

**Table of proposed Amendments to Queenscliff SLSC Constitution**

Clause	Existing Constitution August 2017	Proposed Amendments (Changes in Italics and high lighted )
Clause 3	<p><b>Delete</b></p> <p>“The Objects of the Club are to:</p> <ul style="list-style-type: none"> <li>(a) Provide for the conduct, encouragement, promotion and administration of surf lifesaving throughout the local community and in particular to prevent the loss of life by the study and practice of life saving and first aid;</li> <li>(b) Further develop surf lifesaving into an organised institution and with these objects in view, to foster, regulate, organise and manage assessments, competitions and other activities and to appropriately recognise successful Members;</li> <li>(c) Review and/or determine any matters relating to surf lifesaving which may arise, or be referred to it, by any Member;</li> <li>(d) Pursue sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in the local community;</li> </ul>	<p><b>Replace as per SLSNSW recommendations</b></p> <p><i>“The Association-Club is a charitable organisation which is established solely to be, and to continue as, a charity. The Association’s Club’s object is to pursue the following charitable purposes (Objects):</i></p> <ul style="list-style-type: none"> <li><i>(a) participate as a member of Surf Life Saving Sydney Northern Beaches (SLSSNB), Surf Life Saving New South Wales (SLSNSW) and Surf Life Saving Australia Limited (SLSA) through and by which surf lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;</i></li> <li><i>(b) conduct, encourage, promote and administer surf lifesaving and the Association as a beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community in the local area;</i></li> </ul>

	<p>(e) 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;</p> <p>(f) Represent the interests of its Members and of surf lifesaving generally in any appropriate forum;</p> <p>(g) Have regard to the public interest as well as the interest of all club members in its operations;</p> <p>(h) Undertake and or do all such things or activities, which are necessary, incidental or conducive to the advancement of these objects.”</p>	<p>(c) at all times promote mutual trust and confidence within the Association in pursuit of these Objects;</p> <p>(d) promote the economic, community and emergency service success, strength and stability of the Association;</p> <p>(e) affiliate and otherwise liaise with SLSSNB, SLNSW and SLA in the pursuit of these Objects;</p> <p>(f) conduct, encourage, promote and advance the relief of human distress in the aquatic environment through and by the application and provision of lifesaving standards, equipment, techniques and awards;</p> <p>(g) conduct, encourage, promote and advance aquatic safety and management and the protection and preservation of life in the aquatic environment in the local area;</p> <p>(h) use and protect the Intellectual Property in pursuit of these Objects;</p> <p>(i) apply the property and capacity of the Association solely towards the fulfilment of these Objects;</p> <p>(j) conduct, encourage, promote and advance education and research in, surf lifesaving standards, equipment, techniques and awards to improve and safeguard the use of</p>
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		<p><i>the aquatic environment and the protection and safety of the community;</i></p> <p><i>(k) have regard to the public safety and protection and the public interest in its operations;</i></p> <p><i>(l) ensure that promotion and protection of the aquatic environment in Sydney Northern Beaches are considered in all activities conducted by the Association;</i></p> <p><i>(m) promote the health, safety and protection of the public and all users of the aquatic environment in Sydney Northern Beaches;</i></p> <p><i>(n) establish, grant and support awards in honourable public recognition of meritorious rescues from the sea, deeds of exceptional bravery from time to time performed in the course of promoting the health, safety and protection of the public; and undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects"</i></p>
Clause 5.1		<b>Add to Definitions as per SLSNSW recommendations</b> <i>"ACNC Act mean the Australian Charities and Not-for-Profits Commission Act 2012 (Cth)"</i>
Clause 5.1	<b>General Meeting</b> means the annual or any special general meeting of the Club convened under rule 14 and 15	<b>Amend as per SLSNSW recommendations , Delete "under rule 14 and 15" in clause</b> <i>"General Meeting means the annual or any special general meeting of the Club convened"</i>

