



SURF LIFE SAVING SYDNEY INCORPORATED

CONSTITUTION

Amended 6 June 2023

SURF LIFE SAVING SYDNEY INCORPORATED

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SURF LIFE SAVING SYDNEY INCORPORATED CONSTITUTION

PART I PRELIMINARY

CLAUSE 1 NAME

- 1.1 The name of the association is Surf Life Saving Sydney Incorporated

CLAUSE 2 OBJECTS OF SURF LIFE SAVING SYDNEY

Surf Life Saving Sydney Incorporated is a charitable community service-based institution. The objects for which SLSS is established are to:

- 2.1 create a single uniform entity through and by which Surf Life Saving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- 2.2 provide for the conduct, encouragement, promotion and administration of Surf Life Saving through and by various Clubs;
- 2.3 ensure the maintenance and enhancement of SLSS and Surf Life Saving, its standards, quality and reputation for the benefit of the Members and Surf Life Saving;
- 2.4 at all times promote mutual trust and confidence between SLSS and the Members in pursuit of these objects;
- 2.5 at all times act in the interests of the Members and Surf Life Saving;
- 2.6 promote the community service success and economic strength and stability of SLSS, each Club and Surf Life Saving;
- 2.7 conduct, encourage, promote, advance and control Surf Life Saving, its many aspects devoted to aquatic safety and management and the preservation of life in the aquatic environment;
- 2.8 conduct or commission research and development for improvements in methods of Surf Life Saving and Surf Life Saving equipment and, in all ways, to improve and safeguard the use of the aquatic environment;
- 2.9 use and protect the Intellectual Property for the benefit of SLSS, its clubs and Surf Life Saving;
- 2.10 apply the property and capacity of SLSS solely towards the fulfillment and achievement of these objects;
- 2.11 promote the involvement and influence of Surf Life Saving standards, techniques, awards and education with bodies involved in life saving;
- 2.12 strive for governmental, commercial and public recognition of SLSS as the authority on aquatic safety and management;
- 2.13 promulgate, and secure uniformity in, such Clauses as may be necessary for the management and control of Surf Life Saving and related activities and the preservation of life in the aquatic environment;

- 2.14 further extend the operations and teachings of Surf Life Saving to all Clubs and elsewhere;
- 2.15 further develop Surf Life Saving 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;
- 2.16 review and/or determine any matters relating to Surf Life Saving which may arise, or which are referred to it, by any Club;
- 2.17 recognise any penalty imposed by any Club;
- 2.18 act as arbiter on all matters pertaining to the conduct of Surf Life Saving in SLSS;
- 2.19 pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Surf Life Saving;
- 2.20 formulate or adopt and implement appropriate policies, including in relation to sexual harassment, 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 Life Saving;
- 2.21 represent the interests of its Members and of Surf Life Saving generally in any appropriate forum;
- 2.22 have regard to the public interest in its operations;
- 2.23 do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits, which these objects are intended to achieve;
- 2.24 ensure that environmental considerations are taken into account in all Surf Life Saving and related activities conducted by SLSS;
- 2.25 promote the health and safety of Members and all other users of the aquatic environment;
- 2.26 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;
- 2.27 encourage and promote performance-enhancing drug free competition;
- 2.28 recommend and support awards to Members and others, in honorable public recognition of 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;
- 2.29 give, and seek, where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavor other than Surf Life Saving;
- 2.30 seek and obtain improved facilities for the enjoyment of the aquatic environment;
- 2.31 promote uniformity of laws for the control and regulation of the aquatic environment and to assist authorities in enforcing these laws;
- 2.32 effect such purposes as may be necessary in the interests of Surf Life Saving and the aquatic environment;

- 2.33 confer Life Membership of SLSS, recommend the conferring of Life Membership of Surf Life Saving New South Wales and /or Surf Life Saving Australia, on any Member of SLSS, subject to the requirements of SLSS By-Laws and the requirements of the respective higher authority;
- 2.34 undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.
- 2.35 To plan and coordinate the deployment of Support Services within each operational area.

CLAUSE 3 POWERS OF SURF LIFE SAVING SYDNEY COUNCIL

Solely for furthering the objects set out above SLSS Council has power to:

- 3.1 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;
- 3.2 purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the purposes of SLSS and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- 3.3 construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of SLSS;
- 3.4 borrow and raise money;
- 3.5 raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of SLSS or without any such security;
- 3.6 receive money on deposit with or without allowance of interest thereon;
- 3.7 invest any monies of SLSS, not immediately required for the objects of SLSS;
- 3.8 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;
- 3.9 take any gift of property whether subject to any special trust or not for any one or more of the objects of SLSS;
- 3.10 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 SLSS in the shape of donations, annual subscriptions or otherwise;
- 3.11 subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of SLSS, so long as that other organisation prohibits the distribution of its income and property amongst its Members at least to the extent provided under this Constitution;
- 3.12 print and publish any newspapers, periodicals, books or leaflets that SLSS may think desirable for the promotion of its objects;

- 3.13 appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of SLSS and to pay them in return for services rendered to SLSS, salaries, wages and gratuities;
- 3.14 subscribe to any charities and to grant donations for any public purpose;
- 3.15 produce, develop, create, license and otherwise exploit, use and protect the Intellectual Property;
- 3.16 establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of SLSS and for that purpose, utilise any of the assets of or held on behalf of SLSS;
- 3.17 promote any other person or company for any purpose calculated to benefit SLSS;
- 3.18 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 SLSS or generally for any purpose calculated to benefit SLSS;
- 3.19 take and effect insurance or seek, obtain and in its discretion, act on, any professional advice necessary or appropriate;
- 3.20 do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of SLSS.

