



Queensland

Constitution

Date approved: 29th September 2023

**SURF LIFE SAVING QUEENSLAND
ACN 646 806 402
ABN 27 360 485 381**

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ACN 646 806 402
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1. NAME OF COMPANY

The name of the Company is Surf Life Saving Queensland (**SLSQ**).

2. OBJECTS OF SLSQ

SLSQ is a charitable, community service based institution. The Objects for which SLSQ is established are to:

- (a) be part of a single uniform entity through and by which surf lifesaving and the preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of surf lifesaving in Queensland;
- (c) ensure the maintenance and enhancement of SLSQ and surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
- (d) at all times promote mutual trust and confidence between SLSQ and the Members in pursuit of these Objects;
- (e) at all times act in the interests of the Members and surf lifesaving;
- (f) promote the economic and community service success, strength and stability of SLSQ, each Branch, Club and surf lifesaving;
- (g) affiliate and otherwise liaise or partner with Surf Life Saving Australia (**SLSA**) and other national organisations, in the pursuit of these Objects and surf lifesaving;
- (h) conduct, encourage, promote, advance and control surf lifesaving, its many aspects devoted to aquatic safety, drowning prevention and management and the preservation of life in the aquatic environment;
- (i) conduct or commission research and development for improvements in methods of surf lifesaving and surf lifesaving equipment and in all ways to improve and safeguard the use of the aquatic environment;
- (j) use and protect the Intellectual Property;
- (k) apply the property and capacity of SLSQ solely towards the fulfilment and achievement of these Objects;

- (l) promote the involvement and influence of SLSQ standards, techniques, awards and education with bodies involved in aquatic safety and lifesaving;
- (m) strive for formal, governmental, commercial and public recognition of SLSQ as the authority on aquatic safety standards, qualifications, systems and management;
- (n) promulgate, and secure uniformity in, such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment;
- (o) further extend the operations and teachings of SLSQ to all parts of Queensland;
- (p) further develop surf lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage training and assessments, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (q) review and/or determine any matters relating to surf lifesaving which may arise, or which are referred to it, by any Branch or Club;
- (r) recognise any penalty imposed by SLISA, or any other State Centre or any Branch or Club;
- (s) act as final arbiter on all matters pertaining to the conduct of surf lifesaving in Queensland, including disciplinary matters;
- (t) pursue through itself or other such arrangements, including sponsorship, fundraising, investments, trusts, retailing, licensing and marketing opportunities as are appropriate to further the interests and financial sustainability of SLSQ and of surf lifesaving;
- (u) 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 lifesaving;
- (v) represent the interests of SLSQ's Members and surf lifesaving generally in any appropriate forum;
- (w) have regard to the public interest in its operations;
- (x) 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;
- (y) ensure that environmental considerations are taken into account in all surf lifesaving and related activities conducted by SLSQ;
- (z) promote the health, safety and welfare of Members and all other users of the aquatic environment;
- (aa) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of physical, social, community, education and other benefits from participation in surf lifesaving competition and to award trophies and rewards to competitors;

- (bb) encourage and promote performance-enhancing drug free competition;
- (cc) establish, grant and support awards to Members and others, in honourable public recognition of hard and meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of surf lifesaving and other distinguished services and acts;
- (dd) give, and seek where appropriate, recognition for Members to obtain awards or public recognition in fields of endeavour other than surf lifesaving;
- (ee) seek and obtain improved facilities for the enjoyment of the aquatic environment;
- (ff) promote uniformity of laws for the control and regulation of the aquatic environment and to assist authorities in enforcing these laws;
- (gg) effect such purposes as may be necessary in the interests of surf lifesaving and the aquatic environment; and
- (hh) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. INTERPRETATION

- (a) In this Constitution unless the contrary intention appears:

Act means the *Corporations Act 2001 (Cth)*.

Affiliated Club means a surf lifesaving club affiliated with SLSQ.

Appointed Director means a Director appointed under **clause 21**.

Board means the body consisting of the Directors and the CEO under **clause 19**.

Branch means an entity established and/or recognised under this Constitution by SLSQ to administer surf lifesaving in a particular geographic area of Queensland in accordance with the Objects.

Branch Presidents means the duly elected presidents of the Branches.

Chief Executive Officer or **CEO** means the Chief Executive Officer of SLSQ for the time being appointed under this Constitution.

Constitution means this Constitution of SLSQ.

Council means the body consisting of the President and the six Branch Presidents.

Council meeting means a meeting of the Council under **clause 36**.

Deputy-President means the deputy president of SLSQ from time to time and who is elected under **clause 20**.

Direct Member means a person who joins SLSQ directly and is not a member of a Branch or Club.

Director means and includes Elected Directors and Appointed Directors.

Director of Finance means the Director of Finance of SLSQ from time to time and who is elected under **clause 20**.

Elected Director means a Director elected under **clause 20**.

Financial year means the year ending 30 June in each year.

General Meeting means any general meeting including the annual or a special general meeting of SLSQ.

Individual Member means Direct Members and any person registered as a member of an Affiliated Club and/or Branch.