Clause 5.1	<b>Objects</b> mean the objects of the Club	<b>Amend as per SLSNSW recommendations</b> , add “under rule 2”  <b>Objects</b> mean the objects of the Club <i>under rule 2.</i>
Clause 5.1		<b>Amend as per SLSNSW recommendations</b> , add “ <i>appointed under rule 18.2(a).</i> ” .
Clause 5.2		No wording changes Formatting changing capitals to lowercase
Clause 6.1	<b>Delete</b> “Queenscliff Surf Live saving Club Inc. (The Club) shall be affiliated with Sydney Northern Beaches Surf Life Saving (the Branch), SLSNSW and SLSA. Through the Branch, State and National affiliations with SLSNSW, The Club will abide by the articles, rules, Constitutions, By-Laws and awards of SLSA, SLSNSW and the Branch. Subject to compliance with this Constitution, the Branch Constitution, the SLSNSW Constitution and the SLSA Constitution the Club shall continue to be recognised as a Member of the Branch and of SLSNSW and shall administer surf lifesaving activities in accordance with the Objects.”	<b>Replace as per SLSNSW recommendations</b> <i>“Subject to compliance with this Constitution, the Branch constitution, the SLSNSW constitution and SLSNSW Regulations, the SLSA constitution and SLSA regulations and any lifesaving or patrol services agreement between the Club and SLSNSW the Club may continue to be recognised by the Branch and SLSNSW as a Member of the Branch and of SLSNSW and shall administer surf lifesaving activities in Sydney Northern Beaches in accordance with the Objects”</i>
<b>Clause 6.1</b>	<b>Compliance of Club</b>  The Members acknowledge and agree the Club shall:  (a) Be or remain incorporated in New South Wales;  (b) Appoint a Delegate annually to represent the Club at general meetings of the Branch;	<b>Add Clauses b, c, j, k, l and m, as per SLSNSW recommendations</b>  <b>6.2 Compliance of Club</b>  The Members acknowledge and agree the Club shall:  (a) be or remain incorporated in New South Wales;

	<p>(c) Nominate such other persons as may be required to be appointed to Branch or SLSNSW committees from time to time under this Constitution or the Branch Constitution or SLSNSW Constitution or otherwise;</p> <p>(d) Forward to the Branch and SLSNSW a copy of its constituent documents and details of its Directors;</p> <p>(e) Adopt the objects of SLSNSW (in whole or in part as are applicable to the Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the Branch and SLSNSW Constitutions;</p> <p>(f) Apply its property and capacity solely in pursuit of the Objects and surf lifesaving;</p> <p>(g) Do all that is reasonably necessary to enable the Objects to be achieved;</p>	<p>(b) <i>be or remain affiliated to the Branch and SLSNSW;</i></p> <p>(c) <i>be or remain registered as a registered charity with the Australian Charities and Not-for-Profit Commission;</i></p> <p>(d) appoint a Delegate annually to represent the Club at general meetings of the Branch;</p> <p>(e) nominate such other persons as may be required to be appointed to Branch or SLSNSW committees from time to time under this Constitution or the Branch Constitution or SLSNSW Constitution or otherwise;</p> <p>(f) forward to the Branch and SLSNSW a copy of its constituent documents and details of its Directors;</p> <p>(g) adopt the objects of SLSNSW (in whole or in part as are applicable to the Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the Branch and SLSNSW Constitutions;</p>
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		<p>(h) apply its property and capacity solely in pursuit of the Objects and surf lifesaving;</p> <p>(i) do all that is reasonably necessary to enable the Objects to be achieved;</p> <p>(j) <i>act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality and reputation for benefit of the Members and surf lifesaving;</i></p> <p>(k) <i>expressly comply with rule 6 of the SLNSW constitution in respect of patrol hours;</i></p> <p>(l) <i>at all times act on behalf of and in the interests of surf lifesaving; and</i></p> <p>(m) <i>by, adopting the objects of SLNSW, abide by the SLNSW constitution</i></p>
<p><b>Clause 7.1</b></p>	<p>Constitution of the Club</p> <p>The Constitution will seek to generally conform to the Branch and SLNSW Constitutions</p>	<p><b>Replace as per SLNSW recommendations</b></p> <p><i>Constitution of the Club</i></p> <p><i>The Constitution will clearly reflect the Branch and SLNSW constitutions, subject to any requirements in the Act, and at least to the extent of:</i></p> <p>(a) <i>the objects of SLNSW;</i></p> <p>(b) <i>the structure and membership categories of SLNSW (if any);</i></p> <p>(c) <i>recognising SLNSW as the national peak body for surf lifesaving in Australia;</i></p>

