

Constitution
Company limited by guarantee

The Surf Life Saving Foundation
ABN 47 945 812 553
ACN 159 849 591

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The Surf Life Saving Foundation ABN 47 945 812 553

1. Definitions & Interpretation

1.1 Definitions

In this Constitution, unless the context requires otherwise:

Act means the *Corporations Act 2001* (Commonwealth), as amended or replaced from time to time.

Board means the board of Directors of the Foundation.

Chief Executive Officer means the Officer that may be appointed under **clause 22**.

Constitution means this Constitution as amended from time to time.

Delegate means a person appointed under **clause 14** as the delegate of a Member.

Director means a director of the Foundation.

Financial Year means a year ending on 30 June, or such other date as the Board may determine from time to time.

Foundation means The Surf Life Saving Foundation.

General Meeting means any General Meeting of the Foundation, including the Annual General Meeting.

General Resolution means a resolution of Members which is passed at a General Meeting by 50% or more of the Voting Members represented (including by a Delegate or by proxy).

Member means a person that is registered under **clause 9.1** as a Member of the Foundation.

Officer is defined in section 9 of the Act.

Ordinary Member means any director of SLSA that SLSA admits to membership in accordance with clause 9.1(b) of this Constitution.

Recognised Association means an association formally affiliated with SLSA or a State Centre under either of their constitutions.

Responsible Person means an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;

- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on the Australian Stock Exchange;
- (e) has received formal recognition from government for services to the community; or
- (f) is approved as a Responsible Person by the Commissioner of Taxation.

SLSA means Surf Life Saving Australia Limited ABN 67 449 738 159.

Special Resolution means a resolution of Members which:

- (a) is passed at a General Meeting of which at least 21 days notice specifying the intention of proposing the resolution as a special resolution has been duly given; and
- (b) is passed at that General Meeting by 75% of the Voting Members (including as represented by a Delegate or by proxy).

State Centre means a State Centre of SLSA as defined under the SLSA constitution.

Voting Member means a Member that has the right to vote at a General Meeting as provided for in this Constitution and, for the avoidance of doubt, includes SLSA.

1.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) the singular includes the plural and conversely;
- (b) a gender includes all genders;
- (c) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to a person includes a body corporate, an unincorporated body or other entity and conversely;
- (e) a reference to a clause is to a clause of this Constitution;
- (f) a reference to any Member includes the Member's successors, and permitted assigns;
- (g) the objects and powers of the Foundation must be construed independently of each other and without limiting the generality of other objects or powers;
- (h) the use of examples, or the mentioning of anything after "include", "includes" or "including", does not limit what else might be included;
- (i) if any part of this Constitution is invalid or unenforceable, that part is to be read down to the extent of the invalidity or unenforceability without affecting the remaining provisions.

2. Name

The name of the Foundation is The Surf Life Saving Foundation.

3. Objects

The objects for which the Foundation is incorporated are to:

- (a) directly support and maintain surf life saving activities aimed at the relief of suffering or distress, through surf life saving activities;
- (b) support and encourage the humanitarian service, aims and ideals of surf life saving;
- (c) raise community awareness of, support for and participation in surf life saving;
- (d) fund, promote and advance the work of surf life saving, the resuscitation of the apparently drowned, and the application of first aid on beaches and elsewhere;
- (e) fund educational programs and activities which support the aims and objects of surf life saving, and particularly beach and water safety;
- (f) affiliate with the Members and Recognised Associations and to promote, foster, support and encourage their aims and objectives;
- (g) conduct fundraising activities for, and to render financial and other assistance (whether by gift, sponsorship, joint venture or other means) to the Members, Recognised Associations and such other beach rescue and safety related organisations as the Members approve from time to time to be used for the purposes of surf life saving services;
- (h) fund research and experiments for the improvement of methods of surf life saving and the resuscitation of the apparently drowned and to provide efficient life saving equipment to minimise loss of life in surf bathing and elsewhere;
- (i) co-operate with any organisations in improving methods of life saving and the securing of public recognition and financial support for life saving institutions;
- (j) assist the Members and Recognised Associations in the conduct and funding of, and acquisition of equipment for, surf life saving and related rescue and safety activities;
- (k) promote the health and safety of surf life saving members and all other users of the aquatic environment; and
- (l) carry on all other activities as may be necessary or convenient for the purposes of the Foundation.

