



LIFE SAVING VICTORIA LIMITED
(ACN 102 927 364)

CONSTITUTION

Amended 12 November 2016

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CORPORATIONS ACT (2001) (CTH)
COMPANY LIMITED BY GUARANTEE
CONSTITUTION

OF

LIFE SAVING VICTORIA LIMITED (ACN 102 927 364)

1. NAME OF COMPANY

The name of the company is Life Saving Victoria Limited ('Company').

2. OBJECTS OF COMPANY

The Company's mission is to prevent aquatic related death and injury in all Victorian communities and has the vision that all Victorians will learn water safety, swimming and resuscitation, and be provided with safe aquatic environments and venues.

The Company is established solely to:

- (a) promote technical education in lifesaving, resuscitation and first aid;
- (b) stimulate public opinion in favour of the general adoption of water safety swimming, personal survival and lifesaving as a branch of education and training in schools, colleges etc;
- (c) encourage floating, diving, plunging and such other swimming arts as would be of assistance to a person endeavouring to save life;
- (d) arrange and promote public lectures, demonstrations, competitions and provide education and training so as to bring about a widespread and thorough knowledge of the principles which underlie the art of swimming and lifesaving;
- (e) promote technical research and initiation of research within the field of water safety, personal survival, lifesaving, lifeguarding and resuscitation;
- (f) promote education, train and advice in lifeguarding and safety to the aquatic industry;
- (g) affiliate bodies of lifesavers to provide patrolling, rescue and educational services in the prevention of the loss of life;
- (h) promote, encourage, advance and control the work of lifesaving, the resuscitation of the apparently drowned and the application of first aid;
- (i) carry out research and development for the improvement of methods of lifesaving and the resuscitation of the apparently drowned, and to provide efficient life equipment of standard design, to minimise loss of life;
- (j) cooperate for the collective and mutual benefit of Members and lifesaving with any bodies in forwarding the improvement of methods of lifesaving (whether in still or rough water) and the securing of public recognition and financial support for lifesaving institutions;

- (k) affiliate, join, takeover, amalgamate, or become associated with any other body or bodies having as their major objects the promotion, education and participation in water safety, accident prevention, Lifesaving and the care of injured persons;
- (l) draft and promulgate rules for the management and control of Lifesaving and resuscitation work and so far as local conditions permit, to secure uniformity in such rules;
- (m) extend the operations or teachings of Royal Life Saving Society Australia Ltd and Surf Life Saving Australia Ltd;
- (n) develop Lifesaving into an organised institution, and with these objects in view, to foster, regulate, organise and manage examinations, competitions and functions; and to issue badges, medallions, certificates, awards and to present trophies to successful Members in assessments and competitions;
- (o) adjudicate on differences or disputes arising out of assessments, competitions and functions;
- (p) affiliate with and be bound by the rules and regulation of SLSA and, if applicable RLSSA;
- (q) obtain improved facilities for aquatic activities;
- (r) promote uniformity of laws for the control and regulation of aquatic activities, and to assist the authorities in enforcing those laws;
- (s) effect such purposes as may be necessary in the interest of aquatic activities;
- (t) hire, employ, remove, replace or reinstate secretaries, managers, club servants, workmen and other persons in and for the carrying out of the objects of the Company and to pay them in return for services rendered to the Company in the form of salaries, wages and gratuities;
- (u) subscribe to any charities and to grant donations for any public purpose and to provide a superannuation fund for the servants of the Company or otherwise to assist any such servants their widows children and dependents;
- (v) use and protect the Intellectual Property of the Company;
- (w) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to further the objects of the Company;
- (x) 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 lifesaving;
- (y) represent the interests of its Members and of lifesaving generally in any appropriate forum;
- (z) have regard to the public interest in its operations;

- (aa) 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;
- (bb) promote health and safety of Members and all other users of the aquatic environment; and
- (cc) encourage and promote competition free of the use of banned performance enhancing drugs substances or techniques.

3. POWERS OF COMPANY

3.1 Legal Capacity and Powers

Solely for furthering the objects set out above the Company has the legal capacity and powers as set out under section 124 of the Act.

3.2 Subsidiary Entities

The Company has the powers to establish wholly owned and controlled operating and non-operating subsidiary entities.

4. INTERPRETATION

4.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the Corporations Act 2001 (Cth).

Associate Member means an incorporated body which is either:

- (a) a Swimming and Life Saving Club;
- (b) an Educational Institution;
- (c) a Swimming Pool Member; or
- (d) a Community Group;

and which is a financial Member of the Company under this Constitution.

Board means the body consisting of the Directors under **Rule 23**.

Board Meeting means a meeting of the Board in person, by teleconference or by videoconference.

By-Laws means any by law, regulation or policy made by the Board under **Rule 34**.

Chief Executive Officer means the chief executive officer appointed by the Board having such functions as are set out under this Constitution.

Community Group means an incorporated community based organisation which conducts, or participates in, lifesaving activities.

Company Secretary means the person(s) appointed to perform the duties of the company secretary of the Company.

Constitution means this constitution of the Company as amended from time to time in accordance with **Rule 46**.

Council means the following bodies of the Company:

- (a) Council of Life Saving Clubs;
- (b) Life Saving Operations Council;
- (c) Aquatic Sports Council;
- (d) Membership and Leadership Development Council; and
- (e) Aquatic Education and Industry Engagement Council.

Council Executive means the governing body of a Council as elected or appointed by the voting members of that Council.

Council Representative means a Member who is elected or appointed from time to time by a Council to act for and on behalf of that Council and represent the Council at General Meetings.

Director means a member of the Board elected or appointed under this Constitution and includes the President, Ordinary Directors and the Independent Directors.

Delegate means a person elected or appointed from time to time by a Life Saving Club or Associate Member to act for and on behalf of that Life Saving Club or Associate Member at General Meetings.

Educational Institution means an entity which has as its primary purpose the provision of education and training (including, but not limited to, pre and primary schools, secondary schools, universities and colleges) and which is a financial Member of the Company under this Constitution.

External administrator is a person independent of the company and its directors, and acts in the interests of creditors as a whole.

Financial Member is a Member of the Company that has paid a membership fee, if any, for the current term of the Company.

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

General Meeting means the annual general meeting or any special general meeting of the Company.

Independent Director means a Director appointed under **Rule 26**.

Individual Member means registered members of Life Saving Clubs and a person who is a financial Member of the Company under this Constitution.

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Company or any event or activity of or conducted, promoted or administered by the Company.

Life Member means a person appointed to Life Membership under **Rule 7**.

Lifesaving means the act of preserving human life whether by rescue or preventative action and includes all activities which are incidental to this act.

Life Saving Club means a club formed and carried on for the purposes of lifesaving in accordance with the Objects and recognised as a Member under Part II of this Constitution.

Members means the Council Representatives, Life Saving Clubs, Associate Members, Service Members, Individual Members and Life Members, and such other categories of Members as created under **Rule 7**.

Objects mean the Objects of the Company set out in **Rule 2**.

Ordinary Director means a Director appointed to the Board by a Council under **Rule 25**.

President means the President of the Company elected under **Rule 24**.

RLSSA means The Royal Life Saving Society Australia ABN 71 008 594 616.

RLSSAV means The Royal Life Saving Society Australia Victoria Branch Limited (ACN 123 286 000) and its successors, substitutes and assigns.

