alteration to the Constitution will become effective when passed and must be promulgated to all Members.
- 10.2 Alterations to the By-laws and Appendices
- (a) The By-laws of SSLSC may be amended, altered, repealed or replaced by the Board.
 - (b) Any alteration to the By-laws or Appendices will become effective when passed by the Board and must be promulgated to all Members within seven (7) days
 - (c) Members may respond to changes to the By-Laws or Appendices in writing to the Board within twenty-eight (28) days of notification

11. DISSOLUTION

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

12 DISPOSAL OF ASSETS

- 12.1 If SSLSC becomes Inactive, goes into recess, or has Its affiliation as a Club terminated, or is dissolved under this Constitution, the Board is empowered by this Constitution to take any necessary action in winding up the affairs of SSLSC.
- 12.2 Upon dissolution of SSLSC under clause 12.1 the books, accounts, assets, property-both real and personal -of SSLSC shall be handed over to SLSSA, including the seizure of SSLSC's property, wherever it may be situated.
- 12.3 The property may be sold or disbursed by SLSSA and all funds seized or raised through sale of property would be held in Trust by SLSSA for a period of three (3} years at which time SLSSA shall, in its absolute discretion, decide upon Its future use for Surf Life Saving activities.

13. INDEMNITY

- 13.1 To the extent permitted by the Act, every Board member of SSLSC will be indemnified out of the property of SSLSC against any liability to any person (other than SSLSC) incurred by them in their capacity as a Board member.
- 13.2 To the extent permitted by the Act, every Board member of SSLSC **will be** indemnified out of the property of SSLSC against any liability to SSLSC Incurred by them other than any liability arising as a result of any negligence, default, breach of duty, or breach of trust on the part of the Board member of which he may be guilty
- 13.3 Without limiting clauses 13.1and 13.2, SSLSC may indemnify out of the property of SSLSC each Board member against any liability for costs and expenses incurred by the person acting in their capacity as a Board member In defending proceedings, whether civil or criminal, in which judgement is given In favour of the person or in which the person is acquitted.

14. GENERAL

- 14.1 Notices
- a) A notice may be given by SSLSC to any Member or Board member by:
- (i) personal service;
 - (ii) sending it by post to the address supplied by that person for the delivery of notices;

(iii) email; or

(iv) other approved electronic methods.

- (a) Where a notice is sent by post, service of that notice will be deemed to be affected by properly addressing, prepaying and posting a letter containing the notice and to have been affected on the day after the date of its posting.
- (b) Notice of every general meeting must be given to every Member entitled to vote at the meeting

Semaphore Surf Life Saving Club Incorporated
Point Malcom Reserve, Semaphore Park
(" SSLSC")

By-Laws (Regulations)

1. BOARD

The management of the Club shall be vested in the Board, consisting of:

- President
- Vice President
- Secretary
- Treasurer
- Club captain (Patrols)
- Chief Instructor (Awards)
- Senior Surf Sports Officer
- Junior Surf Sports Officer
- Building and Facilities Officer
- Corporate and Community Relations Officer

The Board shall:

- a) Make every reasonable effort to ensure that the club does not raise community, supplier, stakeholder expectations that cannot be fulfilled
- b) Meet its responsibility to ensure that all staff and volunteers are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation
- c) Regularly review Its own performance as a basis for Its own development and quality assurance
- d) Carry out meetings in such a manner as to ensure fair and full participation of all Board members
- e) Ensure the club's assets are protected via a suitable management strategy

2. OFFICERS OF THE CLUB

Officers shall be elected annually at the Annual General Meeting.