4. Limited liability & guarantee

4.1 Members' Liability

The liability of the Members is limited.

4.2 Members' Contributions

Every Member of the Company undertakes to contribute to the assets of the Company if it is wound up while it is a Member, or within one year after the Member ceases to be a Member, for:

- (a) the payment of the debts and liabilities of the Company, contracted before the Member ceased to be a Member;
- (b) the expenses of winding up the Company; and
- (c) the adjustment of the rights of the contributories among themselves.

4.3 Amount of Members' Contributions

The amount of the contribution under **clause 4.2** must not exceed \$50.00 per Member in any circumstances.

5. Use of income and property

5.1 The income and property of the Foundation must be used solely in promoting the Foundation's objects and in exercising the Foundation's powers. Subject to this Constitution none of the Foundation's income or property will be distributed, paid or transferred directly or indirectly by way of dividend or bonus or by way of profit to or amongst the Members or Directors of the Foundation.

5.2 Nothing in **clause 5.1** prevents the payment in good faith of:

- (a) interest to any Member in respect of money owing by the Foundation to the Member or the repayment of loans to the Foundation by the Member;
- (b) remuneration to any officers, servants or to Members of the Foundation, or to other person, for services rendered to the Foundation;
- (c) out of pocket expenses, reasonable and proper charges for goods hired by the Foundation or reasonable and proper rent for premises demised or let to the Foundation; or
- (d) monies to support and encourage the humanitarian service, aims and ideals of surf life saving.

Any good faith payment made under this Rule must first be approved by the Board.

6. Restriction on acceptance and distribution

- 6.1 Any gift or donation made to the Foundation must only be accepted by the Foundation if the purpose to which that gift or donation is to be applied:
- (a) is a purpose specified in the Foundation's objects or budget for that financial year and which has previously been approved by the Board; or
 - (b) is approved by the Board as an approved purpose falling within the objects of the Foundation.
- 6.2 Any actual or proposed distribution of funds by the Foundation must be for a purpose or an organisation:
- (a) specified in the Foundation's objects or budget for that financial year, which has previously been approved by the Board, and which falls within the Foundation's objects; or
 - (b) approved by the Board from time to time and which falls within the objects of the Foundation.

7. Distribution of Surplus Assets

- 7.1 This clause applies if the Foundation is wound up and there are surplus assets.
- 7.2 The surplus assets must not be distributed among the Members unless the Members at the time of distribution:
- (a) have objects similar to the Foundation's objects, including the support and encouragement of the humanitarian service aims and ideals of surf life saving; and
 - (b) have rules which:
 - (i) require the application of the Member's income solely in promoting the Member's objects; and
 - (ii) prohibit the distribution of income and assets to the members of the Member; and
 - (iii) prohibit paying fees to the Member's directors; and
 - (c) require the directors to approve all other payments the Member makes to its directors; and
 - (d) if the Foundation is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth taxation legislation, hold or are entitled to a similar approval.
- 7.3 If the surplus assets cannot be distributed to the Members, they must be given to another entity which meets the requirements set out in **clause 7.2**.

7.4 In this clause, “surplus assets” means the assets of the Foundation after payment of:

- (a) the debts and liabilities remaining on its winding up; and
- (b) the costs, charges and expenses of the winding up.

8. Alteration of Constitution

8.1 Subject to the Act, this Constitution may be amended, rescinded or added to, from time to time by a Special Resolution carried at any General Meeting.

8.2 Notice of the proposed alteration must include particulars of the proposed changes.

8.3 However, an amendment, rescission or addition is valid only:

- (a) if made in accordance with the applicable provisions of the Act; and
- (b) if the Foundation is registered as a charity or holds an authority to fundraise in any State or Territory of Australia at the relevant time, the amendment has been approved, if applicable, by the Minister in accordance with applicable legislation.

9. Membership

9.1 Members

The Members of the Foundation shall consist of:

- (a) SLSA, which shall have the right to be present, debate and vote at General Meetings; and
- (b) any director of SLSA that the Board admits to membership in accordance with this Constitution as an Ordinary Member, each of which shall have the right to be present and to debate at General Meetings, but shall have no voting rights.

9.2 Eligibility to Membership

A person cannot become a Member of the Foundation unless it:

- (a) applies to become a Member in the form and manner prescribed by the Board from time to time; and
- (b) agrees in writing to be bound by this Constitution.