Commented [PA1]: I've added these back in as I believe they aren't addressed in the existing clauses in full

		<p>(d) recognising SLSNSW as the peak body for lifesaving in New South Wales;</p> <p>(e) recognising the Branch; and</p> <p>(f) such other matters as are required to give full effect to the SLSNSW Constitution;</p> <p>with such incidental variations as are necessary having regard to the Act.</p>
<p><b>Clause 7.2</b></p>		<p><b>Additional clause as per SLSNSW recommendations</b></p> <p><b>Operation of the Branch and SLSNSW constitutions</b></p> <p>(a) The Club will take all steps to ensure its Constitution is in conformity with the Branch and SLSNSW constitutions at least to the extent set out in rule 7.1 and in respect of those matters set out in rule 7.1 shall ensure this Constitution is amended in conformity with future amendments made to the Branch, SLSNSW and SLSA constitutions, subject to any prohibition or inconsistency in the Act.</p> <p>(b) The Club shall provide to the Branch and SLSNSW a copy of its Constitution and all amendments to this document. The Club acknowledges and agrees that SLSNSW has power to veto any provision in its Constitution which, in SLSNSW's opinion, is contrary to the objects of SLSNSW.</p> <p>(c) Neither the Club nor any Member (in this clause each is referred to as a Participant) shall participate in any surf lifesaving related carnival, competition, special event or activity conducted by or on behalf of any outside person or organisation (each is referred to as an Outside Event) unless the Participant is satisfied, acting reasonably, that the Outside Event complies with the law and will apply good safety practices, and the Participant has also ensured that the Outside Event has been sanctioned by SLSNSW.</p>

		<p>(d) The books and records of the Club shall be open at all reasonable times for inspection by an authorised representative of SLSNSW, but no inspection shall be made unless approved by resolution of the SLSNSW Board and with reasonable notice to the Club.</p> <p>(e) The Club will otherwise comply with the SLSNSW constitution.</p>
Clause 7.3	New Clause	<p><b>Additional clause as per SLSNSW recommendations</b></p> <p><b>7.3 ACNC Act</b>  (a) While the Club is a Registered Charity, the ACNC Act overrides any clauses in this constitution which are inconsistent with that Act.</p>
Clause 7.4	Renumber clause 7.2 to clause 7.4	<p><b>Renumber clause 7.2 to include new clauses 7.2 and 7.3</b></p>
Clause 8.1	<p><b>Minimum Number of Members</b>  The Club must have at least twenty (20) Active Members as defined in rule 8.2.1.</p>	<p><b>Delete “as defined in rule 8.2.1.” and add “at all times” in clause and amend as per SLSNSW recommendations</b></p> <p><b>Minimum Number of Members</b>  The Club must have at least twenty (20) Active Members <i>at all times</i>.</p>
Clause 8.4	<p><b>Discretion to Accept or Reject Application</b></p> <p>(a) The Club may accept or reject an application whether the applicant has complied with the requirements in rule 8.3</p>	<p><b>Added (a) “acting reasonably and in good faith,” (b) “and their subsequent acceptance of the notification and the application,” and (d) “and there is no right of appeal.” as per SLSNSW recommendations</b></p> <p>(a) The Club may, <b>acting</b></p>