CLAUSE 4 INTERPRETATION

- 4.1 In this Constitution unless the contrary intention appears:
- 4.2 The words **Surf Life Saving NSW** and **Surf Life Saving Australia** means Surf Life Saving NSW Inc and Surf Life Saving Australia Ltd, respectively.
- 4.3 **SLSA** means Surf Life Saving Australia Ltd
- 4.4 **Club and Affiliated Club** means a Surf Life Saving Club affiliated with SLSS and Surf Life Saving New South Wales Incorporated
- 4.5 **Constitution** means this document
- 4.6 **Chief Executive Officer** means the Chief Executive Officer of SLSS for the time being appointed under this Constitution. If no Chief Executive Officer is appointed, then the Director of Administration shall carry out the duties and assume the role required of the Chief Executive Officer as contained in these Clauses.
- 4.7 **SLSS** means Surf Life Saving Sydney Incorporated
- 4.8 **SLSS By-Laws** means any by-laws or regulations adopted from time to time by SLSS Council.
- 4.9 **SLSS Council** means the body consisting of the Branch President, Deputy President, Director of Administration, Director of Finance and the Presidents of each Affiliated Club.
- 4.10 **SLSS Officer** means an Officer of SLSS Council and includes any further assistant or deputy officers as may be elected or appointed by SLSS Council.
- 4.11 **Financial year** means the year ending 31 May in each year.

- 4.12 **Group** means a group of Members (whether incorporated or not) formed to pursue and develop a special interest within Surf Life Saving. Groups who are affiliated with SLSS do not have voting rights at Council meetings.
- 4.13 **Individual Members** means a member of an Affiliated Club and can only include junior members; cadet members; active members; reserve active members; general members; long service members; award members; associate members; honorary members; and life members of that Club, all of which are defined in the SLSS Regulations.
- 4.14 **Intellectual Property** means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to SLSS, the words “Surf Life Saving” or any event or competition or Surf Life Saving equipment, product, publication or activity developed, conducted, promoted or administered by SLSS.
- 4.15 **Law** means the New South Wales Associations Incorporation Act 1984 (as amended).
- 4.16 **Life Member** means a Life Member of SLSS.
- 4.17 **Member** means a Member for the time being of SLSS under **Clause 9**.
- 4.18 **SLSS Regulations** means any Regulations made by SLSS from time to time.
- 4.19 **Special Resolution** of SLSS Council is a Special Resolution if it is passed by a majority which comprises not less than three-quarters of such Members of SLSS Council as, being entitled under the Constitution of SLSS so to do, vote in person at a General Meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with this Constitution.
- 4.20 Expressions referring 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.
- 4.21 **In this Constitution:**
- 4.21.1 a reference to a function includes a reference to a power, authority and duty;
 - 4.21.2 a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
 - 4.21.3 words importing the **singular** include the plural and vice versa;
 - 4.21.4 words importing any **gender** include all other gender;
 - 4.21.5 references to persons include corporations and bodies politic;
 - 4.21.6 references to a person include the legal personal representatives, successors and permitted assigns of that person;
 - 4.21.7 a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

- 4.22 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.
- 4.23 The specification of the objects of SLSS in **Clause 2** and the powers set out in **Clause 3** of the Constitution, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor than any object or power which is specified in detail is more important than any object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the Clause of construction known as the *ejusdem generis* Clause shall not apply.
- 4.24 Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution, that deals with a matter dealt with by a particular provision of the Law, has the same meaning as that provision of the Law.
- 4.25 SLSS is established solely for the objects set out in **Clause 2** of the Constitution.

CLAUSE 5 SLSS AFFILIATION

SLSS shall be affiliated with Surf Life Saving New South Wales Incorporated

CLAUSE 6 BOUNDARIES

- 6.1 The boundaries of SLSS shall extend from South Head in the north to Bald Hill in the south, inclusive.
- 6.2 Headquarters of SLSS shall be in the metropolitan area of Sydney.
- 6.3 SLSS shall be divided into four operational areas which shall consist of the following affiliated Clubs:
 Royal National Park Operational Area - Burning Palms, Era and Garie.
 Cronulla-Sutherland Operational Area - Cronulla, North Cronulla, Elouera and Wanda.
 Randwick Operational Area - South Maroubra, Maroubra, Coogee and Clovelly.
 Waverley Operational Area - Bronte, Tamarama, Bondi and North Bondi.
- 6.4 Each of the four operational areas as provided for in Rule 6.3 co-ordinate activities where those Clubs have a common interest.

CLAUSE 7 PATROLS

- 7.1 The patrol season shall be from the first Saturday in the spring public school holidays to the last Sunday in the autumn public school holidays or as proclaimed by SLSNSW.
- 7.2 Clubs shall perform rostered patrols during the season in accordance with the operational procedures contained in SLSS By-Laws.
- 7.3 The composition of and hours of duty for beach patrols by Clubs within SLSS shall be as directed from time to time in SLSS By-Laws.

CLAUSE 8 SLSS COLOURS

The SLSS colours shall be Royal Blue and Gold.