9.3 Consideration of applications

The Members must consider the application for membership at the next General Meeting after the receipt of the application for membership. Upon the acceptance or rejection of an application for membership, the company secretary must as soon as practicable give the applicant notice in writing of acceptance or rejection.

9.4 **Rejection of application**

The Members may reject any application for membership at its sole discretion. If an application is rejected reasons for rejection need not be given.

10. Rights & obligations of Members

- 10.1 Members are entitled to the rights of Members as provided for under this Constitution. For the avoidance of doubt, Ordinary Members do not have voting rights.
- 10.2 Members agree to be bound by this Constitution and by any rules, regulations or by-laws of the Foundation.
- 10.3 Each Member must pay any applicable membership fees in accordance with **clause 11**.
- 10.4 Each Member that is a body corporate must comply with its own constitution and/or rules.
- 10.5 Each Member must inform the Board of any matter or conduct involving the Member, its members, directors or officers that may be prejudicial to the objects, reputation, interests or operations of the Foundation.

11. Membership fees

- 11.1 The membership fees are:
- (a) the amount determined from time to time by the Members in General Meeting; and
 - (b) payable at such time and in such manner as the Board from time to time determines.

12. Register of Members

- 12.1 The Board must keep a register of:
- (a) the names and addresses of all Members;
 - (b) the dates of their admission as Members;
 - (c) the category of membership;
 - (d) particulars of resignations, termination and reinstatement of membership; and
 - (e) any further particulars as the Board or the Members at any General Meeting may require from time to time.

- 12.2 The Register will be open for inspection at all reasonable times by any Member who previously applies to the company secretary for such inspection.

13. Cessation of Membership

13.1 Cessation of membership

A Member ceases to be a member of the Foundation if:

- (a) the Member goes into bankruptcy, liquidation or is wound up; or
- (b) the Member submits to the company secretary a written resignation; or
- (c) in the case of an Ordinary Member, the Ordinary Member ceases to be a director of SLSA; or
- (d) if the membership of that Member is terminated under **clause 13.2** and if appealed the termination is confirmed under **clause 13.4**.

13.2 Suspension or termination of membership

The Directors may by a two thirds majority at a meeting of Directors suspend or terminate the membership of a Member on the following grounds:

- (a) if the Member refuses or neglects to comply with the provisions of this Constitution;
- (b) if the Member has membership arrears for a period of 2 months or more; or
- (c) if the Member or any of its directors or officers while representing the Member is guilty of any conduct, which in the opinion of the Directors, is prejudicial to the objects, reputation or interests of the Foundation.

13.3 Notice of proposed suspension or termination

Before considering a motion under **clause 13.2** the Directors must give 30 days notice in writing to the Member of the proposed suspension or termination and of the related grounds and must give the Member a reasonable opportunity to respond to the notice.

13.4 Appeal against suspension or termination

Any decision of the Directors to terminate or suspend membership is subject to appeal by the Member concerned to a General Meeting subject to the following conditions:

- (a) the Member concerned may give written notice of intention to appeal to the Foundation within 30 days of written notification by the Foundation to the Member of the Directors' decision to terminate or suspend membership;
- (b) if no such written notice to appeal is received within that 30 day period, the decision of the Directors will be deemed final;

- (c) within 30 days of receipt of a notice of intention to appeal, the Foundation must convene a General Meeting;
- (d) the Delegates at that General Meeting must decide whether the termination or suspension of Membership is confirmed or reversed and may impose conditions on the Member to be complied with prior to or after such reversal of the decision of the Directors; and
- (e) the decision of such General Meeting is final and binding.

14. Delegates

- 14.1 Each Member that is not a natural person must appoint in writing one Delegate to represent that Member at General Meetings. A notice given by a Member to the company secretary identifying its Delegate for the purpose of a General Meeting will remain valid for all General Meetings until amended by the Member concerned.
- 14.2 A Member may, from time to time, withdraw any appointment made under **clause 14.1** and appoint a replacement Delegate.
- 14.3 Each Delegate will act as representative of his or her Member (as the case may be) at General Meetings as provided by this Constitution or as required by the Act in relation to Members of the Foundation.
- 14.4 Each Delegate of a Member that is entitled to vote at a General Meeting has one vote at a General Meeting.
- 14.5 A Delegate may not appoint a proxy. A proxy may only be appointed by a Member in accordance with **clause 16.7**.