	<p>or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.</p> <p>(b) Where the Club accepts an application the applicant shall, subject to notification to the Branch and SLSNSW, become a Member.</p> <p>(c) Membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Register shall be updated accordingly as soon as practicable.</p> <p>(d) If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reasons for rejection need be given.</p>	<p><i>reasonably and in good faith</i>, accept or reject an application whether the applicant has complied with the requirements in rule 8.3 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.</p> <p>(b) Where the Club accepts an application, the applicant shall, subject to notification to the Branch and SLSNSW <i>and their subsequent acceptance of the notification and the application</i>, become a Member.</p> <p>(c) <i>Unless otherwise determined by SLSNSW</i> Membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Register shall be updated accordingly as soon as practicable.</p> <p>(d) If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed</p>
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		rejected by the Club. No reasons for rejection need be given <i>and there is no right of appeal.</i>
<b>Clause 8.5 (a)</b>	Members must re-apply annually for membership of the Club in accordance with the procedures set down by the Club from time to time. Rule 8.4 applies to applications for renewal of membership.	<b>Delete “for renewal” as per SLSNSW recommendations.</b> Members must re-apply annually for membership of the Club in accordance with the procedures set down by the Club from time to time. Rule 8.4 applies to applications of membership.
<b>Clause 8.8 (e)</b>	New clause	<b>Added</b> “ <i>neither membership of the Club nor this Constitution gives rise to:</i> <i>(i) any proprietary right of Members in, to or over the Club or its property or assets; or</i> <i>(ii) any automatic right of a Member to renewal of their membership of the Club; or</i> <i>(iii) subject to the Act and the Club acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and” as per SLSNSW recommendations</i>
<b>Clause 8.9</b>	New clause	<b>Added</b> “ <b>8.9 SLSNSW discretion</b> <i>Irrespective of a Member satisfying the Club’s membership requirements, SLSNSW may acting reasonably and in good faith (subject to consultation with the Club) at its absolute discretion decline, or remove from, Membership an Individual Member including for reasons relating to the Individual Member’s character, concerns that the Individual Member is not a</i>

		<i>fit and proper person, or that the Individual Member has or may bring SLSNSW or surf lifesaving into disrepute".</i> <b>as per SLSNSW recommendations</b>
<b>Clause 8.10</b>	Renumbered previous 8.90 No changes to wording.	
<b>Clause 9 (b)</b>	The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the holding of office or the right to vote at General Meetings.	<b>Added</b> <i>There is no right of appeal where the Board exercises its rights under this rule"</i> <b>as per SLSNSW recommendations</b>  The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the holding of office or the right to vote at General Meetings. <i>'There is no right of appeal where the Board exercises its rights under this rule"</i>
<b>Clause 9(c)</b>	Delete this clause  No person financially indebted to any other affiliated club of the Surf Life Saving Association of Australia shall knowingly be admitted to membership.	
<b>Clause 10.2</b>	SurfGuard or equivalent program in use by SLSA shall be used as the Register of Members	<b>Delete</b> "or equivalent program" <b>as per SLSNSW recommendations</b> SurfGuard shall be used as the Register of Members.
<b>Clause 11.3 (i)</b>	The Member's annual subscription is outstanding more than one month after the date on which subscription fees fall due and payable; or	<b>Delete</b> "more than one month after the date on which subscription fees fall due and payable" <b>and Amend to</b> The Member's annual subscription is outstanding " <i>after 30 October annually;</i> " <b>as per SLSNSW recommendations</b>