Intellectual Property means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to SLSQ, the words “surf lifesaving” or any event or competition or surf lifesaving equipment, product, publication or activity developed, conducted, promoted or administered by SLSQ.

Life Member means a Life Member of SLSQ.

Member means a member for the time being of SLSQ under **clause 13**.

Objects means the objects of SLSQ set out in **clause 2**.

President means the president of SLSQ from time to time and who is elected under **clause 20**.

Regulations means any Regulations made by the Board under **clause 38**.

Seal means the common seal of SLSQ (if any) and includes any official seal of SLSQ.

Special Resolution means a resolution:

- (i) the notice of which must set out an intention to propose the special resolution and must state the resolution; and
- (ii) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

State means a State of Australia and includes the Northern Territory of Australia.

State Advisors mean those Individual Members elected or appointed by the Board to provide specialist advice and support to particular programs, activities or aspects of operations.

State Centre means a Member recognised under the SLSA constitution to administer surf lifesaving in its particular State in accordance with the Objects. SLSQ is a State Centre.

State Officers means those Individual Members elected by the Board to fulfil the honorary roles of State Life Saving Officer, State Surf Sports Officer and State Membership Services Officer.

Surf Life Saving Australia (SLSA) means the national governing body for surf life saving within Australia to which each State Centre is affiliated.

- (b) 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.
- (c) In this Constitution:
 - (i) a reference to a function includes a reference to a power, authority and duty;
 - (ii) 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;
 - (iii) words importing the singular include the plural and vice versa;
 - (iv) words importing any gender include the other genders;
 - (v) references to persons include corporations and bodies politic;
 - (vi) references to a person include the legal personal representatives, successors and permitted assigns of that person; and
 - (vii) 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).
- (d) 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.
- (e) The specification of the Objects in **clause 2** are not in any particular order and are not to be construed so as to lead to the construction that any object is more important than any other object nor than any object which is specified in detail is more important than any object which has not been specified in detail. No particular object will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.
- (f) 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 Act, has the same meaning as that provision of the Act.
- (g) SLSQ is established solely for the Objects.
- (h) The replaceable rules referred to in the Act are expressly displaced by this Constitution.

4. POWERS OF SLSQ

Solely for furthering the Objects, SLSQ has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Act.

5. APPLICATION OF INCOME

- (a) The income and property of SLSQ shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution:
 - (i) no portion of the income or property of SLSQ shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member or Director; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by SLSQ to any Member.
- (c) Nothing contained in **clauses 5(a) or 5(b)** shall prevent payment in good faith of or to any Member or Director:
 - (i) for any services actually rendered to or on behalf of SLSQ whether as an employee or otherwise;
 - (ii) for goods supplied to SLSQ in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to SLSQ; or
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of SLSQ; provided that any such payment:
 - (vi) shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction; and
 - (vii) if to any Director is first approved by the Board.

6. ADDITION ALTERATION OR AMENDMENT

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by a Special Resolution.

7. LIABILITY OF MEMBERS

The liability of the Members of SLSQ is limited.

8. MEMBERS' CONTRIBUTIONS

Every Branch undertakes to contribute to the assets of SLSQ if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of SLSQ contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of

contributors among themselves, such amount as may be required not exceeding one dollar (\$1.00).

9. DISTRIBUTION OF PROPERTY ON WINDING UP

- (a) This clause applies if SLSQ is wound up under the Act and there are surplus assets.
- (b) The surplus assets of SLSQ must not be distributed among Affiliated Clubs and/or Individual Members but may be distributed among the Branches provided that a Branch at the time of distribution:
 - (i) has objects similar to the Objects, including the support and encouragement of the humanitarian service aims and ideals of surf lifesaving; and
 - (ii) has rules which:
 - (A) require the application of the Branch's assets and income solely to promote the Branch's objects; and
 - (B) prohibit the distribution of income and assets to the members of the Branch; and
 - (C) prohibit paying fees to the Branch's directors; and
 - (D) require the Branch's directors to approve all other payments the Branch makes to its directors; and
 - (iii) if SLSQ is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth taxation legislation, holds or is entitled to a similar approval.
- (c) If the surplus assets cannot be distributed to the Branches, they must be given to another entity which meets the requirements set out in **clause 9(b)**.
- (d) In this clause, "surplus assets" means the assets of SLSQ after payment of:
 - (i) the debts and liabilities remaining on its winding up; and
 - (ii) the costs, charges and expenses of the winding up.

10. ACCOUNTS

SLSQ shall keep true accounts of the:

- (a) sums of money received and expended by SLSQ and the manner in respect of which such receipt and expenditure takes place; and
- (b) property, assets and liabilities of SLSQ.

Once at least in every year the accounts of SLSQ shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the Act.