Service Member means a person who is recognised by the Company as being qualified in the instruction, training or assessment of community lifesaving awards and who is a financial Member of the Company under this Constitution.

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

SLSV means Surf Life Saving Victoria Limited (ACN 004 704 652) and its successors, substitutes and assigns.

Special Resolution means a resolution passed in accordance with the Act:

- (a) of which at least 21 days notice has been given; and
- (b) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

Specialist Adviser means a person appointed by the Board under **Rule 33.8** to provide advice to the Board in relation to specific issues and business.

Subsidiary Entities means separate operating or non-operating legal entities that are wholly owned and controlled by the Company under **Rule 3.2**.

Swimming and Life Saving Club means an incorporated entity which conducts, or participates in, lifesaving activities and is a financial Member of the Company under this Constitution.

Swimming Pool Member means a public or private organisation which provides water safety education and training or water safety services and is a financial Member of the Company under this Constitution.

Trainer/Assessor Member means a person who is recognised by the Company as being a qualified trainer or assessor of lifesaving awards and who is a financial Member of the Company under this Constitution.

4.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) 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;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to 'writing' unless the contrary intention appears is to be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
- (i) any obligation on the Company or any Member to recognise, abide by or implement any constitutional provision, by-law, rule, policy, approval or other directive of SLSA and/or RLSSA shall only apply if the Company is formally recognised by and/or directly affiliated to that entity. Such recognition of affiliation to be determined in the respective discretion of SLSA and RLSSA, and

- (j) a reference to procedures and rules governing the conduct of meetings shall be construed as a reference to a meeting of the Company and or the Board, but not to meetings of a Council unless otherwise expressly stated.

4.3 Severance

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. If the rule or phrase cannot be so read down it will be severed to the extent of the invalidity or unenforceability. Such severance does not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 Expressions in Act

Except where the contrary intention appears, in this Constitution an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

4.5 Replaceable Rules Displaced

The replaceable rules referred to in the Act are displaced by this Constitution.

5. APPLICATION OF INCOME

5.1 Income and Property Applied to Objects

The income and property of the Company will be applied solely towards the promotion of the Objects.

5.2 No Income to Members

Except as prescribed in this Constitution:

- (a) no portion of the income or property of the Company will be paid or transferred, directly or indirectly by way of the bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth will be paid or given by the Company to any Member who holds any office of the Company.

5.3 Payments in Good Faith

Nothing contained in **Rule 5** prevents payment in good faith of or to any Member for:

- (a) any services actually rendered to the Company whether as an employee or otherwise;
- (b) goods supplied to the Company in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Company;
- (e) any out of pocket expenses incurred by the Member on behalf of the Company; or
- (f) any other reason,

provided that any such payment may not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

6. WINDING UP

6.1 Winding Up of the Company

Subject to this **Rule 6**, the Company may be wound up in accordance with the Act.

6.2 Liability of Members

The liability of the Members of the Company is limited.

6.3 Members' Contributions

Every Member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Company contracted before the time at which he or she 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).

6.4 Distribution of Property on Winding Up

If upon winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any assets or property, the same will not be paid to or distributed amongst the Members of the Company but must be given or transferred in the first instance to RLSSAV and SLSV in equal shares or if one of those entities has ceased to be incorporated, wholly to the other or to some body or bodies having objects similar to the Objects and 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 Company by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of the Company at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

7. MEMBERS

7.1 Category of Members

Membership of the Company will consist of the following categories:

- (a) Council Representatives, who shall have the right to attend, debate and vote at General Meetings;
- (b) Life Saving Clubs, which shall have the right through an appointed Delegate to attend, debate but not vote at General Meetings;
- (c) Associate Members, who shall have the right to attend, debate but not vote at General Meetings;
- (d) Service Members shall have the right to attend, debate but not vote at General Meetings;
- (e) Individual Members, who shall have the right to attend, but not debate or vote at General Meetings;
- (f) Life Members, who shall have the right to attend, but not debate or vote at General Meetings; and
- (g) such other category of Members as may be developed by the Board from time to time under **Rule 7.2**.

7.2 Creation of New Categories

- (a) Subject to **Rule 7.2(b)**, the Board may create new categories of membership from time to time with such rights, privileges and obligations as the Board may determine, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members.
- (b) Any new category of membership established by the Board under **Rule 7.2(a)** may not be granted voting rights at General Meetings.

7.3 Life Members

- (a) Each year the Board will call for nominations from Members for persons to be considered for life membership of the Company.
- (b) The Board may resolve to confer Life Membership upon one or more duly nominated persons who have rendered distinguished voluntary service to lifesaving at the State level.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

7.4 Councils

Each Council must:

- (a) elect or appoint Council Representative(s) to represent that Council at General Meetings in accordance with this Constitution;
- (b) abide by this Constitution, the By-Laws and any determination, resolution or policy which may be made or passed (by the Board) or at a General Meeting;
- (c) abide by the Objects;
- (d) subject to **Rule 4.2(i)** abide by the constitutions, regulations or by-laws (however called) and policies which may be made or passed by SLSA and RLSSA;
- (e) act at all times with all requirements that may be imposed on it by applicable State or Commonwealth law; and
- (f) at all times act on behalf of and in the interests of the Company, its Members and lifesaving.

7.5 Life Saving Clubs and Associate Members

- (a) An application for affiliation by a Life Saving Club or Associate Member must be:
 - (i) in writing on the form prescribed from time to time by the Board and lodged with the Company;
 - (ii) accompanied by a current copy of the Life Saving Club constitution, or in the case of a Associate Member, correspondence outlining their involvement in lifesaving, and
 - (iii) accompanied by the appropriate fee if any.

7.6 Service and Individual Members

- (a) An application for membership by a Service Member must be in writing on the form prescribed from time to time by the Board and lodged with the Company in conjunction with the appropriate fee.
- (b) An application for membership by an Individual Member must:
 - (i) in the case of a Life Saving Club member, be in writing on the form prescribed from time to time by the Board and lodged with the person's Life Saving Club in conjunction with the appropriate fee; and
 - (ii) in the case of all other Individual Members, be in writing on the form prescribed from time to time by the Board and lodged with the Company in conjunction with the appropriate fee.

7.7 Discretion to Accept or Reject Application

- (a) The Company may accept or reject an application for membership whether or not the applicant has complied with the requirements in **Rule 7** and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) The Company may impose any additional qualifications or requirements for particular classes of membership as it considers appropriate from time to time. Such qualifications or requirements shall be set out in the By-Laws.
- (c) Membership of the Company shall be deemed to commence upon acceptance of the application by the Board (or its delegated body). The Chief Executive Officer shall amend the register of Members accordingly as soon as possible.
- (d) If the Company rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Company.
- (e) The Company may permit a Life Saving Club to affiliate with the Company as a probationary Member on such terms and conditions as are determined by the Board (or its delegated body).

7.8 Membership Renewal by Life Saving Clubs and Associate Member

- (a) In order to remain Members, Life Saving Clubs and Associate Members must re-affiliate or renew their membership with the Company on an annual basis in accordance with the requirements set down by the Board from time to time.
- (b) If amended within the previous 12 months, upon re-affiliation, a Life Saving Club must provide the Company with an updated copy of its constitution and any other information reasonably required by the Company.
- (c) The Company may accept or reject an application for renewal of membership whether or not the applicant has complied with the requirements in **Rule 7** and shall not be required or compelled to provide any reason for such acceptance or rejection.