The officers of SSLSC shall consist of:

- Club Vice Captain (Patrols)
- Junior Surf Sports Secretary
- Senior Surf Sports Secretary
- IRB Coordinator
- Boat Coordinator
- Head Coach (Senior Surf Sports)
- Gym Coordinator
- Youth Development Officer
- Touring Team Manager
- Officials Coordinator
- Canteen Manager
- Apparel Officer
- Membership Registrar
- Asset Control Officer
- Communications Officer
- IT Officer
- Inclusion Officer
- Child Safe Officer (Male)
- Child Safe Officer (Female)

3. SUB COMMITTEES

All Sub Committees shall be established, endorsed and report to the Board.

a) Junior Surf Sports Committee

The Junior Surf Sports Committee shall be chaired by the Junior Surf Sports Officer and include, the Junior Surf Sports Secretary, Age Managers and their Assistants, Youth Development Officer, and the Chief Instructor or their nominee.

The Committee is responsible for:

- Administering the activities of the Junior Division (Nippers) including social events
- Coordinating Junior Club Championships

b) Senior Surf Sports Committee

The Senior Surf Sports Committee shall be chaired by the Senior Surf Sports Officer and include the Head Coach (Senior Surf Sports), Assistant Coaches (if appointed), the Senior Sports Secretary (or their nominee), and any additional members appointed by the Board of Management as required.

The Committee is responsible for:

- Coordinating Club Championships (as outlined in section 5)
- Selecting all club teams and representatives for State and National Championships events
- Managing club equipment
- Coordinating club training programs

- Making recommendations to the Board for persons worthy of receiving an amount not exceeding 50% assistance of SLSSA levy for selection In State or National Representative Teams.

c) Finance and Bistro Committee

The Finance and Bistro Committee shall be chaired by the Treasurer. The Committee is responsible for:

- Preparing an annual budget for the Board's consideration
- Managing the operations of the Bistro
- Work health and safety
- All other financial matters referred to the Committee by the Board or any other subcommittee.

d) Corporate and Community Relations Committee

The Corporate and Community Relations Committee shall be chaired by the Corporate and Community Relations Officer and include the Communications Officer.

The Committee is responsible for:

- Attracting new sponsors and liaising with sponsors in delivering structured packages aimed at providing sponsorship revenue to the club
- Supervising and organizing promotions and events within the club's membership and within the local community to provide income and raise the club's profile.
- Communications to members via media such as the club website, newsletters, and information bulletins
- Developing and Implementing a media strategy to publicize the club's achievements.

e) Patrol Committee

The Patrol Committee shall be chaired by the dub Captain and include the Club Vice Captain, all Patrol Captains, Chief Instructor, and a representative of the Junior Surf Sports Committee actively involved in the provision of junior water cover.

The Committee is responsible for:

- Rostering all patrols in accordance with the Club's Patrol Agreement with SLSSA
- Ensuring that accurate patrol records are kept in the approved form
- The selection and/or nomination of suitable club members for annual lifesaving awards that are from time to time available from Surf Life Saving South Australia and from Surf Life Saving Australia, e.g. Life Saver of the Year.
- The annual selection of the club's annual award - Most Efficient Patrol Person

f) Education Committee

The Education Committee shall be chaired by the Chief Instructor and include the Club Captain, Senior Surf Sports Officer (or their nominee), the Junior Surf Sports Officer (or their nominee) and club training officers and assessors holding the relevant up to date SLSSA training award.

The Committee is responsible for:

- Planning and coordinating the scheduling of all awards
- Timely communication to members of training schedules

g) Building and Facilities Committee

The Building and Facilities Committee shall be chaired by the Building and Facilities Officer and include the Asset Control Officer.

The Committee is responsible for:

- Coordinating building maintenance and Improvements
- Managing the club's assets

h) Life Membership Committee

The Life Membership Committee shall be chaired by a Board Member and include three (3) Life Members and two (2) other members appointed by the Board.

Life membership may be granted to members who have rendered sustained, distinguished, conspicuous, and/or special service to the Club. The Committee shall meet at least one month prior to the Annual General meeting to consider such nominations as may be eligible under the terms of the Criteria for Life Membership.

A nomination for Life Membership must first be submitted in writing, duly proposed and seconded by Medallion Holders & or Life Members, in time to be presented to the Board of Management at the meeting immediately preceding the Annual General Meeting.