<b>Clause 11.2 (e)</b>	Any Special General Meeting in accordance with rule 11.2(d) shall be convened under this Constitution and in particular rule 14.	<b>Delete</b> <i>Any Special General Meeting in accordance with rule 11.2(d) shall be convened under this Constitution and in particular rule 14.</i> <b>as per SLSNSW recommendations as this sentence is not relevant in this clause.</b>
<b>Clause 11.4</b>	If a Member has not re-applied for Membership with the Club within one month of re- application falling due, that Member’s membership will be deemed to have lapsed from that time.	<b>Change word “lapsed” to “ceased” as per SLSNSW recommendations</b> If a Member has not re-applied for Membership with the Club within one month of re- application falling due, that Member’s membership will be deemed to have <i>ceased</i> from that time.
<b>Clause12</b>	The Club adopts the Grievances, Judicial and Discipline Regulations of SLSA as amended from time to time.	<b>Amend to include “processes in relevant SLSA policies and regulations” as per SLSNSW recommendations</b> The Club adopts the grievances, judicial and discipline <i>“processes in relevant SLSA policies and regulations”</i> as amended from time to time.
<b>Clause 14.2</b>	The Board shall on the requisition in writing of 20 per cent of Members entitled to vote convene a Special General Meeting.	<b>Amend the percentage from 20 % to 10 % as per SLSNSW recommendations</b> The Board shall on the requisition in writing of <i>“10%”</i> of Members entitled to vote convene a SGM
<b>Clause 15.6 (a)</b>	A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.	<b>Delete</b> <i>“the use of technology”</i> replace with <i>“any form of electronic communication”</i> A Member not physically present at a General Meeting may participate in the meeting by the use of <i>any form of electronic communication</i> that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

<b>Clause 15.6 (b)</b>	No change to wording	<p><b>Add</b> "being eligible to vote," as per SLSNSW recommendations</p> <p>A Member participating in a General Meeting under rule 15.6(a) is taken to be present at the meeting and, if the Member, <i>being eligible to vote</i>, votes at the meeting, is taken to have voted in person.</p>
<b>Clause18</b>	The Board will generally agree a code of conduct that sets out the responsibilities and reasonable expectations of Directors and the process of decision-making. An example of such Code of Conduct is attached at Schedule 2 of the Club Constitution.	<b>Delete this clause as per SLSNSW recommendations</b>
<b>Clause 18 (c)</b>	No clause	<p><b>Add clause as per SLSNSW recommendations</b></p> <p><i>( c ) The Directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are to:</i></p>

		<ul style="list-style-type: none"> <li>(i) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Club;</li> <li>(ii) act in good faith in the best interests of the Club and to further the Objects;</li> <li>(iii) not misuse their position as a Director</li> <li>(iv) not misuse information they gain in their role as a Director;</li> <li>(v) disclose any perceived or actual material conflicts of interest in the manner set out in clauses 21.6 - 21.8;</li> <li>(vi) ensure that the financial affairs of the Club are managed responsibly; and</li> <li>(vii) not allow the Club to operate while it is insolvent</li> </ul>
<p><b>Clause 18.2</b></p>	<p>The Board shall comprise:</p> <ul style="list-style-type: none"> <li>a) The President</li> <li>b) The Deputy President</li> <li>c) The Secretary</li> <li>d) The Treasurer</li> <li>e) And up to eleven (11) other Directors</li> </ul>	<p><b>Amend change title of Secretary to “Administration Director” And included “Club Captain” and include “Director of Surf Sports” as a minimum requirement for the composition of the board</b></p> <p><b>The Board feels the number of directors on the board should be reduced to ensure it operates more effectively</b></p> <p><i>The Board shall comprise:</i></p> <p>The Board shall comprise:</p> <ul style="list-style-type: none"> <li>a) The President</li> <li>b) Deputy President</li> </ul>

		<p>c) The Secretary (<i>Director of Administration</i>)</p> <p>d) Club Captain</p> <p>e) The Treasurer</p> <p>f) Director of Surf Sports</p> <p>g) And up to Seven (7) other Directors</p>
<p><b>Clause 18.3</b></p>	<p>If the Board considers it appropriate in order to further the Objects, it may allocate Directors to specific Portfolios, with specific responsibilities, as determined at the discretion of the Board, such as</p> <ul style="list-style-type: none"> <li>Vice Presidents (2) Captain</li> <li>Lifesaving Director</li> <li>Competition and Coaching Director</li> <li>Deputy Competition and Coaching Director</li> <li>General Activities Director</li> <li>Chief Instructor</li> <li>Junior Activities Director</li> <li>Member's Welfare Director</li> <li>Marketing and Sponsorship Director</li> </ul> <p>The role of each Board member is described in Schedule 1.</p>	<p><b>Reduced the number of Board members and change the schedule to a Bylaw to allow changes to the job descriptions without a constitutional change which had been the original intent of having the information in a schedule.</b></p> <p>If the Board considers it appropriate in order to further the Objects, it may allocate Directors to specific Portfolios, with specific responsibilities, as determined at the discretion of the Board, such as</p> <ul style="list-style-type: none"> <li>Vice Presidents</li> <li>General Activities Director</li> <li>The Director of Education and Training</li> <li>Junior Activities Director</li> <li>Member's Services</li> <li>Director Marketing and Sponsorship Director</li> </ul> <p>The role of each Board member is described in <i>Queenscliff SLSC Bylaws</i>.</p>