11. BRANCHES

- (a) SLSQ may establish and/or recognise Branches in various geographic areas of Queensland. If established or recognised each Branch shall:
 - (i) be a Member of SLSQ; and
 - (ii) administer surf lifesaving in its particular geographic area in accordance with the Objects and the objects of the Branch; and
 - (iii) shall be named according to the geographic area in which it is located. At the date of the adoption of this constitution those geographic areas are defined between the following geographical points:
 - (A) Surf Life Saving Queensland North Queensland Branch Inc.- Ayton to Lucinda Point;
 - (B) Surf Life Saving Queensland North Barrier Branch Inc.- Lucinda Point (Lucinda) to Freshwater Point (Sarina);
 - (C) Surf Life Saving Queensland Wide Bay Capricorn Branch Inc.- Spring Head (Yeppoon) to Mangrove Point (Urangan);
 - (D) Surf Life Saving Queensland Sunshine Coast Branch Inc.- Inskip Point (Rainbow Beach) to Clontarf Point (Redcliffe Peninsula);
 - (E) Surf Life Saving Queensland South Coast Branch Inc.- Amity Point (Stradbroke Island) to North Bank of Tallebudgera Creek; and
 - (F) Surf Life Saving Queensland Point Danger Branch Inc. - South Bank of Tallebudgera Creek to Point Danger.
- (b) If established or recognised each Branch shall:
 - (i) be incorporated in Queensland;
 - (ii) appoint its Branch President to represent it at Council meetings and General Meetings;
 - (iii) adopt the Objects and adopt rules which reflect, and which are, in conformity with this Constitution;
 - (iv) apply its property and capacity solely in pursuit of its objects and surf lifesaving;
 - (v) do all that is reasonably necessary to enable its objects to be achieved;
 - (vi) act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving;
 - (vii) at all times act in the interests of the Members and surf lifesaving;
 - (viii) by adopting the Objects, abide by this Constitution; and

- (ix) not affiliate with, or join any organisation which has been determined by Special Resolution to be, or potentially be, in conflict or competition with, SLSQ.
- (c) SLSQ and the Branches agree:
- (i) that they are bound by this Constitution and this Constitution operates to create a uniform entity through and by which the Objects and surf lifesaving are to be conducted, encouraged, promoted, advanced and administered in Queensland;
 - (ii) to ensure the maintenance and enhancement of surf lifesaving, its standards, its quality and reputation for the benefit of the Members and surf lifesaving;
 - (iii) to not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of SLSQ, surf lifesaving and its maintenance and enhancement;
 - (iv) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
 - (v) to act in the interests of SLSQ, surf lifesaving and the Members;
 - (vi) that should a Branch or an Affiliated Club be having administrative, governance, operational or financial difficulties, including but not limited to where a Branch or an Affiliated Club:
 - (A) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Branch or the Affiliated Club; or
 - (B) enters into a composition or arrangement with its creditors, other than a voluntary winding up by its members for the purpose of reconstruction or amalgamation; or
 - (C) a mortgagee or other creditor takes possession of any of its assets;

the Branch and/or Affiliated Club agrees that SLSQ may act to assist that Branch and/or Affiliated Club in whatever manner SLSQ considers appropriate, including, but not limited to the appointment of a person or entity to administer the Branch and/or Affiliated Club for such term and on such terms and conditions as SLSQ considers appropriate or relevant;
 - (vii) where the Board considers or is advised that a Branch or an Affiliated Club has allegedly:
 - (A) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, or any resolution or determination of the Board; or
 - (B) acted in a manner prejudicial to the Objects and/or interests of SLSQ and/or surf lifesaving; or

- (C) brought SLSQ, itself or any other Branch or Affiliated Club or surf lifesaving into disrepute;

the Board, may after allowing the Branch a reasonable opportunity to explain, adjudicate and if necessary penalise that Branch or Affiliated Club with such penalty as it thinks appropriate; and

- (viii) section 7 of the SLSA regulations is incorporated into this Constitution and applies as if part of this Constitution.
- (d) SLSQ and the Branches agree that notwithstanding anything else in this Constitution clauses 11(b) and (c) also apply as between SLSQ and each Affiliated Club.

12. BRANCH CONSTITUTIONS

- (a) The constituent documents of each Branch will clearly reflect the Objects and will conform with this Constitution.
- (b) Each Branch will provide to SLSQ (as required by SLSQ) a copy of its constituent documents and all amendments to these documents. Each Branch acknowledges and agrees that the Board has power to veto any provision in a Branch Constitution which, in the Board's opinion, is contrary to the Objects, this Constitution or the Regulations.
- (c) Each Branch will take all steps necessary to ensure:
 - (i) its constituent documents and rules are in conformity with this Constitution and in particular but not only **clause 11(c)(vi)**;
 - (ii) its members' constituent documents and rules are in conformity with this Constitution; and
 - (iii) its constituent documents are amended in conformity with future amendments made to this Constitution.
- (d) Each Branch shall maintain, in a form acceptable to SLSQ and with such details as are required by the Board, a register of all its members, all Affiliated Clubs and all Individual Members of those clubs in its geographic area. Each Branch shall provide a copy at a time and in a form acceptable to SLSQ, of its register and regular updates of it to SLSQ.