Any nominations for Life Membership shall be presented to the last Board meeting for endorsement for submission to the Annual General meeting for election.

The Life Membership Committee shall report to the Board through its Chairperson. On the endorsement of a two-thirds majority of the Board, the nomination shall be then presented to the Annual General Meeting for its consideration.

The Annual General Meeting will conduct a vote by secret ballot and if carried by a two thirds majority of the members present and entitled to vote, the member shall be awarded honorary Life Membership.

i) Judiciary Committee

The Judiciary Committee shall consist of three (3) members appointed by the Board who hold the Bronze Medallion and are preferably Life Members or holders of the SLSA Assessors qualification. They shall elect their own Chairperson.

The Judiciary Committee shall carry out the duties as laid down in the Constitution and the Member Protection Policy. The Judiciary Committee shall make recommendations to the Board to reprimand, suspend or expel any member if, on the finding of facts, it is determined that a breach of this Constitution has occurred.

j) Other

The Board may appoint other subcommittees as deemed necessary.

4. MEMBERSHIP FEES

- a) The annual membership fee shall be determined and approved by the Board of Management and communicated to members at the Annual General Meeting for member information.
- b) Membership fees are due on the first (1st) day of September and shall be paid by the first (1st) day of October in the same year. This is to be submitted with the prescribed application form for membership; otherwise, Members **will be** liable for suspension until the subscription is paid.
- c) Any member who has resigned from the Club shall automatically have their name removed from the register of members.
- d) Any Member in arrears in any respect cannot renew their Membership until such arrears have been paid in full, nor shall they be granted a clearance to any other club.
- e) At the expiration of that period any member remaining unfinancial without making a prior agreement with the Secretary or Membership Registrar shall cease to be a member and the rights to participate in the privileges of the club shall be absolutely forfeited.

5. PATROLS

- a) The Patrol Committee is responsible for developing and implementing SSLSC's annual Patrol Agreement with SLSSA
- b) The Patrol Committee is responsible for developing SSLSC's patrol policies and procedures in accordance with SLSSA.
- c) Patrols shall be appointed by the Patrol Committee and shall be under the direction of the Patrol Captains.

6. SENIOR CLUB CHAMPIONSHIPS

Senior Club Championships shall be conducted by the Senior Surf Sports Committee and conducted over the following age groups:

- Male and Female Under 15
- Male and Female Under 17
- Male and Female Under 19
- Male and Female Open
- Male and Female Masters

The Senior Club Championship is only open to any financial member who:

- Holds the appropriate SLSA award and is proficient;
- Does not have any outstanding patrol breaches other than breaches subject to a current arrangement and;
- Whose competition rights reside at Semaphore SSLSC; or those with dual membership who qualify within regulations stated in SLSA's Dual Membership Policy.

Competitors must nominate age group in which they wish to compete prior to the commencement of the event. They cannot compete in any other age group. If there are insufficient numbers for an age group to be run, competitors may be given approval to compete in one other age group. Competitors will need the appropriate awards to compete in that age group.

There shall be a minimum of two (2) in any age group before the event is held. The competition shall be conducted over the following sections:

1. Beach Sprint
2. Iron Person
3. Flags
4. Ski
5. Swim
6. Board
7. Boat Rowing Ergo (U19, Open and Masters)
8. Resuscitation
9. First Aid

Resuscitation and First Aid are to be judged at annual proficiency testing or at an appropriate time as determined by the Senior Surf Sports Officer in consultation with the Chief Instructor. The Chief Instructor will be responsible for the examination criteria, judging and marking of examination papers.

All events shall be conducted over courses as prescribed in the SLSA Competition Manual. The Senior Surf Sports Committee shall have the sole adjudication on matters pertaining to the Club Championships not covered by this Clause.