7.9 Membership Renewal by Service and Individual Members

- (a) In order to remain a Member, a Service Member must renew his membership with the Company on an annual basis in accordance with the procedures set down by the Board from time to time.
- (b) In order to remain a Member, an Individual Member must:
 - (i) in the case of a Life Saving Club member, lodge a new membership form with their Life Saving Club on an annual basis in accordance with the procedures set down by the Board from time to time; and
 - (ii) in the case of all other Individual Members, renew with the Company on an annual basis in accordance with the procedures set down by the Board from time to time.
- (c) The Company may accept or reject an application for renewal of membership whether or not the applicant has complied with the requirements in **Rule 7** and shall not be required or compelled to provide any reason for such acceptance or rejection.

8. RELATIONSHIP WITH NATIONAL LIFE SAVING BODIES

8.1 Recognition of Company by SLSA

Subject to the constitution of SLSA the Company is recognised by SLSA as the official State Centre and controlling authority for surf life saving in Victoria and subject to compliance with this Constitution and the constitution of SLSA shall continue to be so recognised and shall administer surf life saving in Victoria in accordance with the Objects.

8.2 Compliance

Subject to **Rule 4.2(i)**, the Members acknowledge and agree the Company shall:

- (a) be or remain incorporated in Victoria;
- (b) appoint such persons as may be required to be appointed to SLSA or RLSSA committees from time to time under this Constitution or the constitutions of SLSA or RLSSA or otherwise;
- (c) forward to SLSA and RLSSA a copy of its constituent documents and details of its elected Directors;
- (d) to the extent permitted or required by the Act, SLSA and RLSSA, ensure any amendments to, or substitution of, this Constitution are generally in conformity with the constitutions of SLSA and RLSSA (at least to the extent provided in **Rule 8.4**);
- (e) apply its property and capacity solely in pursuit of the Objects and lifesaving;
- (f) at all times act for the joint advantage of the Company, the Members and lifesaving;
- (g) do all that is reasonably necessary to enable the Objects to be achieved;
- (h) at all times operate with, and promote, mutual trust and confidence between the Company, SLSA, RLSSA and the Members in pursuit of the Objects;
- (i) adopt the Objects and adopt rules which reflect, and which are generally in conformity with the constitutions of SLSA and RLSSA; and
- (j) by adopting the Objects, abide by the constitutions of SLSA and RLSSA.

8.3 Operation of Rules

Subject to **Rule 4.2(i)**, the Company and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and the constitutions of SLSA and RLSSA and that this Constitution and the constitutions of SLSA and RLSSA operate to create uniformity in the way in which the Objects and lifesaving are to be conducted, promoted, encouraged and administered throughout Victoria and Australia;
- (b) to act in good faith and loyalty to each other, to SLSA and to RLSSA and to each SLSA State Centre and RLSSA Branch to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for the collective and mutual benefit of the Members and Lifesaving;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of lifesaving and its maintenance and enhancement;
- (d) to make full and proper disclosure to each other of all matters of importance to the Company and lifesaving;

- (e) not to acquire a private advantage at the expense of any of the other SLSA State Centres, RLSSA Branches, SLSA, RLSSA or lifesaving;
- (f) to promote the economic and sporting success of each other and to act interdependently with each other in pursuit of the Objects; and
- (g) that should the Company have administrative, operational or financial difficulties, SLSA and RLSSA may jointly act to assist the Company in whatever manner they consider appropriate, subject to the approval of the LSV Board.

8.4 Constitution of the Company

Subject to **Rule 4.2(i)**:

- (a) this Constitution shall clearly reflect the objects of SLSA and RLSSA and shall generally conform with the constitutions of SLSA and RLSSA (as amended from time to time), at least to the extent of:
 - (i) the respective objects of SLSA and RLSSA;
 - (ii) the respective structure and membership categories of SLSA and RLSSA;
 - (iii) recognising SLSA as the national peak body for surf life saving in Australia, in accordance with SLSA constitution;
 - (iv) recognising SLSA as the final arbiter on matters pertaining to surf life saving in Australia, including disciplinary proceedings; and
 - (v) such other matters as are reasonably required to give full effect to the constitutions of SLSA and RLSSA.
- (b) The Company shall provide to SLSA and RLSSA a copy of its Constitution, By-Laws and policies and all amendments made to such documents from time to time.

8.5 Register of Members

Subject to **Rule 4.2(i)**, the Company shall maintain, in a form acceptable to the Company, a register of all Members of the Company. The Company shall provide a copy of the register at a time and in a form acceptable to SLSA and RLSSA, and shall provide prompt and regular updates of the register to SLSA and RLSSA, subject to privacy regulations.

8.6 Representatives to SLSA and RLSSA

The Board shall, if and as required from time to time, appoint the Company representatives to both SLSA and RLSSA.

9. SUBSCRIPTIONS AND FEES

- (a) The annual fees and levies payable by Members to the Company and the basis of, the time for and manner of payment of such fees and levies will be as determined by the Board from time to time.
- (b) Any Member who has not paid all monies due and payable to the Company will (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or such earlier time in the Board's discretion.

10. REGISTER OF MEMBERS

The Chief Executive Officer will keep and maintain a register of Members in which is entered such information as is required under the Act.

11. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Company and that they are bound by this Constitution and the By-Laws;
- (b) they will comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
- (c) they will act in good faith and with loyalty to each other to ensure the maintenance and enhancement of lifesaving the standards, quality and reputation for the collective and mutual benefit of the Members and lifesaving;
- (d) they will not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of lifesaving and its maintenance and enhancement;
- (e) they will make full and proper disclosure to each other of all matters of importance to the Company and lifesaving;
- (f) they will not acquire a private advantage at the expense of the Company, any other Member or lifesaving;
- (g) they will operate with mutual trust and confidence in pursuit of the Objects;
- (h) they will promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects;
- (i) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Company and of SLSA and RLSSA;
- (j) this Constitution and By-Laws are necessary and reasonable for promoting the objects of the Company; and
- (k) they are entitled to all benefits, advantages, privileges and services of Company membership.

12. DISCONTINUANCE OF MEMBERSHIP

12.1 Notice of Resignation

Subject to this Constitution any Member which has paid all money due and payable to the Company and has no other liability (contingent or otherwise) to the Company may resign from the Company by giving one month's notice in writing to the Company of such intention to withdraw or resign. Upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member who has paid all money due and payable to the Company may resign by notice in writing with immediate effect.

12.2 Register to be Amended

Upon the Member ceasing to be a Member under **Rule 12.1** an entry, recording the date on which the Member ceased to be a Member will be recorded in the register

12.3 Failure to Re-Affiliate or Renew

If a Life Saving Club has not re-affiliated or an Associate Member, Service Member or Individual Member has not renewed within 2 months of re-affiliation or membership renewal falling due, that Member's membership of the Company will be deemed to have lapsed from that time.

12.4 Member to Re-Affiliate or Renew

A Member whose membership has been discontinued or has lapsed under **Rule 12.3** must seek renewal or re-affiliation for membership in accordance with this Constitution.

12.5 Delegate Position Lapses

The position of Delegate of a Life Saving Club or an Associate Member lapses immediately on cessation of membership of the Life Saving Club or Associate Member.

