



Constitution

Life Saving Victoria Limited ACN 102 927 364

Amended 14 March 2026

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1. Defined terms and interpretation

In this Constitution, unless the contrary intention appears:

- (a) a term or expression starting with a capital letter which is defined in the Dictionary in Schedule 1 (**Dictionary**), has the meaning given in the Dictionary; and
- (b) the interpretation provisions in Schedule 1 apply in the interpretation of this Constitution.

2. Name of Company

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

3. Objects of Company

The Company is a charitable community service and drowning prevention organisation established solely to:

- (a) participate as a member of Surf Life Saving Australia Limited (SLSA) and The Royal Life Saving Society Australia (RLSSA) through and by which lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced and administered;
- (b) advance public safety and health by preventing drowning and injury in the aquatic environment and promoting safe participation in aquatic and coastal activities, preventing loss of life and reducing injury in the aquatic environment for the benefit of the community;
- (c) promote the health, safety and protection of the community in, on and around aquatic environments;
- (d) promote the economic, community and emergency service success, strength and stability of LSV;
- (e) conduct, encourage, promote and administer lifesaving as a benevolent, beneficial, volunteer, member-based, community service, charity and emergency service throughout, and for the safety and protection of the community and visitors across Victoria;
- (f) develop, deliver and promote education, training, qualifications and resources in lifesaving, water safety, resuscitation, first aid, emergency response and related aquatic competencies;
- (g) support the establishment, coordination and continuous improvement of lifesaving patrols, rescue services, support operations and aquatic safety initiatives throughout Victoria;
- (h) provide training and resources to lifesavers regarding lifesaving best practice, first aid, and CPR, so that they can respond appropriately to any emergencies occurring in the aquatic environment;
- (i) promote, conduct or support research, evaluation and innovation relating to aquatic safety, drowning prevention, public health, rescue operations, lifesaving techniques, equipment, education and training to improve community safety outcomes;
- (j) affiliate and otherwise liaise with SLSA and RLSSA in the pursuit of these Objects;
- (k) encourage safe participation in aquatic activities and work with communities, industry, government and emergency service organisations to improve behaviours, standards, infrastructure and the management of aquatic environments;
- (l) promote participation and inclusion in aquatic safety, sport and recreation, fostering physical activity, wellbeing, and connection across diverse communities;

- (m) encourage and recognise excellence and bravery through awards, qualifications, and recognition of outstanding service, rescues, and contributions to aquatic safety and lifesaving;
- (n) at all times promote mutual trust and confidence within the Company in pursuit of these Objects; and
- (o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. Powers of Company

4.1 Legal Capacity and Powers

The Company is established solely for the Objects.

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

4.2 Replaceable Rules Displaced

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

5. Application of income

5.1 Income and assets applied to Objects

The income and assets of the Company must be applied solely to promote its Objects.

5.2 No Income to Members

Except as prescribed in this Constitution:

- (a) no portion of the income or assets of the Company will be paid or transferred, directly or indirectly by way of a 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 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; or
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Company.

provided that any such payment may not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's 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 is limited.

6.3 Members' Contributions

Every Member undertakes to contribute to the assets of the Company if it is wound up whilst they are 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 they cease 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

(a) Subject to **Rule 6.4(b)**, 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 but must be given or transferred in the first instance to some body or bodies:

- i based in Victoria;
- ii having purpose(s) similar to, or inclusive of, the Objects;
- iii 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
- iv which is also not carried on for profit.

such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or such other court as may have or acquire jurisdiction in the matter.

(b) If the Company is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act then on the earlier of the winding up or revocation of endorsement of the Company any surplus of the following assets, namely:

- i gifts of money or property for the Objects;
- ii contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for the Objects;
- iii money received by the Company because of such gifts or contributions;

will, as required by section 30-125 of the Tax Act, be given or transferred to a fund, authority or institution gifts to which are deductible under Division 30 of the Tax Act and which, by its constitution, is:

- iv required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to the Objects);
- v required to apply its income in promoting its charitable purposes; and
- vi prohibited from making any distribution to its members to at least the same extent of such prohibitions under this Constitution,

such fund, authority or institution to be determined by the Members, and in default, by application to the Supreme Court of Victoria for determination.

(c) This **Rule 6.4** shall override all other clauses in this Constitution and shall prevail to the extent of any inconsistency.

7. Members

7.1 Category of Members

Membership of the Company will consist of the following categories:

- (a) each Life Saving Club, which is a Voting Member and shall have the right, through its Representative, to receive notice of, and to attend, debate and vote at General Meetings in accordance with this Constitution;
- (b) the AIC, or its successors, who is (subject to this Constitution) a Voting Member and who shall have the right, through an appointed Representative or Representatives (as applicable) to receive notice of, and to attend, debate and vote, as instructed by the AIC CLT and on behalf of the AIC, at General Meetings in accordance with this Constitution;
- (c) Associate Members, who shall have the right to attend, debate but not vote at General Meetings;
- (d) Service Members, who 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 created by the Board from time to time under **Rule 7.2**.