Points shall be awarded in each event as follows:

1st	9 points
2nd	7 points
3rd	6 points
4th	5 points
5th	4points
6th	3points

In the event of an appeal the Board shall appoint a Competition Appeals Committee. This Committee shall consist of at least three (3) Life Members and will adjudicate on such matters relating to competition. e.g. selection of teams, competition protests etc.

The following competition trophies shall be awarded annually:

- Club Championships - 1st and 2nd place getter in each division
- Lee Perry Memorial Trophy (First Club Member to finish in City Bay Fun Run).
- The Senior Surf Sports Committee shall make a recommendation to the Board for approval of any additional trophies and awards considered reasonable

7. CODE OF CONDUCT

- a) The Semaphore Surf Life Saving Club is committed to conducting its operations in a professional manner at all times and in all contexts.
- b) Members representing the Club are expected to act at all times in accordance with the policies and regulations promulgated by Surf Life Saving Australia as amended from time to time. In particular, members shall be aware of their obligations that are contained in the Member Protection Policy. The Policy is to be adhered to at all times by members of the Club.
- c) In the event of a breach of the code of conduct the club shall act in accordance with SLSA's *Policy - Member Protection (Policy 6.05 May 2018)* and as amended from time to time.
- d) In the event of the Club being advised that an alleged serious breach has occurred, the club may determine that a course of action as outlined in Clause 7 of the SSLSC Constitution By-Laws will be appropriate in the circumstance.

8. REPRIMAND, SUSPENSION AND EXPULSION

- a) The Board may suspend any member for breaches of this Constitution.
- b) The Officer shall report with details such action to the Board in writing as soon as possible.
- c) Where such breaches as decided by the Board warrants further action, the Board shall call a meeting of the Judiciary Committee, to be held within twenty-one (21) days of the offence being reported.
- d) All other breaches of this Constitution shall be dealt with by the Judiciary Committee within twenty-one (21) days of the offence being reported.
- e) The Judiciary Committee shall at all-time act in accordance with the Regulations adopted by Surf Life Saving Australia in relation to Grievances, Judicial and Discipline as amended from time to time.
- f) The Board shall notify the member in writing at least seven (7) days before the date of the Judiciary hearing.
- g) The Board shall also notify the member and the Judiciary Committee in **writing** of the particular section of the Constitution under which the breach has been committed.
- h) The Judiciary Committee shall make recommendations to the Board to reprimand, suspend or expel any member if, on the finding of facts, it is determined that a breach of this Constitution has occurred.
- i) Members shall have the right to appeal to the SSLSC Board or SLSSA

9. CODE OF ETHICS AND PROPER PRACTICE FOR BOARD AND SUB COMMITTEE MEMBERS

- a) Act honestly and in good faith at all times
- b) Comply with all policies, procedures and rules of the club and of Surf Life Saving Australia
- c) Declare all Interests that could result in a conflict between personal and organizational priorities
- d) Be diligent, attend board/management committee meetings and devote sufficient time for preparation for meetings to allow for full and appropriate participation in the board/management committee's decision making

- e) Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of club business
- f) Not disclose to any other person confidential information other than as agreed by board/management committee or as required under law
- g) Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role
- h) Abide by board/management committee decisions once reached, notwithstanding a board/management committee member's right to pursue a review or reversal of a board/management committee decision
- i) Not do anything that in any way denigrates the club or Surf Life Saving Australia or harms its public image

10. HUGO FUND

The Club shall establish a designated fund known as the Hugo Fund, created from a bequest received by the Club from the estate of Trevor Croucher.

The principal amount of the Hugo Fund is to be preserved and invested in a manner determined by the Board of Management.

Only the dividends, earnings, or distributions generated by the investment may be applied by the Club.

Funds distributed from the Hugo Fund must be used solely for youth development activities within the Club, in accordance with the wishes of the donor.

The Board of Management will determine the allocation of funds from the Hugo Fund annually.

The Hugo Fund is named in recognition of the legacy of Trevor Croucher and his contribution to the future development of youth members of the Club.