PART II MEMBERSHIP

CLAUSE 9 MEMBERS OF SLSS

The Members of SLSS shall consist of:

- 9.1 Clubs in SLSS, who subscribe to this Constitution, SLSS Regulations and SLSS By-Laws and whose affiliation is accepted by SLSS,
- 9.2 Such other persons who may be elected as Officers of SLSS in accordance with **Clause 17**
- 9.3 Life Members, who shall have the right to be present and to debate at SLSS Meetings, but shall have no voting rights;
- 9.4 All Individual Members of Affiliated Clubs, who shall have the right to be present at SLSS Meetings, but shall have no voting or debating rights;
- 9.5 The Chief Executive Officer shall establish and maintain a Register of Members of SLSS, specifying the names and addresses of each Club and the Officers of SLSS as listed in **Clause 17**.
- 9.6 The Register of Members (Officers and Club Presidents) shall be kept at the principal place of administration of SLSS and shall be open for inspection, free of charge, by any Member of SLSS at any reasonable hour.

CLAUSE 10 MEMBERS' LIABILITIES

The liability of a Member of SLSS to contribute towards the payment of the debts and liabilities of SLSS or the costs, charges and expenses of the winding up of SLSS, is limited to the amount, if any, unpaid by the Member in respect of membership of SLSS as required by **Clause 12**.

CLAUSE 11 CLUB AFFILIATION

- 11.1 To be eligible for affiliation a Club must be incorporated.
- 11.2 An application for affiliation by a Club must be:
 - 11.2.1 in writing on the form prescribed by SLSS Council from time to time, from the Club or its nominated representative and lodged with SLSS;
 - 11.2.2 accompanied by a copy of the applicants constitution which must be acceptable to SLSS and be substantially in conformity with this Constitution and the constituent documents of Surf Life Saving NSW and
 - 11.2.3 accompanied by the appropriate fee, if any.
- 11.3 SLSS Council may accept or reject an application for affiliation whether the applicant Club has complied with the requirements in **Clauses 11.2.1 and 11.2.2** or not. Where SLSS accepts an application and SLSNSW ratifies such acceptance, the applicant Club will become an Affiliated Club. Membership of SLSS will commence however, upon acceptance of the application by SLSNSW. Where SLSNSW rejects an application SLSS will refund any fees forwarded with the application.
- 11.4 Affiliated Clubs must re-affiliate annually. Upon re-affiliation a Club must lodge with SLSS any amendments to its constitution or changes in its nominated representatives.

- 11.5 Subject to this Constitution, where a club is an Affiliated Club, the Individual Members of that Club shall be Members of SLSS. Where a Club ceases to be an Affiliated Club the Individual Members of that Club will cease to be Members of SLSS one month after the Club's affiliation ceases.
- 11.6 Individual Members of Clubs must renew their membership of their Clubs annually.
- 11.7 Groups (as defined in clause 4.12) can affiliate with SLSS (Groups do not have voting rights at the Council)

CLAUSE 12 AFFILIATION AND CAPITATION FEES

- 12.1 The Affiliation and Capitation fees payable annually by Clubs and the respective dates that such fees are due shall be determined by SLSS Council and listed in SLSS By-Laws.
- 12.2 Capitation shall be charged to the Clubs on all classes of membership for which the Club requires a subscription fee to be paid by the Member.
- 12.3 The annual Capitation charged to a Club shall be based on the membership figures that were published in the Club's current Annual Report.
- 12.4 Any Club being in default in payment of any liabilities to SLSS or to any other Club, may have its Affiliation deferred, or if already Affiliated, may be debarred by SLSS Council from participating at any examination, competition or display held under the control of SLSS; and the Presidents of any Club so defaulting may be debarred from speaking or voting at any meeting of SLSS Council until such liability has been paid.

CLAUSE 13 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- 13.1 this Constitution constitutes a contract between each of them and SLSS and that they are bound by the Constitution, SLSS By-Laws and the SLSS Regulations;
- 13.2 they shall comply with and observe this Constitution SLSS By-Laws and the SLSS Regulations and any determination or resolution which may be made or passed by SLSS Council;
- 13.3 by submitting to this Constitution, SLSS By-Laws and the SLSS Regulations they are subject to the jurisdiction of SLSS;
- 13.4 this Constitution, SLSS By-Laws and SLSS Regulations are necessary and reasonable for promoting the objects of SLSS and particularly the advancement and protection of Surf Life Saving as a community service; and
- 13.5 they are entitled to all benefits, advantages, privileges and services of SLSS.

CLAUSE 14 DISCONTINUANCE OF MEMBERSHIP

- 14.1 A Member having paid all arrears payable by them to SLSS, may withdraw from membership by giving notice in writing of such withdrawal to SLSSNSW and SLSS, and where an Individual Member of .
- 14.2 Membership of SLSS may be discontinued by SLSS Council upon breach of any Clause of this Constitution, including, but not limited to the failure to pay any monies owed to SLSS, SLSS By-

Laws or SLSS Regulations or any resolutions or determinations made or passed by SLSS Council or any duly authorised Committee or Board.