12.6 Cessation of Membership

Where a Life Saving Club or an Associate Member ceases to be a Member under this Constitution or the Act, the Individual Members of that Life Saving Club may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board. The discretion of the Board in this **Rule 12.6** shall be exercised reasonably.

12.7 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Company and its property including Intellectual Property. Any Company documents, records or other property in the possession, custody or control of that Member shall be returned to the Company immediately.

12.8 Reinstatement of Membership

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, which shall be exercised reasonably, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

13. DISCIPLINE OF MEMBERS

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or a resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects or the interests of the Company; or
- (c) brought themselves, lifesaving or the Company into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction procedures, penalties and appeal mechanisms (if any) of the Company set out in the By-Laws.

14. SUSTAINABILITY OF LIFE SAVING CLUBS

Should a Life Saving Club have administrative, operational or financial difficulties, including but not limited to where a Life Saving 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 Life Saving Club; or enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
- (b) has a mortgagee or other creditor take possession of any of its assets,

the Company may, at the written request of the Life Saving Club act to assist that Life Saving Club including, where permitted by law, appointing an external administrator to the Life Saving Club.

15. GENERAL MEETINGS

- (a) An annual general meeting of the Company must be held in accordance with the Act and this Constitution and, subject to the Act, on a date and at a venue to be determined by the Board
- (b) All General Meetings other than the annual general meeting are special general meetings and must be held in accordance with this Constitution.
- (c) The Company may hold a General Meeting at two or more venues using any technology that gives the Council Representatives and Delegates as a whole a reasonable opportunity to participate.
- (d) The General Meeting may in addition to its other powers and functions under the Act:
 - (i) elect and dismiss the President in accordance with this Constitution and the Act;
 - (ii) alter the Constitution in accordance with this Constitution;
 - (iii) consider and accept or reject the annual report;
 - (iv) consider and accept or reject the annual financial report;
 - (v) consider and pass or reject any Special Resolutions including any Special Resolution to alter this Constitution;
 - (vi) admit new, or remove any, Councils; and
 - (vii) be the final arbiter on matters referred to it by the Board.

16. COUNCIL REPRESENTATIVES AND DELEGATES

16.1 Appointment of Council Representatives

- (a) Each Council will appoint the following number of Council Representatives for such term as the particular Council determines (but in any event for not longer than two years) commencing from the date upon which the Council Representative is appointed.

Council	Number of Representatives
Council of Life Saving Clubs	Two
Life Saving Operations Council	Two
Aquatic Sports Council	One
Membership & Leadership Development Council	One
Aquatic Education & Industry Engagement Council	Two

- (b) A Council Representative must:
- i. be an Individual Member;
 - ii. be a member of the Council Executive of the Council or an appointed delegate to the Council that appoints the Council Representative;
 - iii. be appropriately empowered by the appointing Council to vote at General Meetings on its behalf and, if any direction is given by the Council, as directed; and
 - iv. not be a Director.

16.2 Council to Advise

Each Council shall advise the Chief Executive Officer in writing of its appointed Council Representative(s) within 10 business days of such appointment being made.

16.3 Appointment of Delegates

Each Life Saving Club and Associated Member may appoint one Delegate for such term as is deemed appropriate by the Life Saving Club or Associate Member. A Delegate must not be a Director of LSV.

16.4 Life Saving Club to Advise of Delegate

Where a Life Saving Club or Associate Member has appointed a Delegate it must advise the Chief Executive Officer in writing of its appointed Delegate as soon as practicable after the appointment.

17. NOTICE OF GENERAL MEETING

17.1 Notice of General Meetings

Subject to the provisions of the Act relating to agreements for shorter notice, the Company must provide not less than twenty days' written notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) of any General Meeting. The notice must be given to all persons who are entitled to receive such notices from the Company and must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting, set out an intent to propose the special resolution and state the resolution; and
- (d) if a Member is entitled to appoint a proxy, contain a statement setting out that the Member has a right to appoint a proxy.

17.2 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Member may be represented at, or take part in a General Meeting, unless all monies then due and payable to the Company are paid.

18. BUSINESS

18.1 Business of General Meetings

- (a) The business to be transacted at the annual general meeting includes the consideration of accounts, reports of the Board and auditors, the election of the President and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting with the exception of those matters set out in **Rule 18.1(a)** is special business. 'Special business' is business of which a notice of motion has been submitted under **Rule 18.3**.

18.2 Business Transacted

No business other than that stated on the notice may be transacted at that meeting.

18.3 Notice of Motion

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the required form) to the Chief Executive Officer not less than forty-five days (excluding receiving date and meeting date) prior to the General Meeting.

19. SPECIAL GENERAL MEETINGS

19.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a General Meeting of the Company and, where, but for this Rule more than fifteen months would elapse between annual general meetings, convene a General Meeting before the expiration of that period.

19.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing signed by not less than six Council Representatives (from at least four Councils) convene a special general meeting.
- (b) The requisition for a special general meeting shall state the object(s) of the meeting, shall be signed by the Council Representatives making the requisition and be sent to the Company. The requisition may consist of several documents in a like form, each signed by one or more of the Council Representatives making the requisition.
- (c) If the Board does not cause a special general meeting to be held within three months after the date on which the requisition is sent to the Company, the Council Representatives making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (d) A special general meeting convened by Council Representatives under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present. A quorum for General Meetings of the Company is six Council Representatives from four Councils.

20.2 President of the Company to Preside

The President of the Company will, subject to this Constitution, preside as chair at every General Meeting. If the chair is not present, or is unwilling or unable to preside, the Directors will choose one of their number present who will, subject to this Constitution, preside as chair for that meeting only.

20.3 Adjournment of Meeting

- (a) If a General Meeting does not have a quorum present within thirty minutes after the time for the meeting set out in the notice of meeting, the meeting is adjourned to the date, time and place the Board specifies if the Board does not specify one or more of these things, then the meeting is adjourned to:
 - (i) if the date is not specified the same day in the next week;
 - (ii) if the time is not specified the same time; and
 - (iii) if the place is not specified the same place.

- (b) If no quorum is present at the resumed meeting within thirty minutes after the time for the meeting, then:
 - (i) if the meeting was called as a consequence of a requisition of Council Representatives, the meeting is dissolved; and
 - (ii) in all other cases, the Members present are a quorum, providing there is no less than three Members present.
- (c) The chair may, with the consent of any General Meeting at which a quorum is present, and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (e) Except as provided in **Rule 20.3(d)** it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

20.4 Voting Rights

Subject to this Constitution each Council Representative is entitled to one vote at General Meetings. No other Member is entitled to a deliberative vote, but subject to this Constitution will have, and be entitled to exercise, those rights set out in **Rule 7.1**.

20.5 Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chair will have a casting vote.

20.6 Disallowance of Vote

A challenge to a right to vote at a General Meeting:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair whose decision is final.

Every vote not so disallowed is valid for all purposes.

20.7 Procedure

At any General Meeting a resolution put to the vote of the meeting will be decided on a show of hands, unless a poll is (before or on the declaration of the result on the show of hands) demanded:

- (a) by the chair; or
- (b) by at least five Council Representatives entitled to vote on the resolution. A demand for a poll may be withdrawn.