15. General Meetings

15.1 Annual General Meetings

The Annual General Meeting will be held within 5 months of the end of each Financial Year. The business to be transacted at every Annual General Meeting must include:

- (a) confirmation of the minutes of the previous Annual General Meeting or any General Meeting held after that Annual General Meeting;
- (b) the election (or other approval) of Directors;
- (c) the reception, consideration, approval and adoption of the annual report and audited financial statements of the Foundation for the preceding Financial Year;
- (d) the appointment and remuneration (if any) of an Auditor (subject to applicable legislation in relation to the appointment and removal of the Auditor);
- (e) special business (if any) of which not less than 14 days notice has been given in writing; and
- (f) the setting of membership fees.

15.2 Special General Meetings

The company secretary will convene a special General Meeting:

- (a) when directed to do so by the Board;
- (b) on the requisition in writing signed by SLSA or not fewer than one-third of the Members. Such requisition will clearly state the reasons such meeting is being convened and the nature of the business to be transacted; or
- (c) on being given notice in writing of an intention to appeal against the decision of the Board to suspend or terminate the membership of any Member.

15.3 Notice of meetings

- (a) Subject to any applicable legislation requiring special notice, the company secretary will convene all General Meetings by giving not less than 14 days notice of any such meeting to the Members of the Foundation.
- (b) Notice of a general meeting will be in writing and must clearly state the nature of the business to be discussed.

15.4 Mode of meeting

- (a) The Members may conduct their meetings in person, by telephone, audio visual link or by using any other technology consented to by all Members in writing. A consent may be a standing one.
- (b) A meeting conducted by telephone or other means of communications is considered to be held at the place agreed on by the Members attending the meeting if at least one of the Members present at the meeting was at that place for the duration of the meeting.

16. Proceedings at General Meetings

16.1 Sole Member resolutions without meetings

SLSA may pass a resolution by recording it and signing the record.

16.2 Quorum

No business may be transacted at a General Meeting unless a quorum of Members is reached at the time when the Meeting proceeds to business. A quorum for any General Meeting shall be 3 Members (or if there are less than 3 Members, all Members). SLSA through its Delegate must be present for a quorum of a General Meeting. SLSA through its Delegate must be present at all times during the meeting.

16.3 No Quorum

If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not reached:

- (a) the meeting if convened upon the requisition of Members, will lapse; or

- (b) in any other case it will stand adjourned to the same day in the next week at the same time and in the same manner , or to such other day and at such other time and in such other manner as the Board may determine. At the adjourned meeting a quorum will be constituted by SLSA. If, at the adjourned meeting, SLSA is not present within half an hour from the appointed time for the meeting, and if there is a minimum of five Members represented by Delegates or by proxy, then those Members will be a quorum.

16.4 **Adjourning meetings**

The Chairperson may, with the consent of any meeting at which a quorum is present (and will if so directed by SLSA), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting will be given as in the case of an original meeting. Otherwise, it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16.5 **Responsibilities of the Chairperson**

Unless otherwise provided by this Constitution, at every General Meeting:

- (a) the Chairperson will preside, or if there is no Chairperson or Deputy Chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Members present will elect one of their number to be Chairperson of the meeting; and
- (b) the Chairperson will maintain order and conduct the meeting in a proper and orderly manner.

16.6 **Voting**

- (a) At any General Meeting:
 - (i) a resolution must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (A) by the Chairperson; or
 - (B) by SLSA's Delegate; or
 - (C) by any other Voting Member;
 - (ii) unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the General Meeting is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution; and
 - (iii) the demand for a poll may be withdrawn.

- (b) If a poll is duly demanded it must be taken in such manner either at once or after an interval or adjournment or otherwise as the Chairperson of the meeting directs and the result of the poll will constitute the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman of the meeting or on the question of adjournment must be taken immediately. On a poll each Delegate of a Member present, or by proxy, will have one vote.
- (c) In the case of an equality of votes (whether on a show of hands or on a poll) the Chairperson of the General Meeting at which the show of hands takes place or at which the poll is demanded is entitled to a casting vote.