13. MEMBERS

- (a) Subject always to this Constitution the Members of SLSQ shall consist of:
 - (i) the Branches, which shall be represented by their Branch Presidents as their appointed and authorised representatives who shall have the right to be present, debate and vote on behalf of the Branch at General Meetings;
 - (ii) Affiliated Clubs, which shall be represented by an individual nominated from time to time in writing by the club to the relevant Branch. The nominee shall have the right to be present and to debate on behalf of the Affiliated Club at General Meetings, but shall have no voting rights;

- (iii) Life Members, who shall have the right to be present and to debate at General Meetings, but shall have no voting rights;
 - (iv) all Individual Members, who shall have the right to be present at General Meetings, but shall have no voting or debating rights; and
 - (v) such new categories of Members as may be created under **clause 13(b)**.
- (b) The Board has power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable even if the effect of creating a new category is to alter rights (other than voting rights), privileges or obligations of an existing category of membership. The rights, privileges and obligations of any new category of membership will be set out in Regulations. For the avoidance of doubt and notwithstanding anything in this Constitution, under no circumstances shall any new category of membership be given the right to vote.
- (c) Life Members may be elected at a General Meeting from Individual Members who have rendered special service to SLSQ within the area of, or on behalf of, SLSQ.
- (i) Nominations for Life Membership shall be required to be submitted to the President by such time as is prescribed by the Board each year.
 - (ii) Nominations for Life Membership shall be initiated by the written request (accompanied by a summary of the nominee's service) by:
 - (A) the President; or,
 - (B) any two Individual Members, subject to endorsement by a Branch; or
 - (C) any Branch.
- (d) There shall be no restriction on the number of potential Life Members that may be considered and elected each year.
- (e) The Branches shall meet in camera or consult with the Executive Officers of their respective Branch and endorse or reject each nomination. Each Branch shall notify the President of its decision(s), within fourteen (14) days of despatch from SLSQ of the selected list of nominees. If more than one Branch rejects a nomination, such nomination shall be eliminated.
- (f) Successful nominees for Life Membership shall be formally announced by the President or his nominee at the Annual General Meeting.
- (g) Life membership may be revoked by resolution of a General Meeting.

14. FEES

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

15. MEMBERSHIP RENEWAL

- (a) Branches and Affiliated Clubs must renew their membership with SLSQ annually. To be eligible for renewal Branches and Affiliated Clubs must be incorporated.

- (b) An application for renewal by a Branch or Affiliated Club must be:
 - (i) in writing on the form prescribed by the Board from time to time, from the Branch or club and lodged with SLSQ and for clubs with the relevant Branch;
 - (ii) accompanied by a copy of the Branch or club's constitution which must be acceptable to SLSQ and be substantially in conformity with this Constitution; and
 - (iii) accompanied by the appropriate fee, if any.
- (c) Other than an application by a Branch, SLSQ may accept or reject an application whether the applicant has complied with the requirements in **clauses 15(a)** and **15(b)** or not, however SLSQ must act reasonably and in good faith. Where SLSQ accepts an application and the Board ratifies such acceptance, the applicant will become or continue to be a Member. Membership of SLSQ by the applicant will commence however, upon acceptance of the application by SLSQ. Where SLSQ rejects an application SLSQ will refund any fees forwarded with the application. SLSQ is not obliged to accept any application nor is it obliged to give reasons if it rejects an application.
- (d) All Branches, clubs and Individual Members which are currently members of SLSQ shall be deemed to be or shall continue as Branches, Affiliated Clubs, and Individual Members, and thus Members of SLSQ at the time of adoption of this Constitution.
- (e) Subject to this Constitution, where a club is an Affiliated Club, the Individual Members of that club shall be Members of SLSQ. Where a club ceases to be an Affiliated Club, the Individual Members of that club will cease to be Members of SLSQ one (1) month after the club's membership ceases.
- (f) Individual Members must renew their membership of their clubs annually.
- (g) The requirements of this **clause 15** also apply to other organisations and entities which seek to affiliate with SLSQ either directly or through a Branch.

16. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and SLSQ and that they are bound by the Constitution and the Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination or resolution which may be made or passed by the Board or any duly authorised committee of the Board, however named;
- (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of SLSQ;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of surf lifesaving as a community service;
- (e) neither membership of SLSQ nor this Constitution gives rise to:

- (i) any proprietary right of Members in, to or over SLSQ or its property or assets;
 - (ii) any automatic right of a Club or Individual Member to renewal of their membership of SLSQ; or
 - (iii) subject to the Act and SLSQ acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
- (f) they are entitled to all benefits, advantages, privileges and services of SLSQ membership.