20.8 Recording of Determinations

Unless a poll is demanded under **Rule 20.7** a declaration by the chair 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 the Company is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

20.9 Where Poll Demanded

If a poll is duly demanded under **Rule 20.7** on a matter other than the election of the chair or the question of adjournment it must be taken when and in the manner the chair directs. A poll on the election of the chair or on the question of an adjournment must be taken immediately.

20.10 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings will be determined by the majority of votes. Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the chair is entitled to a casting vote.

20.11 Minutes

The Company Secretary must keep minutes of the resolutions and proceedings of each General Meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

21. PROXIES AND POSTAL BALLOT

21.1 Appointment of Proxy by Council Representative

A Member of the Company who is entitled to attend and cast a vote at a General Meeting may appoint a person as that Member's proxy to attend and vote for that Member at the meeting. No person may exercise more than one proxy vote at any one time. An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information and is in the following form:

LIFE SAVING VICTORIA LIMITED

I, [] of [] being a Member of the above-named Company, hereby appoint [] of [] or, failing that person, [] of [] to vote for me on my behalf at the general meeting of the Company, to be held on the [] day of [] 20[], and at any adjournment thereof.

Signed this day of 20 .

This form is to be used # in favour of / against the resolution.

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as the proxy thinks fit.

21.2 Voting by Proxy

A proxy appointed to attend and vote for a Member has the same rights as the Member to:

- (a) speak at the meeting; and
- (b) vote; and
- (c) join in a demand for a poll.

21.3 Delivery of Proxy Form

For an appointment of a proxy to be effective, the proxy form must be received by the Company on or before the commencement of the General Meeting. If the meeting of the Company's Members has been adjourned, a proxy form received by the Company prior to the resumption of the meeting is effective for the resumed part of the meeting.

21.4 Validity of Proxy Vote

If the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- (a) the appointing Member dies,
- (b) the Member is mentally incapacitated; and
- (c) the Member revokes the proxy's appointment.

21.5 Postal or Electronic Ballot

Should an issue arise between General Meetings which requires a decision by Members, the Board may call a postal or electronic vote in such manner as it considers necessary

22. POWERS OF THE BOARD

Subject to the Act and this Constitution the business of the Company will be managed and the powers of the Company will be exercised, by the Board. In particular, the Board as the controlling authority of the Company will be responsible for acting on all issues in accordance with the Objects and will operate for the collective and mutual benefit of the Company and lifesaving throughout Victoria, Australia and internationally, and must:

- (a) govern lifesaving in accordance with the Objects;
- (b) enact the strategic direction of the Company;
- (c) by itself or by delegation to a committee, formulate, approve, issue, adopt, interpret and amend such By-Laws, regulations and policies for the proper advancement, management administration of the Company, the advancement of the Objects and lifesaving as it thinks is necessary or desirable;

- (d) review the Company's performance in achieving its pre-determined aims, objectives, By-Laws and policies; and
- (e) manage the Company's interstate and international responsibilities.

23. COMPOSITION OF THE BOARD

23.1 Board Composition

The Board comprises:

- (a) a President elected by the Councils' Representatives under **Rule 24**;
- (b) two Ordinary Directors appointed by the Council of Life Saving Clubs under **Rule 25**;
- (c) two Ordinary Directors appointed by the Life Saving Operations Council under **Rule 25**;
- (d) one Ordinary Director appointed by the Aquatic Sports Council under **Rule 25**;
- (e) one Ordinary Director appointed by the Membership and Leadership Development Council under **Rule 25**;
- (f) one Ordinary Director appointed by the Aquatic Education and Industry Engagement Council under **Rule 25**; and
- (g) up to three Independent Directors appointed by the Board under **Rule 26** one of whom must be drawn from the aquatic industry, education and/or external training Industry.

A person may only occupy one position on the Board.

24. PRESIDENT

24.1 Qualifications of President

- (a) Nominees for the position of President must meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws.
- (b) Nominees for the position of President must declare any position they hold in a Life Saving Club or Associate Member, including as an office bearer, director or a paid appointee. If the nominee is elected they must:
 - (i) resign from any position they hold on the executive, board or committee of management of the Life Saving Club within three months of election; or
 - (ii) if the LSV Governance Committee determines there is a conflict of interest, resign from any position they hold on the executive, board or committee of management of the Associate Member within three months of election.
- (c) The President must not hold any elected position within the Company other than as provided by the By-Laws.

24.2 Nomination of President

- (a) The Chief Executive Officer will call for nominations at least ninety days before the date of the annual general meeting. All Members will be notified of the call for nominations.
- (b) Nominations for the position of President must be:
 - (i) in writing;
 - (ii) on the prescribed form provided for that purpose;
 - (iii) signed by a proposer and seconder, who must be Members; and
 - (iv) certified by the nominee (who must be or have been a Member of the Company for a least one year) expressing his or her willingness to accept the position, and its accompanying duties.
- (c) Nominations must be received by the Chief Executive Officer at least sixty days prior to the annual general meeting.
- (d) Nominations for the position of President received by the Chief Executive Officer shall be forwarded to the LSV Governance Committee. The LSV Governance Committee shall be charged with the responsibility of reviewing all nominations and making recommendations to the Councils for their consideration in electing the President under **Rule 24.3**.

24.3 Election of President

If one or more nominations are received for the position of President, then a nominee will only be elected if he/she is voted for by a majority of the Council Representatives at the annual general meeting.

In the case of an equality of votes, whether on a show of hands or on a poll, the chair will have a casting vote.

24.4 Term of Appointment

- (a) The President will be elected in accordance with this Constitution for a term of two years, which commences from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (b) A President may serve for a maximum of three consecutive terms, following which he/she shall be eligible to hold an Ordinary Director or Independent Director position if so elected or appointed.

25. ORDINARY DIRECTORS

25.1 Councils to Appoint

- (a) The Council of Life Saving Clubs shall be responsible for appointing two Ordinary Directors to the Board.
- (b) The Life Saving Operations Council shall be responsible for appointing two Ordinary Directors to the Board.
- (c) The Aquatic Sports Council shall be responsible for appointing one Ordinary Director to the Board.
- (d) The Membership and Leadership Development Council shall be responsible for appointing one Ordinary Director to the Board.
- (e) The Aquatic Education and Industry Engagement Council shall be responsible for appointing one Ordinary Director to the Board.
- (f) Nominees for the position of Ordinary Directors must meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws.
- (g) The manner for appointment of Ordinary Directors by each Council will be prescribed in the By-Laws.

25.2 Term of Appointment

- (a) Terms of Ordinary Directors will be two years, which commences from the conclusion of the annual general meeting immediately following the date on which the election or appointment occurred until the conclusion of the second annual general meeting following.
- (b) Those Councils which are entitled to appoint two Ordinary Directors will appoint one Ordinary Director in years of even number and one Ordinary Director in years of odd number.
- (c) Should any adjustment to the term of Ordinary Directors appointed under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Appointment of Ordinary Directors to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately one half of the Ordinary Directors retiring each year.
- (d) An Ordinary Director may serve for a maximum of three consecutive terms, following which (s)he shall be eligible to hold the position of President or Independent Director if so elected or appointed. After a period of twelve months (s)he may be eligible for a further appointment as an Ordinary Director if so elected by a Council.

25.3 Ordinary Director Interests

Nominees for Ordinary Director positions on the Board must declare any position they hold in a Life Saving Club or Associate Member, including as an office bearer, director or a paid appointee. In addition to the obligations imposed on Directors under **Rule 29.2**, if the nominee is appointed they must offer to exclude themselves from any item discussed at a Board Meeting which will impact upon the interests of their specific Life Saving Club or Associate Member.