16.7 Proxies

- (a) If a Voting Member or a Delegate of a Voting Member is unable to attend a meeting, the Voting Member may appoint a person as proxy to vote on the Voting Member's behalf. A Voting Member may instruct the proxy to vote in favour of or against any proposed resolution. Unless so instructed the proxy may vote as the proxy thinks fit.
- (b) An instrument appointing a proxy must be in writing under the hand of the appointer and delivered to the company secretary not later than 2 hours before the commencement of the Meeting to which it relates.
- (c) A person appointed as a proxy under **clause 16.7** will, subject to **clause 16.2**, be treated as a Delegate of a Voting Member for the purposes of determining a quorum.

16.8 Resolutions

- (a) A Special Resolution is required:
 - (i) to amend this Constitution;
 - (ii) for any other purpose required by the Act; and
 - (iii) as otherwise required by this Constitution.
- (b) A General Resolution is required for all other resolutions of the Foundation.

17. Directors

17.1 Composition of the Board

The Board will comprise a minimum of 3 Directors, all of whom being Responsible Persons either:

- (a) elected in accordance with **clause 17.4** (by the Voting Members); or
- (b) appointed under **clause 17.7** (by the Board).

17.2 Eligibility

To be eligible to be elected or appointed as a Director, a person:

- (a) must have prior experience in one or more of the following fields:
 - (i) finance;
 - (ii) law;
 - (iii) marketing and communications; or
 - (iv) fundraising;
 - (v) other relevant commercial experience; and
- (b) must not be a current employee, director or officeholder of a State Centre; and
- (c) must not be a current employee of a Recognised Association.

17.3 Retirement of Directors

- (a) At the conclusion of every Annual General Meeting, one-third of the Board (rounded up to the next integer) must retire from office. The Directors who have served longest since they were last elected must retire first. If there are equally serving Directors, those equally serving Directors may, among themselves, agree who is to retire by rotation. If those Directors are unable to decide, the Directors to retire by rotation will be chosen by drawing lots.
- (b) A Director who is required to retire under this rule retains office until dissolution or adjournment of the meeting at which the retiring Director retires.
- (c) A retiring Director is eligible for re-election provided that a retiring Director is not eligible for re-election if that Director has served three successive three year terms.
- (d) For the purpose of ascertaining the number and identity of those Directors to retire in accordance with this **clause 17.3**, a Director appointed in accordance with **clause 17.7** (casual vacancies) will not be taken into account.

17.4 Election of Directors

The election of Directors will take place in the following manner:

- (a) An eligible person must be nominated for election unless they are a casual appointee or retiring by rotation.
- (b) Nominations for Board positions must be lodged with the company secretary at least 14 days before the General Meeting at which the election is to take place.
- (c) Nominations must:
 - (i) be in writing in the form approved by the Board from time to time;
 - (ii) contain a curriculum vitae of the nominee and any other information specified by the Board from time to time;

- (iii) be signed by the nominee and the nominee's proposer and seconder (both of whom must be Members); and
 - (iv) provide details of the basis upon which the nominee qualifies as a Responsible Person.
- (d) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, and resolutions relating to the nominations will be included in the notice to Members informing them of the Annual General Meeting at which the election is to take place.
 - (e) Voting for the election of the vacant positions on the Board will take place at the Annual General Meeting.
 - (f) Each Delegate of the Voting Members (or the Voting Members) will be entitled to vote for any number of such candidates not exceeding the number of vacant positions on the Board.
 - (g) Should, at the commencement of the meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
 - (h) The election will take place by exhaustive ballot.
 - (i) The result of the election will be as declared by the Chairperson, or, if the Chairperson is not acting as Chairperson at the Annual General Meeting at which the election takes place, by the person acting as Chairperson.

17.5 Resignation or removal of Directors

Any Director may:

- (a) resign from the Board at any time by giving notice in writing to the company secretary, effective from the later of the time notice is received by the company secretary or the date specified in the notice; or
- (b) subject to the Act, be removed from office by vote at a General Meeting where that Director will be given the opportunity to fully present his or her case. No appeal lies against removal from office in General Meeting.

17.6 Vacation of office

In addition to the circumstances in which the office of Director becomes vacant by virtue of the Act or other provisions of this Constitution, the office of Director is vacated automatically if the person:

- (a) becomes mentally incapable or the Director's estate is liable to be dealt with in any way under the law relating to mental health; or
- (b) is absent from more than 3 consecutive meetings of Directors without the prior leave of the Directors.