- 14.3 Membership shall not be discontinued under **Clause 14.2** without SLSS Council first giving the Member the opportunity to explain the breach and/or remedy the breach.
- 14.4 Where a Member fails, in SLSS Council's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under **Clause 14.2** by SLSS giving written notice of the discontinuance to the Member.
- 14.5 Membership which has been discontinued under **Clause 14.2** may be reinstated at the discretion of SLSS Council.
- 14.6 A Member who ceases to be a Member shall forfeit all rights in and claim upon SLSS and its property and shall not use any Surf Life Saving equipment or any other property of SLSS, including Intellectual Property. Where an Affiliated Club ceases to be a Member it shall also forfeit all representation rights on SLSS Council.
- 14.7 Membership fees or subscriptions paid by the discontinued Member for the relevant year may be refunded on a pro-rata basis to the Member upon discontinuance. The name of such Member shall be removed from the Register of Members.
- 14.8 Notwithstanding **Clause 15** SLSS Council may require the relevant affiliated Club to expel or suspend an Individual Member who has not renewed their Affiliated Club membership, within 1 month of re-affiliation or membership renewal falling due.
- 14.9 On the advice of an Affiliated Club where an Individual Member fails to renew their Club membership within 3 months of being required to do so their membership of SLSS lapses.
- 14.10 A Member who has been expelled or suspended under **Clause 14.8** or whose membership has lapsed under **Clause 14.9** must reapply for membership in accordance with this Constitution; but may be readmitted at the discretion of SLSS Council.

CLAUSE 15 DISCIPLINE OF A MEMBER CLUB OR AN INDIVIDUAL MEMBER

- 15.1 Where SLSS Council is advised or considers that a Member Club or an Individual Member has allegedly:
 - 15.1.1 breached, failed, refused or neglected to comply with a provision of this Constitution, SLSS By-Laws or SLSS Regulations or any resolution or determination of SLSS Council or any duly authorised Committee or Board; or
 - 15.1.2 acted in a manner unbecoming of a Member Club or an Individual Member, or prejudicial to the objects and interests of SLSS and/or Surf Life Saving; or
 - 15.1.3 brought SLSS or Surf Life Saving into disrepute;

SLSS Council may commence or cause to be commenced, disciplinary proceedings against that Member Club or an Individual Member, and that Member Club or an Individual Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms of SLSS as set out in the SLSS Regulations. The Individual Member's Club must be informed prior to any action being taken by SLSS.

- 15.2 SLSS Council may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. The Committee shall operate under the principles expressed and in accordance with the SLSA Regulations.

PART III SURF LIFE SAVING SYDNEY COUNCIL

CLAUSE 16 SLSS COUNCIL

- 16.1 The Management and control of SLSS shall be vested in SLSS Council consisting of the Branch President, Deputy President, Director of Administration, Director of Finance and Club Presidents (as defined by **Clause 18**). The aforementioned Officers of SLSS and Club Presidents shall be entitled to one vote each at all SLSS Meetings.
- 16.2 The funds of SLSS shall be derived from Affiliation fees, Capitation fees from Clubs, donations and, subject to any resolution passed by SLSS Council in general meeting, such other sources as is determined.
- 16.3 All money received by SLSS shall be deposited as soon as practicable and without deduction to the credit of SLSS's Bank Account.
- 16.4 All payments shall be made by cheque or electronically, after accounts have been passed by SLSS Council, certified to by the Chairman of the Meeting and a record made in the Minutes.
- 16.5 Subject to any resolution passed by SLSS Council in general meeting, the funds of SLSS shall be used in pursuance of the objects of SLSS in such manner as is determined.
- 16.6 The income and property of SLSS shall be applied solely towards the promotion of the objects of SLSS as set out in this Constitution.
- 16.7 Except as prescribed in this Constitution:
- 16.7.1 no portion of the income or property of SLSS shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- 16.7.2 no remuneration or other benefit in money or money's worth shall be paid or given by SLSS to any Member who holds any office of SLSS.
- 16.8 Nothing contained in **Clauses 16.7.1** or **Clause 16.7.2** shall prevent payment in good faith of
or to any Member: -
- 16.8.1 for any services actually rendered to SLSS whether as an employee or otherwise;
- 16.8.2 for goods supplied to SLSS in the ordinary and usual course of business;
- 16.8.3 of interest on money borrowed from any Member;
- 16.8.4 of rent for premises demised or let by any Member to SLSS;
- 16.8.5 for any out-of-pocket expenses incurred by the Member on behalf of SLSS;
- 16.8.6 or 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.

CLAUSE 17 OFFICERS OF SLSS

17.1 The Officers of SLSS shall be:

- i) SLSS President
- ii) Deputy President
- iii) Director of Administration
- iv) Director of Finance
- v) Director of Lifesaving and Support Operations
- vi) Director of Surf Sports
- vii) Director of Member Services
- viii) Director of Youth and Junior Development.
- ix) Director of Education

All the foregoing Officers of SLSS shall be Members of an Affiliated Club and accept the responsibilities and duty of their office as specified in the SLSS By-Laws.

17.2 All Officers of SLSS (as defined in clause 17.1) shall be elected at the June Meeting of SLSS Council.

17.3 A formal recommendation may accompany a Nomination from the Standing Committees of Non-Executive Directors.

17.4 SLSS Council shall appoint a Patron and Vice-Patrons (unlimited in number) who need not be Members of a Club. The Patron shall be invited to accept this position for an initial period of 3 years.

17.5 In addition, SLSS Council shall elect at the Annual General Meeting, or at a General Meeting of SLSS Council, a Complaints Manager, a SLSS Team Manager and a SLSS Team Coach., who shall be Individual Members; SLSS Council may elect at the Annual General Meeting, Legal Advisers, Medical Advisers and Auditors, who need not be Members of a Club, but they shall have no power as such to vote.

17.6 For the avoidance of doubt, clause 17.5 does not prevent SLSS BOM (with the endorsement of SLSS Council) from appointing legal advisers or honorary legal advisers outside of an Annual General Meeting.

17.7 Further assistant or deputy officers may be appointed by SLSS Council at a General Meeting, as the necessity arises, but they shall have no power as such to vote.