26. INDEPENDENT DIRECTORS

26.1 Appointment of Independent Directors

The President and the Ordinary Directors shall appoint up to three Independent Directors following consultation with the LSV Governance Committee.

26.2 Qualifications for Independent Directors

- (a) The Independent Directors may have specific skills in education, commerce, finance, marketing, law or business generally or such other skills which complement the Board composition but need not have experience in or exposure to operations of the Company. One of the Independent Directors should have specific skills in the aquatic industry, education and/or external training. They do not need to be Members of the Company.
- (b) Independent Directors must declare any position they hold in a Life Saving Club or Associate Member, including as an office bearer, director or a paid appointee. Following their appointment, Independent Directors must resign from any position they hold on the executive, board or committee of management of the Life Saving Club or Associate Member within three months of such appointment.

26.3 Term of Appointment

- (a) Independent Directors shall hold office for such term as is determined by the Directors appointing them but in any event for a maximum of two years. Independent Directors may be appointed for a second or third but no more than three consecutive terms.
- (b) The timing of appointments of Independent Directors should be timed to ensure co-incidence of rotational terms with the Ordinary Directors. Should any adjustment to the term of Independent Directors appointed under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board.

27. VACANCIES OF BOARD MEMBERS

27.1 Grounds for Termination of Director

The office of a Director becomes vacant if the Director:

- (a) becomes bankrupt;
- (b) 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;
- (c) resigns office by written notice to the Company at its registered office;
- (d) becomes prohibited from being a director by virtue of the Act;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of three months, or for three consecutive Board meetings;
- (f) is directly or indirectly interested in any contract or proposed contract with the Company, otherwise than as a parent or guardian of a child attending a school or other educational establishment operated by the Company and fails to declare the nature of the interest in the manner required by this Constitution;
- (g) accepts remuneration, payment or other benefits other than in accordance with this Constitution;
- (h) is removed from office by Special Resolution under **Rule 27.2**;
- (i) in the case of an Ordinary Director, ceases to be a Member of the Company; or
- (j) dies.

27.2 Removal of a Director

- (a) The Company in a General Meeting may remove any Director before the expiration of their term of office in accordance with the Act. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with **Rule 27.3**.
- (b) Where the Director to whom a proposed resolution referred to in **Rule 27.2(a)** makes representations in writing to the Chief Executive Officer and requests that such representations be notified to the Council Representatives, the Chief Executive Officer may send a copy of the representations to each Council Representative or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

27.3 Casual Vacancies

- a. A vacancy in the position of President shall be filled by the Board from amongst their number until the next General Meeting at which a new President will be elected in accordance with this Constitution.
- b. A vacancy in the position of an Ordinary Director shall be filled by the Council which appointed the Director.
- c. Any Independent Director casual vacancy may be filled by the remaining Directors from among appropriately qualified persons, for the remainder of the Independent Director's term.
- d. The manner for appointment to fill a casual vacancy by each Council will be prescribed in the By-Laws.

27.4 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

28 MEETINGS OF THE BOARD

28.1 Board to Meet

The Board will meet 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. The Company Secretary will, on the requisition of the President or two Directors, convene a meeting of the Board within a reasonable time. All Board meetings will be conducted in camera. The Board may invite members or guests to attend all or part of the Board meetings.

28.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board are decided by a majority of votes and all questions so decided are for all purposes to be deemed a determination of the Board. All Directors have one vote on any question. The chair shall have no deliberative vote, but be entitled to exercise a casting vote where voting is equal. Proxy votes are not permitted for Board meetings.

28.3 Resolutions not in Meeting

- (a) A resolution in writing signed or assented to by facsimile, electronic mail or some other form of electronic communication by all the Directors is 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.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
 - (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 **Rule 28.3(b)(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 Rule to be held, then the meeting is suspended until **Rule 28.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting is deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present is 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 is deemed to be held at the place where the chair is located.

28.4 Quorum

At meetings of the Board the number of Directors whose presence (or participation under **Rule 28.3**) is required to constitute a quorum is a majority of the Directors.

28.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement is sufficiently evidenced by their presence), not less than seven days' oral or written notice of the meeting of the Board must be given to each Director by the Company Secretary.

28.6 Validity of Board Decisions

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

28.7 Chair of Board Meeting

The President will preside at every meeting of the Board. If the President is not present, or is unwilling or unable to preside, the Directors must choose one of the Directors present to preside as chair for that meeting only.

29 CONFLICTS

29.1 Directors' Interests

A Director shall be disqualified by holding any place of profit or position of employment in the Company or in any company or other legal entity in which the Company is a shareholder or otherwise interested or from contracting with the Company either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Unless approval is obtained from the Board, any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested will be void.

29.2 Conflict of Interest

A Director must declare his or her interest in any:

- (a) contractual matter;
- (b) disciplinary matter; or
- (c) other financial matter,

in which a conflict of interest arises or may arise, and must, unless otherwise determined by the Board, absent himself or herself from discussions of such matter and is not entitled to vote in respect of such matter. If the Director votes, the vote will not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter must be adjourned or deferred.

29.3 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

29.4 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 28** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

29.5 Recording Disclosures

It is the duty of the Company Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with **Rule 29.3**.

30 COMPANY SECRETARY

30.1 Appointment of Company Secretary

A Company Secretary will be appointed by the Board for such term and on such conditions as it thinks fit. Any Company Secretary so appointed may be removed by the Board. The Company Secretary is entitled to notice of, attend and participate in debate at all meetings of the Board, but has no entitlement to vote.

30.2 Specific Duties

The Company Secretary will:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) prepare, or ensure the preparation of the agenda for all Board meetings and all General Meetings;
- (c) record and prepare or ensure the recording and preparation of minutes of the proceedings of all meetings of the Board and the Company; and
- (d) regularly report on the activities of, and issues relating to, the Company.

31 CHIEF EXECUTIVE OFFICER

31.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Chief Executive Officer shall be entitled to notice of, attend and participate in debate at all meetings of the Board but shall have no entitlement to vote. The Board shall review the performance of the Chief Executive Officer on annual basis.

31.2 Broad Power to Manage

The Company shall be managed by the Chief Executive Officer who may exercise all powers of the Company which are not, under the Act or this Constitution, required to be exercised by the Board or by the Company in General Meeting. The Chief Executive Officer shall administer lifesaving in Victoria in accordance with this Constitution, the By-Laws and all policy directions of the Board.

31.3 Chief Executive Officer May Employ

The Chief Executive Officer, as delegated by the Board, may employ such personnel as are deemed necessary from time to time.

32 COUNCILS

32.1 Establishment of Councils

Subject to **Rule 4.2(i)**, there shall be five Councils of the Company each of which shall be responsible for a discipline of lifesaving in accordance with the Objects, this Constitution, the constitutions of SLSA and RLSSA and the By-Laws. These shall be:

- (a) Council of Life Saving Clubs;
- (b) Life Saving Operations Council;
- (c) Aquatic Sports Council;
- (d) Membership and Leadership Development Council; and
- (e) Aquatic Education and Industry Engagement Council.