7.2 Creation of New Categories

- (a) Subject to **Rule 7.2b**, 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 7.2a** may not be granted voting rights at General Meetings unless otherwise approved by Special Resolution.

7.3 Life Members

- (a) Members or Directors may nominate individuals to be considered for conferral of 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 service to lifesaving.
- (c) Conditions, obligations and privileges of life membership may be set out in the By Laws.

7.4 Life Saving Clubs and Associate Members

An application for affiliation or re-affiliation by a Life Saving Club or Associate Member must be:

- (a) in writing, on the prescribed form (if any), and lodged with the Company;
- (b) accompanied by a current copy of the Life Saving Club constitution, or in the case of an Associate Member, correspondence outlining their involvement in lifesaving, and
- (c) accompanied by the appropriate fee (if any).

7.5 Service and Individual Members

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

7.6 Discretion to Accept or Reject Application

- (a) The Board may, acting in good faith and reasonably, accept or reject an application for membership whether or not the applicant has complied with the requirements in **Rule 7**. The Board shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) The Board may impose any additional qualifications or requirements for particular categories of membership as it considers appropriate from time to time. Such qualifications or requirements may be set out in 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 Register shall be amended accordingly as soon as practicable.
- (d) If the Board rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected. There is no appeal where an application for membership is rejected.
- (e) The Board may permit a Life Saving Club to affiliate with the Company as a probationary Member on such terms and conditions as may be determined by the Board (or its delegated body).

7.7 Membership Renewal

- (a) Membership and membership renewal is not automatic.
- (b) 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 determined by the Board. **Rule 7** applies to applications for renewal of membership.
- (c) 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.
- (d) Service Members must renew their membership with the Company on an annual basis in accordance with the procedures determined by the Board.
- (e) An Individual Member must in the case of:
 - i. a Life Saving Club member, apply to renew their membership with their Life Saving Club on an annual basis in accordance with the procedures determined by the Board and/or the Life Saving Club; and
 - ii. all other Individual Members, renew their membership with the Company on an annual basis in accordance with the procedures determined by the Board.

Rule 7.6 applies to applications for renewal of membership.

8. Relationship with National Life Saving Bodies

8.1 Affiliation

The Company seeks to affiliate with SLSA and RLSSA and such other bodies as may be necessary for the Company to achieve its Objects.

8.2 Compliance

The Members acknowledge and agree the Company shall:

- (a) 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) 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**);
- (d) apply its property and capacity solely in pursuit of the Objects;
- (e) at all times act for the joint advantage of the Company and lifesaving;
- (f) do all that is reasonably necessary to enable the Objects to be achieved;
- (g) at all times operate with, and promote, mutual trust and confidence between the Company, SLSA, RLSSA and the Members in pursuit of the Objects;

8.3 Operation of Rules

The Company and the Members acknowledge and agree:

- (a) to act in good faith and loyalty to each other, to SLSA and to RLSSA and to each SLSA State Centre and RLSSA Member to ensure the maintenance and enhancement of lifesaving, its standards, quality and reputation for the collective and mutual benefit of the Members and lifesaving;
- (b) 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;
- (c) to make full and proper disclosure to each other of all matters of importance to the Company and lifesaving;
- (d) not to acquire a private advantage at the expense of any of the other SLSA State Centres, RLSSA Members, SLSA, RLSSA or lifesaving;
- (e) to promote the economic and sporting success of each other and to act interdependently with each other in pursuit of the Objects

8.4 Constitution of the Company

- (a) This Constitution shall generally conform with the constitutions of SLSA and RLSSA, at least to the extent of:
 - i. the respective objects of SLSA and RLSSA;
 - ii. the respective structure and membership categories (as far as practicable);
 - iii. recognising SLSA as the national peak body for surf life saving in Australia, in accordance with SLSA constitution;
 - iv. recognising RLSSA as the national branch of the Royal Life Saving Society (Commonwealth) (RLSS) promoting and carrying on the work of RLSS in Australia; and

- v. such other matters as are reasonably required to give full effect to the constitutions of SLSA and RLSSA.
- (b) The Company, upon request, shall provide to SLSA or RLSSA a copy of its Constitution, By Laws and policies and all amendments made to such documents.

8.5 Register of Members

The Company shall maintain, in a form acceptable to the Company and in accordance with all applicable laws, the Register. The Company shall upon request provide:

- (a) a copy of the Register at a time and in a form acceptable to SLSA and RLSSA; and
- (b) prompt and regular updates of the Register to SLSA and RLSSA

subject to confidentiality and privacy regulations.