17.7 Casual vacancies

- (a) The Board will have power at any time to appoint an eligible person to fill any casual vacancy on the Board until the next Annual General Meeting.
- (b) A Director appointed in accordance with **clause 17.7(a)** will, subject to his or her appointment being ratified at the next Annual General Meeting, hold office for the remainder of the period of office of the retiring Director whose retirement caused the relevant casual vacancy.
- (c) The continuing Directors may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or under this Constitution as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Foundation, but for no other purpose.

17.8 Compliance with other laws

In addition to the powers of appointment and removal under this Constitution, Directors may be appointed and removed in accordance with the Act and other relevant laws.

18. Powers and duties of Directors

- 18.1 The business of the Foundation must be managed by the Directors. The Directors may exercise all powers of the Foundation which are not by the Act or by this Constitution, required to be exercised by the Members.
- 18.2 Subject to **clause 18.3**, the Directors may exercise all the powers of the Foundation to borrow money and to mortgage or charge its property and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Foundation.
- 18.3 The Directors must not sell, dispose of or encumber the Foundation's main undertaking unless the sale or disposal is ratified by the Voting Members at a General Meeting.
- 18.4 The Directors must report to the Members in accordance with the Act.
- 18.5 Responsibilities of the Directors in relation to the conduct of the affairs of the Foundation and the achievement of the objects of the Foundation include without limitation:
 - (a) providing the Foundation with strategic direction which is consistent with the strategic direction of Surf Life Saving (as determined by SLSA);
 - (b) the development of a succinct mission statement;
 - (c) the approval of a business plan and the regular review or replacement of that plan;
 - (d) the approval and monitoring of budgets;

- (e) the appointment, performance review, remuneration and removal of the Chief Executive Officer; and
- (f) the approval of relevant board policies.

18.6 This clause applies to the Directors acting collectively as a Board.

18.7 The Directors are not entitled to be paid fees by the Foundation.

19. Appointment of office bearers

19.1 The Directors must elect from among their number a Chairperson and Deputy Chairperson of their meetings and may determine the period for which each is to hold office.

19.2 A person is not eligible for re-election as the Chairperson if that Director has served three successive three year terms.

19.3 Where a Board meeting is held and a Chairperson has not been elected or the Chairperson or in his absence, the Deputy Chairperson is not present within 10 minutes after the time appointed for holding of the Board meeting or is unwilling to act, the Directors present must elect one of their number to be a chairman of the Board meeting.

19.4 The Directors will appoint a company secretary or secretaries in accordance with the Act.

20. Meetings of Directors

20.1 Number of Meetings

The Board will meet at least once every 2 calendar months to exercise its functions.

20.2 Mode of meeting

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. The Directors may conduct their meetings in person, by telephone, audio visual link or by using any other technology consented to by all Directors. A consent may be a standing one. A meeting conducted by telephone or other means of communications is considered to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

20.3 Notice of meetings

Not fewer than fourteen 14 days notice, in writing, will be given by the company secretary to Members of the Board of any meeting of the Board. Such notice will clearly state the nature of the business to be discussed.

20.4 Quorum

At every meeting of the Board a quorum is constituted by a simple majority of the Directors holding office at that time.

20.5 No Quorum

If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting if convened upon the requisition of Members of the Board will lapse. In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the meeting will lapse.

20.6 Votes

Every Director has one vote at Board meetings. The chairman does not have a casting vote. Questions arising at any meeting of the Board will be decided by a majority of votes and, in the case of equality of votes, the question will be deemed to be decided in the negative.

20.7 Conflicts of interest

A Director will not vote in respect of any contract or proposed contract with the Foundation in which it is interested, or any matter arising from that contract, and if it does vote, the vote will not be counted.

20.8 Chairperson

The Chairperson will preside at every meeting of the Board, or if at any meeting he is not present within 10 minutes after the time appointed for holding the meeting, the Deputy Chairperson. If the Deputy Chairperson is not present the Members may choose one of their number to preside over the meeting.

20.9 Resolutions without Meeting

- (a) A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- (b) Any such resolution may consist of several documents in like form, each signed by one or more Members of the Board.