<b>Clause 18.5</b>	Where the Club President is unable to attend a Branch meeting, the President shall, from amongst Club Members, appoint a Delegate to attend the meeting of the Branch in accordance with the Branch Constitution.	<b>Replace Clause with</b> <i>"The Board shall, from amongst its Members, appoint a Delegate to attend general and other meetings of the Branch for such term as the Board determines, and otherwise in accordance with the Branch Constitution. The Club must advise the Branch in writing of its Delegate"</i> <b>as per SLSNSW recommendations</b>
<b>Clause 19 (b)</b>	(iii) Be a financial member; and  (iv) Be a fit and proper person for the position.	<b>Delete clauses (iii) and (iv) and replace with</b>  <i>(iii) not be ineligible to be a Director under the Corporations Act 2001 (Cth) or the ACNC Act; and</i> <i>(iv) be currently in good standing and financial with the Club both at the time of nomination and at the time of election.</i>
<b>Clause 19 (c)</b>	(c) Nominations of candidates for election as Directors shall be:	<b>Add as per SLSNSW recommendations</b> <i>"made in writing , signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination);"</i>  (c) Nominations of candidates for election as Directors shall be: <i>made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination)</i>
<b>Clause 19 (f)</b>	If the number of nominations exceeds the number of vacancies to be filled, "the simple majority ballot" shall be used for each vacancy on the Board.	<b>Delete</b> "the simple majority ballot" shall be used for each vacancy on the Board." <b>And amend clause to</b> If the number of nominations exceeds the number of vacancies to be filled, <i>"voting papers shall be prepared containing the names of the candidates in</i>



		<b>alphabetical order, for each vacancy on the Board”, as per SLNSW recommendations</b>
<b>Clause 19.2 (a)</b>	“The simple majority ballot” shall be used with each member having one vote and on a show of hands, for each vacancy on the Board.	<b>Delete “and on a show of hands” And amend clause to as per SLSC recommendations</b> “The simple majority ballot” shall be used with each member having one <b>secret ballot</b> vote for each vacancy on the Board
<b>Clause 20.1 (k) (ii)</b>	has brought themselves or the Club into disrepute; or	<b>Amend clause to as per SLSC recommendations</b> has brought themselves or the Club <b>“or surf lifesaving”</b> into disrepute; or
<b>Clause 20.1 (l)</b>	Would otherwise be prohibited from being a director of a corporation under the <i>Corporations Act</i> .	<b>Amend clause to as per SLSC recommendations</b> would otherwise be prohibited from being a director of a corporation under the Corporations Act <b>or the ACNC Act.</b>
<b>Clause 21.4 (e)</b>	A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors	<b>Delete “facsimile or other “Amend clause to as per SLSC recommendations</b> A resolution in writing signed or assented to by <b>any</b> form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
<b>Clause 25.1</b>	The Board may formulate, issue, adopt, interpret and amend by-laws and / or policies for the proper advancement, management and administration of the Club, the advancement of the Objects and surf lifesaving in the local community as it thinks necessary or desirable.	<b>Amend clause adding words as per SLSC recommendations</b> The Board may formulate, issue, adopt, interpret and amend by-laws and / or policies for the proper advancement, management and administration of the Club, the advancement of the Objects and surf lifesaving