17. DISCONTINUANCE OF MEMBERSHIP

- (a) Subject to this Constitution a Member (other than a Branch and Affiliated Club) having paid all arrears of fees payable by it or them to SLSQ, may withdraw from membership by giving notice in writing of such withdrawal to the relevant Branch and SLSQ, and, where an Individual Member of a club, also to their club.
- (b) A Branch and/or an Affiliated Club may only withdraw from membership of SLSQ where such resignation has been approved by a Special Resolution of the Individual Members of that Branch or Affiliated Club and otherwise in accordance with that Branch or Affiliated Club's constitution.
- (c) Notwithstanding anything in this Constitution or the Regulations, (other than a Branch) membership of SLSQ may be discontinued by the Board upon breach of any clause of this Constitution, including, but not limited to the failure to pay any monies owed to SLSQ, the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee of the Board (however named).
- (d) Membership shall not be discontinued under **clause 17(c)** without the accused Member first having the opportunity to explain the breach and/or remedy the breach.
- (e) Where a Member fails to adequately explain or remedy the breach, that Member's membership shall be discontinued under **clause 17(c)** by SLSQ giving written notice of the discontinuance to the Member. There is no appeal against a decision to discontinue membership under this **clause 17**.
- (f) Membership which has been discontinued under **clause 17(c)** may be reinstated at the discretion of the Board.
- (g) A Member who ceases to be a Member shall forfeit all right in and claim upon SLSQ and its property, and shall not use any surf lifesaving equipment or any other property of SLSQ, including Intellectual Property. Where a Branch or Affiliated Club ceases to be a Member it shall forfeit all rights.
- (h) 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.
- (i) Notwithstanding **clause 18**, the Board may require a Branch to expel or suspend an Affiliated Club which has not re-affiliated with SLSQ, or an Individual Member of an Affiliated Club who has not renewed his Affiliated Club membership, within one (1) month of re-affiliation or membership renewal falling due. Section 7 of the SLSA

regulations is incorporated into this Constitution and applies as if part of this Constitution.

- (j) Where an Individual Member fails to renew his club membership within three (3) months of being required to do so his membership of SLSQ lapses.
- (k) A Member who has been expelled or suspended under **clause 17(i)** or whose membership has lapsed under **clause 17(h)**:
 - (i) must reapply for membership in accordance with this Constitution and the relevant Branch; but
 - (ii) may be readmitted at the discretion of the Board.

18. DISCIPLINE OF MEMBERS

- (a) Where the Board is advised or considers that a Member (including a Branch) has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the Objects and/or interests of SLSQ and/or surf lifesaving; or
 - (iii) brought SLSQ, themselves, any other Member or surf lifesaving into disrepute;

the Board may commence or cause to be commenced, investigatory or disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms set out in the Regulations.
- (b) The Board may appoint a Judiciary Committee, which need not be comprised of Members, to deal with any disciplinary matter referred to it. The Judiciary Committee shall operate under the principles expressed in, and in accordance with, the Regulations.

19. BOARD COMPOSITION

- (a) The Board shall comprise:
 - (i) up to seven (7) Elected Directors being:
 - (A) a President;
 - (B) a Deputy-President;
 - (C) a Director of Finance; and
 - (D) four (4) Elected Directors;

all of whom are elected under **clause 20**; and

- (ii) two (2) Appointed Directors appointed under **clause 21** by the Council; and
- (iii) the CEO (non-voting).
- (b) Gender and diversity equity will be given due consideration in the election and/or appointment of all Directors.
- (c) Subject always to this Constitution, no Director is entitled to be paid fees by the Company.

20. BOARD ELECTION PROCESS

- (a) Nominations shall be called for by the company secretary fifty-six (56) days prior to the Annual General Meeting. When calling for nominations the company secretary shall also provide details of the necessary qualifications and job descriptions for the position. Qualifications and job descriptions for Board positions shall be as determined by the Board from time to time.
- (b) Nominations must be:
 - (i) in writing;
 - (ii) on the prescribed form provided for that purpose;
 - (iii) signed by a nominator and a seconder, who must be Individual Members;
 - (iv) certified by the nominee expressing their willingness to accept the position for which they are nominated, and further than they are not disqualified (or facing disqualification) from being eligible to be elected; and
 - (v) received by the company secretary at least twenty-eight (28) days prior to the Annual General Meeting and shall be sent to the members entitled to receive notice under this Constitution of the Annual General Meeting with the agenda for that General Meeting.
- (c) Subject to nominees meeting the qualifications as recommended by the Board and ratified by the Council from time to time, nominations for Director are open to any person who is a member of an Affiliated Club, Branch or is otherwise recognised by SLSQ as a member and who is not:
 - (i) an employee of SLSQ, Branch, Affiliated Club or a subsidiary of SLSQ; or
 - (ii) a director or committee member or other senior office holder of or in a Branch; or
 - (iii) a State Officer or State Adviser.
- (d) The Elected Directors shall be elected by the Council at the Annual General Meeting from amongst nominations submitted to the company secretary in accordance with this Constitution for terms of two (2) years, which shall commence from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.
- (e) The election of Directors shall be by the preferential ballot system, and shall be by secret ballot. All Directors must be elected by a majority of votes even if they are the only nominee for a Director's position.

- (f) The President, Director of Finance and two (2) of the Directors shall be elected in each year of even number and the Deputy President and the two (2) other Directors shall be elected in each year of odd number.
- (g) Subject to **clause 20(h)** all Directors can only hold office for three (3) consecutive terms of two (2) years (for a total of six (6) consecutive years). A person who has served six (6) consecutive years as a Director and who becomes ineligible to continue to serve a further term becomes eligible again after the expiry of two (2) years from the end of his term.
- (h) Where an Elected Director is subsequently elected to the position of President, Deputy President or Director of Finance, they may hold the later elected office for a period of not more than three (3) further consecutive two (2) year terms, provided that in no circumstances shall an Elected Director serve on the Board for a period exceeding twelve (12) consecutive years.
- (i) Should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with the Constitution, this shall be determined by the Board by lot. Elections to subsequent Boards shall then proceed in accordance with the procedures in these Rules with approximately half the elected Board members retiring each year.