8.6 Representatives to SLSA and RLSSA

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

9. Subscriptions and fees

- (a) The annual fees, levies and any other sums payable by Members to the Company and the basis of, the time for and manner of payment of such fees, levies or other sums will be as determined by the Board.
- (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 at the Board's discretion.

10. 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;

- (j) this Constitution and By Laws are necessary and reasonable for promoting the Objects;
- (k) neither membership of the Company nor this Constitution gives rise to:
 - i. any proprietary right of Members in, to or over the Company or its property or assets; or
 - ii. any expectation, or automatic right of a Member to renewal of their membership of the Company; and
- (l) they are entitled to all benefits, advantages, privileges and services of Company membership.

11. Discontinuance of Membership

11.1 Notice of Resignation

Subject to this Constitution, any Member who 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.

11.2 Register to be Amended

Upon the Member ceasing to be a Member under **Rule 11.1** an entry, recording the date on which the Member ceased to be a Member will be recorded in the Register.

11.3 Failure to Re-Affiliate or Renew

If:

- (a) a Life Saving Club has not re-affiliated; or
- (b) an Associate Member, Service Member or Individual Member has not renewed; or
- (c) any Member has not paid any monies due to the Company;

within 2 months of re-affiliation or membership renewal falling due or payment of monies being due, that Member's membership of the Company will cease from that time.

11.4 Member to Re-Affiliate or Renew

A Member whose membership has been discontinued or which has ceased under **Rule 11.3** must seek renewal or re-affiliation for membership in accordance with this Constitution.

11.5 Representative Position Lapses

The position of Representative of a Life Saving Club or the AIC lapses immediately on cessation of membership of the Life Saving Club or the AIC (as applicable).

11.6 Cessation of Membership

Where a Life Saving Club 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 11.6** shall be exercised reasonably.

11.7 Forfeiture of Rights

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

11.8 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.

12. 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, policy 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 investigatory or 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 as determined by the Board (whether in By Laws or not).

13. Sustainability of Life Saving Clubs

Should a Life Saving Club have administrative, governance, operational, reputational 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
- (b) 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
- (c) has a mortgagee or other creditor take possession of any of its assets,

the Board may, at the written request of the Life Saving Club, act to assist that Life Saving Club including, where permitted by law, appointing a person to assist with the administration of the Life Saving Club.

14. General meetings

- (a) An annual general meeting of the Company (AGM) must be held in accordance with the Act and this Constitution and, on a date and at a time and by such means as are determined by the Board.
- (b) All General Meetings other than the AGM are special general meetings (SGM) and must be held in accordance with this Constitution.
- (c) The Company may hold a General Meeting in such manner and by such means as is determined by the Board.
- (d) Where the Company holds a General Meeting, it must give the Voting Members, as a whole, a reasonable opportunity to participate in the General Meeting.
- (e) The General Meeting may in addition to its other powers and functions under the Act:
 - i. elect and dismiss Member Elected Directors (including the President) in accordance with this Constitution and the Act;
 - ii. alter the Constitution in accordance with this Constitution;
 - iii. receive and accept or reject the annual report;

- iv. receive and accept or reject the annual financial statements;
- v. consider any appropriate motions within its power that have been submitted in accordance with this Constitution; and
- vi. admit new, or remove any, Councils.

15. Representatives

15.1 Appointment of Life Saving Club Representatives

- (a) Each Life Saving Club may appoint one Representative for such term as is deemed appropriate by the Life Saving Club.
- (b) Where a Life Saving Club has appointed a Representative it must advise the CEO in writing, of its appointed Representative as soon as practicable after the appointment.
- (c) A Representative must:
 - i. be a member of the Life Saving Club that appoints them;
 - ii. be appropriately empowered by the appointing Life Saving Club to vote at General Meetings on its behalf and, if any direction is given by the Life Saving Club, as directed; and
 - iii. not be a Director of LSV.

15.2 Appointment of AIC Representative

- (a) The AIC may appoint one, or more than one, Representative to represent the AIC at General Meetings for such term as is deemed appropriate by the AIC CLT.
- (b) Where the AIC has appointed one, or more than one Representative, it must advise the CEO in writing of its appointed Representative or Representatives as soon as practicable after the appointment.
- (c) Any AIC Representative must not be a Director of LSV.

16. Notice of General Meeting

16.1 Notice of General Meetings

General Meetings must be called as required by the Act and otherwise in accordance with the Act. Notice of General Meeting 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.

16.2 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.

17. Business of General Meetings

17.1 Business of General Meetings

- (a) The business to be transacted at the AGM includes:
- i. the consideration of accounts, reports of the Board and auditors;
 - ii. election and/or declaration of the election outcome for Member Elected Directors, and/or the President; and
 - iii. 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 17.1a** is special business. 'Special business' is business of which a notice of motion has been submitted under **Rule 17.3**.