		in the local community as it thinks necessary or desirable. <b>Such By-Laws must be consistent with the Constitution, the Branch Constitution, the SLSNSW Constitution, the SLSA Constitution and any regulations or policies or the Standard Operating Procedures made by SLSNSW or SLSA. If any By-Laws are inconsistent with the SLSNSW or SLSA constitutions and/or regulations the By-Laws shall be null and void and will be inapplicable.</b>
<b>Clause 25.2</b>	<b>By-Laws and Policies Binding</b> All by-laws and policies made under this clause shall be binding on the Club and Members of the Club	Delete <b>"and policies"</b> as per SLSC recommendations
<b>Clause 25.3</b>	<b>Transitional Arrangements</b> Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this Constitution shall apply from the date of adoption of this Constitution.	<b>Change the heading to include "By law" as per SLSC recommendations</b> <b>"By-Law" Transitional Arrangements</b>
<b>Clause 25.4</b>	Amendments, alterations, interpretations or other changes to by-laws and policies shall be advised to Members of the Club by means of Notices approved and issued by the Board and shall be included on the Club's website for members information and feedback.	<b>Delete "and Policies" as per SLSC recommendations</b> Amendments, alterations, interpretations or other changes to by-laws shall be advised to Members of the Club by means of Notices approved and issued by the Board and shall be included on the Club's website for members information and feedback
<b>Clause 26.3</b>	The Board shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the full auditor's report and every other document required under the Act (if any)	<b>Delete existing clause replacing as per SLSC recommendations</b> <b>The Club's statements of account are required to be prepared as per the Charitable Fundraising Act 1991 and the ACNC Act. At the Clubs AGM the audited statements of account must be presented to the Members. SLSNSW may require a level of reporting which exceeds the</b>

		<i>requirements of the Act for its own purposes and to advance the Objects</i>
<b>Clause 26.4</b>	The financial statements when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.	<b>Minor amendment .Replace “financial statements” with “accounts” as per SLSC recommendations.</b>  The statements <i>of accounts</i> when approved or adopted by an AGM shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.
<b>Clause 27 (a)</b>	The income and property of the Club shall be applied solely towards the promotion of the purposes of the Club as set out in this Constitution	<b>Delete “towards the promotion of the purposes of the Club as set out in this Constitution” and amend as per SLSC recommendations</b>  The income and property of the Club shall be applied <i>solely towards the promotion of the Objects.</i>
<b>Clause 27(b)</b>	No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.	<b>Add “or director” as per SLSC recommendations</b>  No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member <i>or Director</i>
<b>Clause 29 (a)</b>	A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Club in General Meeting. The auditor’s duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the <i>Corporations Act 2001</i> and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Club in General Meeting.	<b>Add “and the ACNC Act” as per SLSC recommendations</b>  A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Club in General Meeting. The auditor’s duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the <i>Corporations Act 2001 and the ACNC Act</i> and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Club in General Meeting.

<p><b>Clause 29 (b)</b></p>	<p>The financial statements of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.</p>	<p><b>Minor amendment .Replace “financial statements” with “accounts” as per SLSC recommendations</b></p> <p>The <b>accounts</b> of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.</p>
<p><b>Clause 30</b></p>	<p>(a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member’s registered address or facsimile number or electronic mail address.</p> <p>(b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.</p> <p>(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.</p> <p>(d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.</p>	<p><b>Minor amendment deleting reference to facsimiles and replacing with “by electronic mail”</b></p> <p>(a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post by electronic mail, to the Member’s registered address or facsimile number or electronic mail address. <b>Notices may also be posted on the Club’s website.</b></p> <p>(b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.</p> <p>(c) Where a notice is sent by <b>electronic mail</b>, service of the notice shall be deemed to be effected upon receipt of a</p>