21. APPOINTED DIRECTORS

- (a) The Council may appoint up to two (2) Appointed Directors. Nominees for Appointed Directors who may or may not be individual members, shall be endorsed and recommended to the Council by the Board.
- (b) The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition and SLSQ strategic direction, but need not have experience in or exposure to surf lifesaving. Appointed Directors do not need to be Individual Members, but should bring such skill sets to the Board that provide genuine, external independence and objectivity to, and for, the Board.
- (c) Appointed Directors may be appointed in accordance with this Constitution for a term of two (2) years, the commencement and conclusion of which will be determined by the Board. Appointed Directors may re-appointed but, can only hold office for three (3) consecutive terms of two (2) years (so total six (6) consecutive years).
- (d) Appointed Directors cannot be appointed to the offices of President, Deputy President or Director of Finance.
- (e) The Council shall give due consideration to gender and diversity equity when considering and determining candidates for appointment as Appointed Directors.

22. POWERS OF THE BOARD

Subject to the Act and the provisions of this Constitution the business of SLSQ shall be managed, and the powers of SLSQ shall be exercised, by the Board. The Board, as the authority for surf lifesaving in Queensland, shall be responsible for acting on all state issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout Queensland and shall:

- (a) govern surf lifesaving in Queensland in accordance with the Objects;
- (b) determine major strategic directions;
- (c) determine policies; and
- (d) review SLSQ's performance in achieving its pre-determined aims, objectives and policies.

23. VACANCIES OF DIRECTORS

- (a) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
 - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (iii) resigns his office in writing to SLSQ;
 - (iv) is absent without the consent of the Directors from Board meetings held during a period of six months;
 - (v) is or becomes:
 - (A) an employee of SLSQ or a Branch President; or
 - (B) elected or appointed as a director or officer of a Branch;
 - (vi) is directly or indirectly interested in any contract or proposed contract with SLSQ and fails to declare the nature of his interest;
 - (vii) in the opinion of the Board:
 - (A) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of SLSQ and/or surf lifesaving; or
 - (B) has brought himself, SLSQ or surf lifesaving into disrepute;
 - (viii) is otherwise prohibited from being a Director of a company under the Act; or
 - (ix) is removed from office in accordance with the Act.
- (b) Any vacancy occurring in membership of the Board may be filled by the Board from suitably qualified candidates. Such person shall hold office for the remainder of the term of the Director they are replacing.
- (c) In the event of a vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

24. MANAGEMENT

- (a) Subject to the policy directives of the Board, SLSQ shall be managed by the CEO who may exercise all powers of SLSQ which are not, under the Act or this Constitution required to be exercised by SLSQ in General Meeting, and subject further to any restriction contained in this Constitution or the provisions of the Act. No resolution passed by SLSQ in General Meeting shall invalidate any prior act of the CEO or the Board which would have been valid if that resolution had not been passed.
- (b) The CEO shall ensure that the resolutions of the Board and SLSQ are properly and efficiently carried out and shall transact all business of SLSQ between Board meetings and General Meetings. The CEO shall report to the Board at each Board meeting.
- (c) All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to SLSQ, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board determines from time to time.

25. MEETINGS OF THE BOARD

- (a) The Board shall meet at least six times a year and otherwise as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit. Any Director may on reasonable notice convene a meeting of the Board.
- (b) The President will chair all Board meetings and General Meetings. If the President is unwilling or unable to chair a meeting, the Deputy President will chair that meeting. If both the President and Deputy President are unwilling or unable to chair a meeting, the Board will appoint another Director to chair that meeting.
- (c) Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The chairman may exercise a casting vote where voting is equal.
- (d) Subject to all Directors receiving notice of the proposed resolution, a resolution in writing, signed or assented to by any form of visible electronic communication by the majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be called or held using any technology consented to by all the Directors provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;

- (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed, by virtue of the further provisions of this clause, to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption, the meeting shall be deemed to have terminated; and
- (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairman of the meeting is located.
- (f) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of Directors.
- (g) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than seven (7) days prior to such meeting.

26. DIRECTORS' INTERESTS

26.1 Directors' Interests

A Director is ineligible to hold office and is also disqualified from office by:

- (a) holding or assuming any place of profit or position of employment in SLSQ, in any Member or in any company or incorporated association in which SLSQ is a shareholder or otherwise interested; or
- (b) contracting with SLSQ either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of SLSQ, in which any Director is in any way interested, will be voided for such reason.

26.2 Disclosure of Interests

A Director who has a material personal interest in a matter that relates to the affairs of SLSQ must declare that interest to the Board.

26.3 General Disclosure

A Director who has an interest in a matter, may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of SLSQ at the time the notice is given.

26.4 Recording Disclosures

The company secretary shall record in the minutes any declaration made or any general notice given by a Director under **clauses 26.2 and 26.3** and the action decided upon by the Board in relation to that declaration.