32.2 The Council of Life Saving Clubs

- (a) Role of Council of Life Saving Clubs

The role of the Council of Life Saving Clubs shall be to:

- (i) provide a forum for the conduit and sharing of information and issues for Life Saving Club Delegates;
- (ii) notify the Board of relevant Life Saving Club issues;
- (iii) receive reports from Directors and Company staff members in relation to Life Saving Club matters;
- (iv) elect a Council Executive and two Ordinary Directors;
- (v) elect or appoint two Council Representatives;
- (vi) provide recommendations, policy advice and direction to the Board in relation to Life Saving Club matters; and
- (vii) work to ensure there is effective and efficient communication and co-operation between all Councils and LSV

- (b) Composition and Structure
 - (i) The Council of Life Saving Clubs will comprise one Life Saving Club Delegate from each Life Saving Club.
 - (ii) The Council of Life Saving Clubs shall elect a Council Executive in accordance with the procedures set out in the By-Laws,
 - (iii) The Council of Life Saving Clubs shall also be responsible for the appointment of Specialist Officers as are required from time to time in accordance with the By-Laws
- (c) Operation of Council of Life Saving Clubs
 - (i) The procedures which govern the operation of the Council of Life Saving Clubs shall be set out in the By-Laws.

32.3 Life Saving Operations Council

- (a) Role of Life Saving Operations Council

The role of the Life Saving Operation Council shall be to:

- (i) provide a safe beach and aquatic environment through the provision of lifesaving services;
 - (ii) provide a forum for the conduit and sharing of information and life saving operations issues for Life Saving Club Delegates;
 - (iii) notify the Board of relevant lifesaving operations issues;
 - (iv) receive reports from Directors and Company staff members in relation to lifesaving operations matters;
 - (v) coordinate the consistency of lifesaving operations on a Victoria wide basis;
 - (vi) elect a Council Executive and two Ordinary Directors;
 - (vii) elect or appoint two Council Representatives;
 - (viii) provide recommendations, policy advice and direction to the Board in relation to lifesaving operations matters; and
 - (ix) work to ensure there is effective and efficient communication and co-operation between all Councils and LSV.
- (b) Composition and Structure
 - (i) The Life Saving Operations Council will comprise one Life Saving Club Delegate from each Life Saving Club.
 - (ii) The Life Saving Operations Council shall elect a Council Executive in accordance with the procedures set out in the By-Laws,

- (iii) The Life Saving Operations Council shall establish:
 - (A) a State Committee of Lifesaving Training and Assessment; and
 - (B) a State Committee of Lifesaving Services;
 each of which shall report to the Life Saving Operations Council Executive.
- (iv) The Life Saving Operations Council shall also be responsible for the establishment and operations of Specialist Panels and the election or appointment of Specialist Officers as are required from time to time in accordance with the By-Laws
- (c) Operation of Life Saving Operations Council
 - (i) The procedures which govern the operation of the Life Saving Operations Council shall be set out in the By-Laws.

32.4 Aquatic Sports Council

(a) Role of Aquatic Sports Council

The role of the Aquatic Sports Council is the development and implementation of competition practices and procedures to achieve the highest standards of lifesaving competition for Victoria, using the most constructive policies and procedures from either or both SLSA and RLSSA. In particular, the Aquatic Sports Council shall be responsible for the facilitation and coordination of:

- (i) all pool competition series, including annual championships;
- (ii) all beach competition series, including annual championships;
- (iii) IRB/Powercraft competition, including annual championships;
- (iv) common set of competition rules in each discipline of beach, pool and IRB;
- (v) coaching programs for each discipline pool, beach and IRB;
- (vi) officials programs for each discipline and procedures for all competition disciplines;
- (vii) risk management, policies and procedures for all competition disciplines;
- (viii) anti-doping policies, procedures and education;
- (ix) the election of a Council Executive and one Ordinary Director;
- (x) the election or appointment of one Council Representative;
- (xi) the implementation of new competition disciplines as deemed relevant and appropriate; and
- (xii) effective and efficient communication and co-operation between all Councils and LSV.

- (b) Composition and Structure
 - (i) The Aquatic Sports Council will comprise one Delegate from each Life Saving Club (voting on all matters) and Associate Member (voting on non-beach matters only).
 - (ii) The Aquatic Sports Council shall elect a Council Executive in accordance with the procedures set out in the By-Laws. The Council Executive shall include provision for representation of appropriate personnel from the Membership and Leadership Development Council.
 - (iii) The Aquatic Sports Council shall be responsible for the establishment and operations of Specialist Panels and the election or appointment of Specialist Officers as are required from time to time in accordance with the By-Laws and shall report to the Council Executive.
- (c) Operation of Aquatic Sports Council
 - (i) The procedures which govern the operation of the Aquatic Sports Council shall be set out in the By-Laws.

32.5 Membership and Leadership Development Council

- (a) Role of Membership and Leadership Development Council

The role of the Membership and Leadership Development Council shall be to:

 - (i) facilitate and coordinate the development and implementation of member and leadership related activities that foster increased participation by young people and members in the broad range of current and future activities offered by LSV;
 - (ii) elect a Council Executive and one Ordinary Director;
 - (iii) elect or appoint one Council Representative; and
 - (iv) work toward the effective and efficient communication and co-operation between all Councils and LSV.
- (b) Composition and Structure
 - (i) The Membership and Leadership Development Council will comprise:
 - (A) one Delegate from each Life Saving Club;
 - (B) three Delegates representing affiliated Swimming and Life Saving Clubs involved in member and leadership development activities;
 - (C) three Delegates representing affiliated Swimming Pool Members involved in member and leadership development activities;

- (D) three Delegates representing affiliated Educational Institution Members involved in member and leadership development activities; and
 - (E) three Delegates representing affiliated Community Group Members involved in member and leadership development activities.
- (ii) The Membership and Leadership Development Council shall elect or appoint a Council Executive in accordance with the procedures set out in the By-Laws. The Council Executive shall include provision for representation of appropriate personnel from the Aquatic Education and Industry Engagement Council.
 - (iii) The Membership and Leadership Development Council shall be responsible for the establishment and operations of Specialist Panels and the election or appointment of Specialist Officers as are required from time to time in accordance with the By Laws who shall report to the Council Executive.
- (c) Operation of Membership and Leadership Development Council
 - (i) The procedures which govern the operation of the Membership and Leadership Development Council shall be set out in the By-Laws.

32.6 Aquatic Education and Industry Engagement Council

- (a) Role of Aquatic Education and Industry Engagement Council

The role of the Aquatic Education and Industry Engagement Council shall be to:

- (i) advise the strategic direction, facilitation and coordination of development and implementation of education and training programs, resources, materials and services for public and private schools, swimming pools and waterways and for community safety programs in the broad range of current and future activities offered by LSV.
- (ii) nominate one Ordinary Director who shall be appointed by the Board following a recommendation by a Nominations Committee as provided in the By Laws;
- (iii) nominate two Council Representatives who shall be appointed by the Board following a recommendation by a Nominations Committee as provided in the By Laws; and
- (iv) work toward the effective and efficient communication and co-operation between all Councils and LSV.
- (v) Nominations for a Director and two Council Representatives from the Aquatic Education and Industry Engagement Council shall be considered by a sub-group of the Governance Committee that shall comprise the following persons:

- (A) The LSV President or his/her nominee;
- (B) A person with sound knowledge of and extensive experience in the aquatic education and aquatics industry;
- (C) An independent person who may be an Independent Director; and
- (D) A Senior Executive of the Company with knowledge of and experience in the aquatic education and aquatics industry fields who will support the Committee in an advisory but non-voting role.