17.8 All Officers of SLSS shall continue in office, subject to resignation or removal from office, until their successors are appointed. In the event of a vacancy occurring during the term of the position, such vacancy may be filled at a SLSS Council Meeting.

17.9 A SLSS Officer may be removed from office and/or their position declared vacant, if, in the opinion of SLSS Council, that SLSS Officer is not fulfilling their role, or on the recommendation of a SLSS Judiciary Panel.

17.10 Any person desiring to obtain SLSS endorsement for any SLSNSW or SLSEA position, must have their nomination submitted to the Chief Executive Officer at least 14 days prior to that meeting of SLSS Council which is held immediately prior to nominations closing. The Chief Executive Officer will then have such nominations circulated to Clubs and Officers and the nominations shall be considered at the next SLSS Council Meeting. SLSS Council may endorse one nomination, but all nominations received shall be forwarded to SLSNSW or SLSEA.

CLAUSE 18 CLUB DELEGATES

- 18.1 Clubs shall be represented at SLSS Council Meetings by their President (or proxy) No President shall be entitled to represent more than one Club at the same time.

CLAUSE 19 BUSINESS OF SLSS COUNCIL

- 19.1 Subject to the Law and the provisions of this Constitution the business of SLSS shall be managed by the SLSS Council

CLAUSE 20 MANAGEMENT

- 20.1 Subject to the policy directives of SLSS Council, SLSS shall be managed by the Chief Executive Officer who shall exercise all powers of SLSS which are not, under the Law or this Constitution required to be exercised by SLSS Council or SLSS in General Meeting, and subject further to any restriction contained in this Constitution or the provisions of the Law. In the case where a Chief Executive Officer is not appointed, then the Director of Administration shall assume the roles and duties of the Chief Executive Officer.
- 20.2 The Chief Executive Officer shall ensure that the resolutions of SLSS Council are properly and efficiently carried out and shall transact all business of SLSS between SLSS Council meetings. The Chief Executive Officer shall report to the next meeting of SLSS Council meeting for endorsement.
- 20.3 All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to SLSS, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the President and the Chief Executive Officer. If either the President or the Chief Executive Officer or both parties are not in Sydney or otherwise not available, then by the Deputy President and the Director of Finance, respectively.
- 20.4 There shall exist an SLSS Board of Management consisting of the Officers defined in Clause 17.1
- 20.5 The SLSS Board of Management shall meet monthly (or as required) between SLSS Council Meetings to deal with the day to day matters pertaining to the Branch. At any meetings of the Board of Management, four Officers shall form a quorum.

CLAUSE 21 ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

The Chief Executive Officer shall cause to be prepared and presented to the Annual General Meeting for adoption: -

- 21.1 A report of the activities of SLSS during the closing season.
- 21.2 Financial statements for the financial year last ended, duly certified by the Auditor, and signed by SLSS President and Chief Executive Officer.

CLAUSE 22 CUSTODY OF BOOKS, ETC.

Except as otherwise provided by this Constitution, the Chief Executive Officer shall keep in their custody or under their control, all records, books and other documents relating to SLSS as required by the NSW Associations Incorporation Act.

CLAUSE 23 INSPECTION OF SLSS BOOKS, ETC.

The records, books, and other documents of SLSS shall be open to inspection, free of charge, by any Officer of SLSS Council or by an authorised Member of an Affiliated Club.

CLAUSE 24 INSPECTION OF CLUB BOOKS

The records, books and other documents of any Club or Group shall be open at all reasonable times for inspection by an authorised Officer of SLSS, but no inspection shall be made unless by resolution of SLSS Council.

CLAUSE 25 SLSS PROPERTY

- 25.1 No person shall remove from SLSS premises, or any place, any property belonging to SLSS, without first receiving written permission of SLSS Council or Chief Executive Officer. Persons receiving such permission shall be held responsible for the full value of such property until same is returned in similar condition as when removed.
- 25.2 Should a Club cease to function as a Surf Life Saving Club, SLSS shall stand possessed as Trustee of all the real and personal property of the Club for a period of three years, with power to sell and convert into money, all life saving gear and other chattels. In the event of a Club failing to reform within a period of three years, it shall be treated as defunct and its property, both real and personal, shall vest in SLSS.

PART IV GENERAL MEETINGS

CLAUSE 26 ANNUAL GENERAL MEETING & ANNUAL ELECTION MEETING

- 26.1 The Annual General Meeting of SLSS shall be held in the month of August in each year, to receive the Annual Report and audited accounts and to transact such other business as may be brought forward in accordance with the Constitution.
- 26.2 The election of Officers of SLSS shall take place in the month of June each year and this meeting shall be known as the “Annual Election Meeting”.
- 26.3 Notice calling for nominations for all Officers of SLSS as provided for in **Clause 17** (except those Officers of SLSS whose nominations are forwarded for other Committees as provided for in **Clause 35** shall be called for by the Chief Executive Officer from the Officers of SLSS, Presidents and Clubs at least 28 days before the date fixed for such meeting. Committee Members shall hold office for a period of twelve months. Officers of SLSS as provided for in clause 17.1 shall be elected for a twenty-four-month term, half being elected in alternate years. President, Director of Finance, Director of Surf Sports, Director of Education and Director of Youth and Junior Development shall be elected in odd numbered years and Deputy President, Director of Administration, Director of Lifesaving and Support Operations, and Director of Member Services shall be elected in even numbered years.
- 26.4 The nomination shall be signed by the Member nominated and by at least two Members and shall be lodged with the Chief Executive Officer at least 7 days prior to the meeting. Nominations received shall be available for perusal at SLSS office.
- 26.5 If an insufficient number of nominations for Committee positions are received, then those nominations received in writing 7 days prior to the June Meeting are to be automatically elected and further nominations will also be called from the floor of the meeting. If, when nominations are called

from the floor the number exceeds those required, a ballot will be conducted only for those nominations received from the floor.