26.5 Effect on quorum and voting

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting, but cannot remain in the meeting whilst the matter in which the Director is interested is being debated and cannot vote in respect of any matter in which the Director is interested. If the Director remains and votes in such matter, the vote shall not be counted.

27. CHIEF EXECUTIVE OFFICER

- (a) The CEO shall be appointed by the Board for such term and on such conditions as it thinks fit.
- (b) The CEO may be appointed by the Board, unless otherwise resolved by the Board, to act as a company secretary of SLSQ and shall administer and manage SLSQ in accordance with this Constitution.
- (c) The CEO as far as practicable shall attend all Board meetings and General Meetings.
- (d) If appointed as company secretary the CEO shall:
 - (i) prepare the agendas for all Board meetings and General Meetings; and
 - (ii) record and prepare minutes of the proceedings of all meetings of the Board and SLSQ; and
 - (iii) cause to be prepared and lodged any relevant statutory reports and or notifications.
- (e) Subject to this Constitution the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of SLSQ.
- (f) The CEO may employ such personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the CEO determines.

28. ANNUAL GENERAL MEETING

An Annual General Meeting of SLSQ shall be held in accordance with the Act and on a date and at a venue to be determined by the Directors. All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution. Unless described as such, a Council Meeting is not a General Meeting of SLSQ.

29. NOTICE OF GENERAL MEETING

- (a) At least twenty-one (21) days notice of a General Meeting shall be given to the Directors, the Council, the Branches and SLSQ's auditor, together with:
 - (i) any notice of motion received from any Branch or any Director; and
 - (ii) the agenda for the meeting.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

- (c) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors and the appointment, and (if appropriate) fixing of the remuneration, of the auditors.
- (d) When it is proposed to pass a special resolution, twenty-one (21) clear days notice and in any other case fourteen (14) clear days notice, specifying the place and day and hour of meeting, and in the case of special business the general nature of that business shall be given to those Members set out under **clause 29(a)**.
- (e) Notice of every General Meeting shall be given to the Directors, the Council, every Branch and each Director at the address appearing in the Register kept by SLSQ. Notice of every General Meeting may also be posted on SLSQ's website.
- (f) No other person shall be automatically entitled as of right to receive notices of General Meetings.

30. BUSINESS AT GENERAL MEETINGS

- (a) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, the reports of the Board and auditors and the appointment of the auditors (if any) in the place of those retiring under this Constitution or otherwise, shall be special business.
- (b) No business other than that stated on the notice shall be transacted at that meeting.

31. NOTICES OF MOTION

- (a) All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the CEO not less than twenty-eight (28) days (excluding receiving date and meeting date) prior to the General Meeting.
- (b) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve (12) months.

32. SPECIAL GENERAL MEETINGS

Special General Meetings may be convened by resolution of the Board or otherwise in accordance with the Act.

33. PROCEEDINGS AT GENERAL MEETINGS

- (a) SLSQ may hold a General Meeting at two (2) or more venues using any technology that gives the voting Members a reasonable opportunity to participate.
- (b) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for any General Meeting shall be a majority of voting Members present in person or electronically.
- (c) If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

- (d) The chairman shall, subject to this Constitution, preside as chairman at every General Meeting.
- (e) The chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place, to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (f) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (g) Except as provided in **clause 33(e)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
- (h) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by any voting Member.
- (i) Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of SLSQ shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- (j) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (k) No decision of SLSQ, the Board or any Board-authorized entity shall be invalid merely because of a failure to give proper notice under this Constitution or the Regulations or other irregularity in procedure required by this Constitution or the Regulations, unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (l) SLSQ, the Board or other Board-authorized entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

34. VOTING AT GENERAL MEETINGS

- (a) Each Branch shall have one (1) vote at General Meetings which shall be exercised by its Branch President.
- (b) No other Member is entitled to vote.
- (c) Where voting at General Meetings is equal, the chairman may exercise a casting vote.

35. PROXY VOTING

- (a) Proxy voting shall be permitted at all General Meetings provided an approved and executed proxy form (as may be prescribed by the Board from time to time) is lodged with the company secretary at or before the commencement of the meeting.

No Member entitled to vote shall exercise more than one (1) proxy vote at any one time.

- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A voting Member shall be entitled to instruct its proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

36. COUNCIL

- (a) In addition to any General Meetings held under this Constitution, the Council shall meet at least once per year. The object of this Council meeting is to:
 - (i) inform the Board of significant membership issues;
 - (ii) assist the Board to (as relevant) design or review SLSQ's strategic plan and direction;
 - (iii) discuss statewide issues;
 - (iv) provide feedback to the Board on the results of its governance decisions in practice at Member level; and
 - (v) discuss such issues as a Branch may wish to raise.
- (b) Council meetings under this clause are not General Meetings of SLSQ.
- (c) The Council shall determine who should be invited and who attends such Council meetings. The timing and location of any Council meeting under this clause will be subject to Board approval due to costs and logistics matters.
- (d) In so far as is practical, **clauses 33, 34 and 35** will apply for procedures at Council Meetings.
- (e) A member of the Council other than the President may be removed at a joint meeting of the Board and Council by a Special Resolution of the combined number of votes present at the meeting. Such joint meeting must be called in the same manner as a Special General Meeting under this Constitution.