(b) Composition and Structure

- (i) The Aquatic Education and Industry Engagement Council will be comprised of participants in aquatic education and industry groups convened by the Company as provided in the By-Laws as well as Service Members and Delegates of Associate Members who have an interest and involvement in aquatic education and the aquatic industry.
- (ii) The Aquatic Education and Industry Engagement Council shall have a Council Executive in accordance with the procedures set out in the By-Laws.
- (iii) The Aquatic Education and Industry Engagement Council shall be responsible for the establishment and operation of Specialist Panels and the election or appointment of Specialist Officers as are required from time to time in accordance with the By-Laws who shall report to the Council Executive.

(c) Operation of Aquatic Education and Industry Engagement Council

The procedures which govern the operation of the Aquatic Education and Industry Engagement Council shall be set out in the By-Laws.

33 COMMITTEES AND ADVISERS

33.1 Board may delegate functions to committees

The Board may by instrument in writing create or establish or appoint from amongst its own members, the Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines.

33.2 Delegation by Instrument

The Board may by instrument in writing delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) any other function imposed on the Board by the Act or any other law, or this Constitution.

33.3 Delegated Function Exercised in Accordance With Terms

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

33.4 Procedure of Committees

- (a) The procedures for any committee established under this Rule 33 shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 289. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) One Director and or the Chief Executive Officer shall be ex officio members of any committee so appointed.
- (c) With fourteen (14) days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Chief Executive Officer.

33.5 Delegation may be Conditional

A delegation under this Rule 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.

33.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee under this Rule where such decision is contrary to this Constitution, the By-Laws the Act, the Objects or the committee's delegation.

33.7 Standing Committees

The Company must establish and maintain the following standing committees:

- (a) LSV Finance, Risk and Audit Committee;
- (b) LSV Grievance and Judiciary Committee;
- (c) LSV Governance Committee; and
- (d) LSV Honours and Awards Committee.

The charter, composition and reporting obligations of each standing committee shall be set out in the By-Laws.

33.8 Specialist Advisers

- (a) The Board may appoint one or more Specialist Advisers for the purpose of providing expert advice in specialised areas.
- (b) The Board shall specify the terms of reference for any Specialist Adviser so appointed and may from time to time vary those terms of reference.
- (c) The Board may terminate the appointment of a Specialist Adviser at any time and shall at least once in each year review the term of appointment of any such Specialist Adviser.

33.9 Patrons

The Board may appoint one or more patrons of the Company with such roles and on such terms as it considers appropriate for furthering the Objects.

34 BY-LAWS

34.1 Board to Formulate By-Laws

The Board may from time to time as circumstances dictate, formulate, interpret, approve, adopt, make, alter and amend By-Laws for the proper advancement, management and administration of the Company, the advancement of the Objects and lifesaving as it thinks necessary or desirable. The By-Laws must (as far as practicable) be in conformity with the constitutions, regulations and policies of SLSA and RLSSA and must be consistent with this Constitution and all policy directives of the Company. The By-Laws are binding on all Members.

34.2 Notices Binding

The Chief Executive Officer must bring to the notice of the Board and Members all By-Laws and any formulation, interpretation, amendment, alteration and repeal of them. Notices are binding upon all Members.

35 COMMON SEAL

The Company may have a common seal. If it does then:

- (a) the common seal must comply with the Act;
- (b) the Board will provide for the safe custody of the common seal; and
- (c) the seal may only be used with the authority of the Board.

36 EXECUTION UNDER COMMON SEAL

If the Company does have a common seal then it may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

- (a) two Directors; or
- (b) a Director and the Chief Executive Officer.

37 EXECUTION WITHOUT COMMON SEAL

The Company may execute a document without using a common seal if the document is signed by:

- (a) two Directors; or
- (b) a Director and the Chief Executive.

38 DIRECTORS INTERESTS

A Director may NOT sign a document to which the seal of the Company is fixed where the Director is interested in the contract or arrangement to which the document relates.

39. NEGOTIABLE INSTRUMENTS

Any two Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This provision is subject to the Board determining that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

40. REGISTERS

Subject to the Act, the Board will cause the following company registers to be kept:

- (a) a register of Members; and
- (b) where debentures are issued, a register of debenture holders.

Having regard to privacy and confidentiality considerations, an extract of the register of Members, excluding the address of any Individual Member or Director shall be available for inspection and copying by Members, upon reasonable request.

41. ACCOUNTING RECORDS

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

42. ACCESS TO RECORDS

The Board will from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to the inspection of Members not being Directors. No Member (other than Directors) has any right of inspecting any accounting or other records of the Company except as conferred by statute or authorised by the Board or by a resolution passed at a General Meeting.

43. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the General Meeting and duties regulated in accordance with the Act.
- (b) The accounts of the Company including the profit and loss accounts and balance sheet shall be examined by the auditor at least once every year.

44. GIVING OF NOTICES

- (a) The Company may give notice to any Director or Member:
 - (i) personally; or
 - (ii) by sending it by post to the address of the Director as notified to the Board or the address for the Member in the register of Members or the alternative address (if any) nominated by the Director or Member; or
 - (iii) by sending it to the facsimile number or electronic address (if any) nominated by the Director or the Member.
- (b) Any notice sent by post is taken to have been given three days after it is posted. Any notice sent by facsimile or other electronic means is taken to be given on the business day after it is sent.

45. ENTITLEMENT TO NOTICES

- (a) Notice of every General Meeting will be given in any manner authorised by this Constitution to:
 - (i) Council Representatives;
 - (ii) the Life Saving Clubs;
 - (iii) the Associate Members;
 - (iv) Service Members;
 - (v) Individual Members (except in the case of Individual Members who are members of a Life Saving Club);
 - (vi) the Life Members;
 - (vii) the Directors;
 - (viii) subject to **Rule 4.2(i)**, SLSA and RLSSA; and
 - (ix) the auditor for the time being of the Company.
- b. No other person is entitled to receive notices of General Meetings. Notice to Individual Members of Life Saving Clubs shall be deemed given by notice being given in accordance with this Constitution to the Life Saving Club of that Individual Member.

46. ADDITION, ALTERATION OR AMENDMENT

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

47. INDEMNITY

- (a) To the extent permitted by law, the Company shall indemnify its Directors, employees and appointed officers (including Council Executive members) out of the assets of the Company for any liability (including legal costs) incurred by a Director, employee or officer:
 - (i) in or arising out of the conduct of the business of the Company, or in or arising out of the discharge of the duties or employment of the Director, employee or officer, as the case may be; and
 - (ii) to a person, other than the Company or a related body corporate of the Company, unless the liability arises out of conduct on the part of the Director, employee or officer which involves a lack of good faith, or a liability for a pecuniary penalty or compensation order under the Act.
- (b) Where the Board considers it appropriate, and to the extent to which the Company is not precluded by law from doing so, the Company may make payments of amounts by way of premium in respect of any contract effecting insurance on behalf of, or in respect of a Director, employee or officer of the Company against any liability incurred by the Director, employee or officer in or arising out of the conduct of the business of the Company, or in or arising out of the discharge of the duties or employment of the Director, employee or officer, as the case may be.