21. Delegation of powers of the Board

21.1 Delegation

The Board may delegate any of its powers to a committee composed of Directors and/or other persons with specific expertise relevant to the activities of the committee. Any committee will, in the exercise of the powers so delegated, comply with any directions or terms of reference that are imposed on it by the Board.

21.2 Committees

Any committee appointed under **clause 21.1**:

- (a) must meet regularly in the course of its duties and submit reports of its activities to the Board;

- (b) may elect a chairman of its meetings. If no chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to be chairman of the meeting; and
- (c) may meet and adjourn as it thinks proper. Each committee member has one vote. Questions arising at any meeting will be determined by a majority of votes of the members present, and in the case of an equality of votes, the question will be deemed to be decided in the negative.

21.3 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

22. Chief Executive Officer

- 22.1 A Chief Executive Officer may be appointed by the Directors for such term and upon such conditions as they think fit.
- 22.2 If appointed the Chief Executive Officer, unless otherwise instructed by the Board, will attend but not vote at meetings of the Directors and of the members.
- 22.3 If appointed the Chief Executive Officer may serve in an honorary capacity or at such salary as the Directors may from time to time determine.
- 22.4 Any appointment made by the Directors under this clause may be terminated by the Directors.

23. Minutes of Meetings

- 23.1 The company secretary will cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any Member who previously applies to the company secretary for that inspection.
- 23.2 For the purposes of ensuring the accuracy of the recording of minutes, the minutes of every meeting will be signed by the chairman of that meeting or the chairperson of the next succeeding meeting verifying their accuracy.
- 23.3 The minutes of any Annual General Meeting will be signed by the chairperson of that meeting or the chairperson of the next succeeding General Meeting or Annual General Meeting.

24. Common Seal

- 24.1 The Directors must provide for the safe custody of the common seal of the Foundation.
- 24.2 The common seal will only be used by the authority of the Directors and every instrument to which the seal is affixed must be signed by a Director and must be

countersigned by the company secretary or by a second Director or by some other person appointed by the Directors for that purpose.

25. Financial Affairs

The financial affairs of the Foundation must be administered and conducted in accordance with the Act and all other relevant legislation.

26. Documents

The Board will provide for the safe custody of books, documents, instruments of title and securities of the Foundation.

27. Complaints

The Board will ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.

28. By-laws

The Board may make, alter or repeal by-laws for the internal management of the Foundation, provided that they are consistent with this Constitution.

29. Notices

- 29.1 A notice required under this Constitution must be in writing and must be served on the person to whom it is to be given, personally, by sending it through the post in a prepaid letter to the address of the addressee last notified to the Foundation or by facsimile or by email.
- 29.2 The address of a Delegate will be treated as being c/- the Member which the Delegate represents.
- 29.3 Any notice will be deemed received by the addressee when:-
- (a) in the case of any notice delivered by hand, when so delivered;
 - (b) if sent by pre-paid post, on the third clear business day after the date of posting;
 - (c) if sent by facsimile or email there is issued to the sender a transmission control or other like report from the dispatching facsimile or email apparatus which shows the relevant number of pages comprised in the notice to have been sent and the result of the transmission is positive or, in the case of email, no notice of unsuccessful email has been received within four hours of dispatch.
- 29.4 Notice of any General Meeting must be given to the auditor of the Foundation for the time being.

30. Material Personal Interests

In relation to a contract or arrangement in which a Director has a material personal interest:

- (a) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
- (b) a contract or arrangement made by the Foundation or related body corporate with a Director may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and
- (c) the Director will not be liable to account to the Foundation for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.
- (d) Nothing in this clause affects the duty of a Director:
 - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Directors' duties or interests as a Director, to declare at a meeting of Directors, the fact and the nature, character and extent of the conflict; or
 - (ii) to comply with the Act.

31. Indemnity

31.1 Indemnity for officers

To the extent that the Act allows it, each Officer of the Foundation and each Officer of a related body corporate of the Foundation, must be indemnified by the Foundation against any liability incurred by that person in that capacity.

31.2 Insurance premiums

The Foundation may at any time pay premiums in respect of a contract insuring a person (whether with others or not) who is an Officer of the Foundation against a liability incurred by the person as such an Officer, or as an officer of a related body corporate. The liability insured against may not include that which the Act prohibits. Any such premium in relation to a Director is in addition to, and not regarded as part of, the remuneration approved by Members under this Constitution.