37. DELEGATIONS

- (a) The Board may by instrument in writing create or establish or appoint from among the Members of SLSQ or from other selected personnel as occasion may require, special committees or individual officers and consultants to carry out such duties and functions and with such powers as the Board determines.
- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board or the CEO by the Act, or any other law, or this Constitution or by resolution of SLSQ in General Meeting.

- (c) State Officers and State Advisors, shall be elected or appointed on such conditions, at such time, for such term, with such duties and functions and with such powers as the Board determines from time to time.
- (d) Any delegation made under this clause (including under **clause 37(c)**) is at all times subject to the authority of the Board.
- (e) 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.
- (f) 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.
- (g) Notwithstanding anything in this Constitution or any instrument of delegation, no decision of a committee officer or advisor appointed or elected under this clause is binding on, or deemed to be a decision of, the Board or Council.
- (h) The Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause.

38. REGULATIONS

- (a) The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, encouragement, management and administration of SLSQ, the advancement of the Objects and surf life saving as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and any policy directives of the Board.
- (b) All Regulations made under this clause shall be binding on SLSQ, all members of Branches (as defined in the relevant Branch constitution) and Members of SLSQ.
- (c) All clauses, rules, by-laws, policies and regulations of SLSQ in force at the date of the adoption of this Constitution insofar as such clauses, rules, by-laws, policies and regulations are not inconsistent with, or have been replaced by, the Constitution, shall be deemed to be Regulations under this clause.
- (d) Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of SLSQ by means of Bulletins approved by the Board and prepared and issued by the CEO. Bulletins are binding upon all Members.

39. RECORDS AND ACCOUNTS

- (a) The company secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of SLSQ and the Board and shall produce these as appropriate at each Board or General Meeting.
- (b) Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the CEO.
- (c) SLSQ shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

- (d) The Board will submit to the Members at the Annual General Meeting the statements of account of SLSQ in accordance with this Constitution and the Act.
- (e) The statements of account when submitted to an Annual General Meeting shall be conclusive, except as regards any error discovered in them within three (3) months after such approval or adoption.
- (f) The company secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of SLSQ in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required by law to be attached to the statements of account.

40. GIFT FUND

- (a) The company shall maintain a fund (Gift Fund) to advance the Objects, and:
 - (i) to which gifts of money or property for that purpose are to be made;
 - (ii) to which any money received by the State Centre because of those gifts is to be credited; and
 - (iii) that does not receive any other money or property.
- (b) The company shall maintain a separate bank account for the Gift Fund.
- (c) The company shall only use the Gift Fund (ie, gifts made to the Gift Fund and any money credited because of those gifts) for the Objects.
- (d) Should the Gift Fund be wound up, or the endorsement of the Company as a 'Deductible Gift Recipient' is revoked, any surplus assets shall be distributed in accordance with **clause 9**.

41. AUDITOR

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 Act.

42. NOTICE

- (a) Any notice required to be given under this Constitution may be given by the company secretary to any Member by:
 - (i) sending the notice by pre-paid post or any form of visible electronic communication, to the Member's registered address or electronic mail address; and/or
 - (ii) posting the notice on SLSQ's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) business days after posting.
- (c) Where a notice is sent by electronic communication, service of the notice shall be deemed to be effected unless a return email is received advising that the electronic message was not received at the electronic address to which it was sent.

- (d) Notice of every General Meeting shall be given in the manner authorised in this Constitution.
- (e) Notice on and to Life Members of SLSQ or Individual Members or Affiliated Clubs shall be deemed given by notice being given in accordance with this Constitution to the relevant Branch of the Life Member or Individual Member or Affiliated Club or by the notice being posted on SLSQ's website.

43. SEAL

- (a) If SLSQ has a seal, the CEO shall provide for safe custody of the Seal.
- (b) If SLSQ has a seal, the Seal shall only be used by authority of the Board and every document, to which the seal is affixed, shall be signed by two (2) Directors or one (1) Director and the CEO or company secretary or in such other manner as by is determined by the Board.
- (c) A Director may not sign a document to which the seal of SLSQ is fixed where the Director is interested in the contract or arrangement to which the document relates.

44. PATRONS, VICE PATRONS AND GOVERNORS

SLSQ at its Annual General Meeting may appoint annually, on the recommendation of the Board, a Chief Patron and such number of Patrons, Vice-Patrons and Governors as it consider necessary.

45. INDEMNITY

- (a) Every Director, Branch President (only when acting as a Memembr of the Council), officer, auditor, manager, employee or agent of SLSQ shall be indemnified out of the property and assets of SLSQ against any liability incurred by him in his capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act granted to him by the Court.
- (b) SLSQ shall indemnify its Directors, Branch President (only when acting as a Memembr of the Council), officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director or officer performed or made whilst acting on behalf of and with the authority, express or implied of SLSQ; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by SLSQ.

46. DISSOLUTION

SLSQ can only be dissolved by Special Resolution.