- 26.6 Written notice of such Annual General Meeting and Annual Election Meeting shall be forwarded by the Chief Executive Officer to the Officers of SLSS, SLSS Life Members, Club Presidents and Club Secretaries of all Clubs at least 28 days prior to such meeting.
- 26.7 A quorum at an Annual General Meeting or Annual Election Meeting of SLSS shall be obtained when 10 Presidents and Officers combined (including Presidents from at least 9 Clubs) are in attendance and participating in the meeting.

CLAUSE 27 GENERAL MEETINGS OF SLSS COUNCIL

- 27.1 Unless otherwise determined, an ordinary General Meeting of SLSS Council may be held in each month, except the month of January. Written notice of such General Meeting and Special Meetings shall be forwarded by the Chief Executive Officer to the Officers of SLSS, SLSS Life Members, Club Presidents and Club Secretaries of all Clubs at least 7 days prior to such meeting.
- 27.2 Special Meetings of SLSS Council shall be held: -
 - 27.2.1 On the resolution of SLSS Council, or,
 - 27.2.2 By notice to the Chief Executive Officer of a petition, signed by at least 9 Presidents of Affiliated Clubs, requesting that a Special Meeting be held and detailing the reason for such a meeting.
- 27.3 A quorum at an Ordinary Meeting or a Special Meeting of SLSS Council shall be obtained when 10 Presidents and Officers combined (including Presidents from at least 9 Clubs) are in attendance and participating in the meeting.
- 27.4 Reports by Officers of SLSS or Committees to SLSS Council Meetings shall be in writing and distributed electronically prior to the commencement of such meetings.

CLAUSE 28 NOTICE OF MOTION

- 28.1 Notice of any motion intended to be moved at any General Meeting shall be given in writing by the mover thereof (after being duly seconded) to the Chief Executive Officer at least 14 days prior to the date of such meeting.
- 28.2 Officers of SLSS, Club Presidents and Club Secretaries shall be given 7 days clear notice by circular of such Notices of Motion.
- 28.3 Any motion or resolution passed by SLSS Council may be rescinded or altered, providing notice of rescission or alteration has been given in accordance with **Clause 29**. Leave may be granted to amend such motion by resolution.
- 28.4 A motion, of which notice has been given, on being defeated, cannot be resubmitted, nor may any other motion be moved having a similar effect within 3 months from the date of its rejection.

CLAUSE 29 RESCISSION OF RESOLUTIONS

A resolution passed at an Annual General Meeting or a General Meeting, may be recommitted at the same meeting on a resolution passed by a two-thirds majority of those present and voting, but otherwise shall not be rescinded other than at a subsequent General Meeting of which notice in writing of the intention to propose such rescission has been first given to the Chief Executive Officer by the mover 10 days before such meeting. Any such rescission motion shall be included on the

notice convening the meeting, and to be successful will need to obtain at least that majority of votes, which would have required the original motion to be passed.

CLAUSE 30 METHOD OF VOTING AT GENERAL MEETINGS

- 30.1 The "by a simple majority" method of voting shall be employed at all SLSS meetings, with the exception of elections of Officers of SLSS, election of SLSS Team Managers and Coaches, the selection of venues for SLSS meetings and carnivals, and the selection of person or persons to act as representatives of the SLSS.
- 30.2 In the election of Officers of SLSS, election of Team Managers and Coaches, the selection of venues for Sydney SLSS meetings and carnivals, and the selection of person or persons to act as representatives of the Sydney SLSS, the "exhaustive ballot system" shall be used.
- 30.3 Should there be an equality of votes by any resolution in the "by a simple majority" voting, the Chairman of the meeting shall have a casting vote.
- 30.4 Should there be, in an exhaustive ballot, an equality of votes for two or more candidates or venues and there are no other candidates or venues in the ballot other than those with equal votes, the position shall be filled from them by lot.

CLAUSE 31 BALLOT

- 31.1 In the case of an election of Officers of SLSS at any Annual or General Meeting, if the number of candidates exceeds the number required to fill the vacancy or vacancies, then such vacancy or vacancies shall be filled by an election by secret ballot.
- 31.2 The Chairman shall appoint poll clerks, provided that any candidate, if they so desire, may appoint one scrutineer to observe the count on their behalf.
- 31.3 Immediately after the closing date for nominations, the Chief Executive Officer shall cause to be printed ballot papers necessary to enable the election to be held. The order in which the names of the candidates shall appear on the ballot papers shall be alphabetical.
- 31.4 Each ballot paper shall be initialed by the Chief Executive Officer or their appointee who shall at the time of the election for the vacancy or vacancies to be filled, hand to the poll clerks those ballot papers equal in number to the voting Members present.
- 31.5 At the conclusion of the counting of the ballot papers, the Poll Clerk shall hand to the Chairman the result of the ballot and the ballot papers, whereupon the Chairman shall declare to the meeting the result of the ballot.

CLAUSE 32 CHAIRMAN'S DECLARATION TO BE DECISIVE

At any meeting, unless a ballot is called for, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority or lost, shall be conclusive.