		<p>confirmation report confirming the <i>electronic mail</i> was sent to/or received at the <i>electronic mail address</i> to which it was sent.</p> <p>(d) Where a notice is sent by <i>posting on the Club's website</i>, service of the notice shall be deemed to be effected <i>one (1) day after it was posted</i>.</p>
<p><b>Clause 33 (b),(c),(d)</b></p>	<p>(b) In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.</p> <p>(c) If the Club is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall not be paid or distributed amongst the Members but shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:</p> <ul style="list-style-type: none"> <li>a. gifts of money or property for the principal purpose of the organisation</li> <li>b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation</li> <li>c. money received by the organisation because of such</li> </ul>	<p><b>Delete clauses b,c and d and replace as per as per SLSC recommendations</b></p> <p>(b) <i>If the Club is wound up, the liability of the Members shall be limited to \$1. No other amount shall be payable by the Member.</i></p> <p>(c) <i>Should the Club cease to function as a surf lifesaving Club, the Branch to which the Club is affiliated, shall stand possessed as trustee of all real and personal property of the Club. If failing to reform within a period of three (3) years, the Club shall be treated as defunct and, subject to applicable laws, its property both real and personal shall vest in the Branch absolutely. If the Club's property does not vest in the Branch, the Club must take all reasonable steps to facilitate the vesting of their property in the Branch.</i></p> <p>(d) <i>Subject to rule 33(c), if upon winding up or dissolution of the Club or upon revocation of its endorsement as a deductible gift recipient (if relevant) (whichever occurs first), there remains after satisfaction of all its debts and liabilities any surplus assets or property as follows:</i></p>

	<p>gifts and contributions.</p> <p>(d) Such registered or exempt charity will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.</p>	<p><i>a. gifts of money or property for the objects of the Club;</i></p> <p><i>b. contributions made in relation to an eligible fundraising event held for the objects of the Club; or</i></p> <p><i>c. money received by the Club because of such gifts and contributions;</i></p> <p><i>then such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to some organisation(s):</i></p> <p><i>d. having objects similar to the Objects; and</i></p> <p><i>e. which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club by this Constitution; and</i></p> <p><i>f. which is charitable at law and to which income tax deductible gifts can be made.</i></p> <p><i>g. Such organisations will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.</i></p>
<p><b>Clause 34 (b)</b></p>	<p>Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Club will be open for inspection by the Members.</p>	<p><b>Add “and the ACNC Act” as per SLSC recommendations</b></p> <p>Subject to the Act <i>and the ACNC Act</i>, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Club will be open for inspection by the Members</p>
<p><b>Clause 35 .1</b></p>	<p>Add new clause</p>	<p><b>New clause to include a licensee for the club.</b></p>

		<p><b>Licensee</b></p> <p>The club shall nominate a Licensee who will hold a Clubs NSW Liquor &amp; Gaming licence for an ongoing period of time as seen fit by the board.</p> <p>That person must hold all the requirements of being a Licensee in NSW and be responsible to ensure that the club has adequate RSA holders on an ongoing basis</p>
Schedule 1		<p><b>Recommendation by SLNSW is to change Schedule 1 to a Bylaw which can then be amended by the board. This was the was the original intent when the constitution was written. Changing to a bylaw makes it Delete from constitution and add as Bylaw if required</b></p>
Schedule 2	<p><b>Example of Board of Directors' Obligations</b></p> <p>Club Board members must always exercise their powers and discharge their duties with the duty of care a reasonable person would expect.</p> <p>Club Board members must:</p> <ul style="list-style-type: none"> <li>• Act in good faith and a proper purpose.</li> <li>• Ensure they do not have a materiel personal interest in the subject in question.</li> <li>• Ensure they are fully informed about the subject in question to the level they reasonably believe is appropriate.</li> <li>• Always make decisions in the best interest of the Club.</li> <li>• Not make improper use of information gained from holding their role at the Club.</li> <li>• Not gain advantage for themselves or any other person</li> <li>• Cause detriment to the Club.</li> </ul>	

<b>Schedule 3</b>	<b>Terms of Reference (“ToR”): Queenscliff SLSC Foundation (“the Foundation”</b>	<b>Leave as part of the constitution renaming to schedule 1</b>
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