CLAUSE 33 CHIEF EXECUTIVE OFFICER

- 33.1 SLSS Council shall appoint the Chief Executive Officer for such term and on such conditions, as it deems fit.
- 33.2 The Chief Executive Officer shall act as the Public Officer of SLSS and shall administer and manage SLSS in accordance with this Constitution and the Law.

33.3 The Chief Executive Officer shall:

33.3.1 as far as is practicable attend all SLSS Meetings; and

33.3.2 prepare the agenda for all SLSS Meetings; and

33.3.3 record and prepare minutes of the proceedings of all meetings of SLSS Executive, and SLSS Council and shall use their best endeavors to distribute those minutes promptly from the date of the meeting.

33.3.4 Subject to this Constitution the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of SLSS.

33.3.5 The Chief Executive Officer shall not be a voting member of SLSS

PART V - MISCELLANEOUS

CLAUSE 34 DELEGATION OF AUTHORITY

34.1 SLSS Council may by instrument in writing create or establish or appoint from among its own Members or from the Members of Affiliated Clubs or from other selected personnel as occasion may require, special committees, sub-committees, boards or individual officers and consultants to carry out such duties and functions and with such powers as SLSS Council determines.

34.2 SLSS Council may in the establishing instrument delegate such functions as are specified in the instrument, other than:

34.2.1 this power of delegation; and

34.2.2 a function imposed on SLSS Council or the Chief Executive Officer by the Law, or any other law, or this Constitution or by resolution of SLSS in General Meeting.

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

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

34.5 SLSS Council may by instrument in writing, revoke wholly or in party any delegation made under this Clause.

CLAUSE 35 STANDING COMMITTEES

35.1 The Committees of SLSS shall be:

35.1.1 The Lifesaving and Support Operations Committee

35.1.2 The Surf Sports Committee

35.1.3 The Member Services Committee

35.1.4 The Youth and Junior Development Committee

35.1.5 The Judiciary Committee

35.1.6 The Constitution Committee.

35.1.7 The Finance and Compliance Committee.

35.1.8 The Life Membership and Honours Committee.

35.1.9 The Selection Committee.

35.1.10 The Education Committee

which shall be elected each year in accordance with Clause 26 and the qualifications stated in SLSS By-Laws.

CLAUSE 36 LIFE MEMBERS

36.1 Individual Members of SLSS may be recommended for election to Life Membership. To be considered for Life Membership of SLSS, members must have rendered distinguished voluntary service to SLSS over a period of at least twelve years, with the following conditions being applied:

36.1.1 for service to be considered to be distinguished it must be both sustained and a conspicuous contribution.

36.1.2 candidates must be nominated in writing on the form available from the SLSS website by two (2) members of the Association and then forwarded to the SLSS President under confidential cover.

36.2 Any nomination for Life Membership of SLSS must be in the hands of the SLSS President at least sixty (60) days prior to presentation to a SLSS Council General Meeting.

36.5 The President will refer the nomination to the Life Membership and Honours Committee for verification and consideration.

36.5.1 The Committee shall be responsible for recommending received nominations for Life Membership of the Branch.

36.5.2 Rather than defer a nomination for Life Membership, if Members of the Committee are aware of the nominee's service record, and in the opinion of the Committee, any information in that nomination requires further clarification, they shall be authorised to contact the nominator.

36.5.3 Nominations for Life Membership, endorsed by this Committee, shall be advised by the SLSS President, or his nominee, to the Chief Executive Officer at least thirty (30) days prior to presentation to a SLSS Council General Meeting. The Chief Executive Officer on receipt of this advice shall forward a Notice of Motion to all affiliated Clubs in accordance with the Constitution.

36.6 Should the nominee for Life Membership be the SLSS President, the Deputy President shall assume the responsibility designated in this circumstance.

- 36.7 In the event that a Life Membership nominee is a member of the Life Membership and Honours Committee, then that member shall abstain from deliberation and voting on the nomination.
- 36.8 Voting at the SLSS Council General Meeting shall be by secret ballot and for the nominee to be elected they must secure a two-thirds (2/3rds) majority of those present and voting at that meeting.
- 36.9 The Committee shall recommend for higher level, Life Membership consideration (Surf Life Saving New South Wales/Surf Life Saving Australia/International Life Saving), those members who have been nominated in accordance with the Clauses.

CLAUSE 37 SLSS PRESIDENT'S MEDAL

- 37.1 A special medal shall be struck by the Branch and this medal shall be known as the Surf Life Saving Sydney President's Medal.
- 37.2 Members of the Branch may be awarded the SLSS President's Medal.
- 37.3 To be considered for this award, Members must have rendered significant and outstanding service to Surf Life Saving Sydney over a period of at least twelve years with the following procedures being applied:
 - 37.3.1 Members shall be nominated in writing (together with a suitable record of service attached to the nomination) by the SLSS President or by two Members of SLSSA. Nominations must be in the hands of the SLSS President at least sixty days prior to presentation to a SLSS Council General Meeting.
 - 37.3.2 The nominations after being confirmed by the Club/Branch are to be forwarded to the convener of the Life Membership and Honours Committee who shall then discuss the nomination with the Branch President or their nominee.
 - 37.3.3 The decision of the Life Membership and Honours Committee is final and shall be reported to a SLSS Council General Meeting for announcement and recording in the minutes of that meeting.
 - 37.3.4 Formal acknowledgement of recipients of the SLSS President's Medal is to be forwarded by the President to the successful nominees.

CLAUSE 38 SLSS BY-LAWS

- 38.1 SLSS Council may formulate, issue, adopt, interpret and amend such SLSS By-Laws for the proper advancement, encouragement, management and administration of SLSS, the advancement of the objects of SLSS, as it thinks necessary or desirable. Such SLSS By-Laws must be consistent with the Constitution and any policy directives of SLSS Council.
- 38.2 All SLSS By-Laws made under this Clause shall be binding on SLSS Council, Affiliated Clubs and Individual Members.

- 38.3 Amendments, alterations, interpretations or other changes to SLSS By-Laws shall be advised to Affiliated Clubs and other Members of SLSS by means of SLSS Bulletins approved by SLSS Council and prepared and issued by the Chief Executive Officer. SLSS Bulletins are binding upon all Members.

CLAUSE 39 RECORDS AND ACCOUNTS

- 39.1 The Chief Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of SLSS and SLSS Council and shall produce these as appropriate at each SLSS Council or General Meeting.
- 39.2 True accounts shall be kept of the sums of money received and expended by SLSS and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of SLSS and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution of SLSS for the time being, shall be open to the inspection of the Members.
- 39.3 SLSS shall retain such records for seven years after the completion of the transactions or operations to which they relate.
- 39.4 SLSS Council will submit to the Members at the Annual General Meeting the Statements of Account of SLSS in accordance with this Constitution.
- 39.5 The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.
- 39.6 The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of SLSS in accordance with this Constitution, a copy of the Statements of Account, SLSS Council's report, the auditor's report and every other document required by law to be attached to the balance sheet.

CLAUSE 40 AUDITOR

- 40.1 A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Law.
- 40.2 The Auditor shall conduct an audit of the books of account of SLSS at the end of each financial year and certify to the correctness of the Income and Expenditure Account and prepare to certify to the correctness of the Balance Sheet for submission to the Annual General Meeting and shall verify the existence of all SLSS moneys and securities.

CLAUSE 41 NOTICE

- 41.1 Notices may be given by the Chief Executive Officer to any Member 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.
- 41.2 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 5 business days after posting.

- 41.3 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 received at the facsimile number to which it was sent.
- 41.4 Where a notice is sent by SLSS 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.
- 41.5 Notice of every General Meeting shall be given in the manner authorised in this Constitution.

CLAUSE 42 COMMON SEAL

- 42.1 The Chief Executive Officer shall provide for safe custody of the Common Seal.
- 42.2 The Common Seal shall only be used by authority of SLSS Council and every document to which the seal is affixed shall be signed by 2 Officers of SLSS or 1 Officer of SLSS Council and the Chief Executive Officer.

CLAUSE 43 INDEMNITY

- 43.1 Every, officer, manager, employee or agent of SLSS shall be indemnified out of the property and assets of SLSS against any liability incurred by them in their capacity as officer, or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is under the law granted to them by the Court.
- 43.2 SLSS shall indemnify its officers, managers and employees against all damages and costs (including legal costs) for which any such officer or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:
 - 43.2.1 in the case of an officer, performed or made whilst acting on behalf of and with the authority, express or implied of SLSS; and
 - 43.2.2 in the case of an employee, performed or made in the course of, and within the scope of their employment by SLSS.

CLAUSE 44 ADDITION, ALTERATION OR AMENDMENT OF CONSTITUTION

No addition, alteration or amendment shall be made to or in this Constitution unless the same has been approved by a Special Resolution of SLSS Council. Any such addition, alteration or amendment shall be submitted to the New South Wales Minister of the Crown administering the Charitable Fundraising Act 1991 in accordance with that Act and such amendment shall not be effective unless the Minister has signified approval to such amendment being made.

CLAUSE 45 COPY OF CONSTITUTION AND BY-LAWS

A current copy of the SLSS Constitution and SLSS By-Laws shall be available at all reasonable times for perusal at the SLSS office and on the website. A hard copy shall be supplied to clubs on request.

CLAUSE 46 DISSOLUTION, DISTRIBUTION OF PROPERTY ON WINDING UP

- 46.1 SLSS shall be dissolved in the event of the number of Clubs affiliated being less than 3 or upon the vote of a 3/4ths majority of Members present entitled to vote at a Special General Meeting convened to consider such question.
- 46.2 The action of winding up and distribution of surplus property shall be subject to decision by Special Resolution.
- 46.3 If on a winding up or dissolution of SLSS there remains, after the satisfaction of all its debts and liabilities, any surplus whatsoever, the same shall be distributed equally to those Members of SLSS that are Affiliated Clubs and that are registered or exempt charities and which prohibit the distribution of their income and property amongst their members.
- 46.4 If there are no Affiliated Clubs of SLSS existing, then the surplus shall be distributed to some other body or bodies that are a registered or exempt charity and which prohibit the distribution of their income and property amongst their members.

CLAUSE 47 SAVING PROVISIO

In the event of any question arising which is not specifically provided for in the SLSSA Constitution, the SLSSA Regulations and the SLSSA Manuals or the Clauses and By-Laws of SLSS it shall be competent for SLSS Council to temporarily legislate therefore, pending due alterations to the Clauses by Special Resolution.

End

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DOCUMENT HISTORY**Amendments approved 5th October 2021****Clauses amended 5th October 2021:** 17.1 (v), 17.5, 26.3, 35.1.1**Clause added 5th October 2021:** 17.1 (ix). 35.1.10**Clauses deleted 5th October 2021:** nil**Amendments approved 6 June 2023****Clauses amended** 20.3**And any reference to Junior Development Officer or committee to read Youth & Junior Development**