17.2 Business Transacted

No business other than that stated on the notice may be transacted at that meeting. There is no general business at general meetings.

17.3 Notice of Motion

All appropriate notices of motion for inclusion as special business at a General Meeting must be:

- (a) submitted in writing (in the prescribed form (if any)) to the CEO not less than forty-five days (excluding receiving date and meeting date) prior to the General Meeting; and
- (b) submitted by the Board of Directors or Voting Members in accordance with the Act and **Rule 17.3(a)**.

18. Special General Meetings

18.1 Special General Meetings May be Held

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

18.2 Requisition of Special General Meetings

Voting Members may request or call and arrange to hold SGM in accordance with the Act.

19. Proceedings at General Meetings

19.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present.

A quorum for General Meetings is:

- (a) 50% or more of all Life Saving Clubs (each represented by their Representative) being present; and
- (b) such number of AIC Representative(s) that hold 50% or more of the total AIC vote being present.

19.2 President of the Company to Preside

The President 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 Deputy Chair will, subject to this Constitution, preside as chair for that meeting only.

19.3 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 physical venue or physical venues (if any) and virtual meeting technology (if any).
- (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 Voting Members, the meeting is dissolved; and
 - ii. in all other cases, the Members present are a quorum, providing there are no less than 50% of the Voting 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 19.3d** it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

19.4 Voting Rights

- (a) Only the formally appointed Representative of a Voting Member (or, if the AIC has appointed more than one Representative for a General Meeting, those Representatives of the AIC) can vote on behalf of that Voting Member at General Meetings.
- (b) Despite any other provision in this Constitution, on a vote taken by a show of hands, a poll or a ballot at a General Meeting:
 - i. each Life Saving Club, represented at that General Meeting by its Representative (whether in person, by proxy or electronically), shall have one vote at that General Meeting; and
 - ii. subject to **Rule 19.4c**, the AIC, represented at that General Meeting by, as applicable, its Representative or Representatives (whether in person, by proxy or electronically), shall have that number of votes (rounded down in accordance with **Schedule 1, 1.2(i)** to the nearest whole number, to the extent applicable) that is equal to 25% of the total number of votes that are eligible to be cast at that General Meeting by all Life Saving Clubs whether represented at that General Meeting by their respective Representatives (whether in person, by proxy or electronically) or not.
- (c) In the case of a Special Resolution, the AIC, represented at that General Meeting by, as applicable, its Representative or Representatives (whether in person, by proxy or electronically), shall have that number of votes as equate to 25% of the total votes at that meeting.

(d) Despite any other provision in this Constitution:

- i. where the AIC has appointed more than one Representative for a General Meeting, the number of votes that each such Representative is eligible to cast at that General Meeting shall be determined by the AIC in accordance with the By Laws, provided that, notwithstanding the foregoing, the aggregate number of votes of all such Representatives cannot exceed the aggregate number of votes that the AIC is eligible to cast under and in accordance with **Rule 19.4bii**; and
- ii. in respect of a resolution to be voted on at any General Meeting, the AIC may, as it determines in accordance with the By Laws, direct that its votes are cast in favour of the resolution; direct that all its votes are cast against the resolution; or direct that some of its votes are cast in favour of, and some of its votes are cast against, the resolution.

19.5 Casting Vote

If voting is equal on a resolution at a General Meeting, whether on a show of hands or on a poll, the chair of the General Meeting may exercise a casting vote.

19.6 Disallowance of Vote

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

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

Every vote not so disallowed is valid for all purposes.

19.7 Procedure

At any General Meeting a resolution put to the vote of the General 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 by:

- (a) the chair of the General Meeting; or
- (b) Voting Members in accordance with the Act.

A demand for a poll may be withdrawn.

19.8 Recording of Determinations

Unless a poll is demanded under **Rule 19.7** a declaration by the chair of the General Meeting 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.

19.9 Where Poll Demanded

If a poll is duly demanded under **Rule 19.7** 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 of the General Meeting directs. A poll on the election of the chair of the General Meeting or on the question of an adjournment must be taken immediately.

19.10 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings will be determined by a majority of votes cast.

19.11 Minutes

The Company Secretary must keep minutes of the resolutions and proceedings of each General Meeting, together with a record of persons present at all meetings.

20. Proxies and Ballot

20.1 Appointment of Proxy

- (a) A Member of the Company who is entitled to attend and cast a vote at a General Meeting may appoint a person (or, in the case of the AIC, more than one person) as that Member's proxy to attend and vote for that Member at the meeting provided the person appointed as proxy is the chair of the General Meeting or is from the same Life Saving Club or the AIC. No person, other than a person(s) appointed as a proxy of the AIC or the chair of the General Meeting, may exercise more than one proxy vote at any one time. An appointment of a proxy is valid if it is signed by the authorised Representative making the appointment and is in a form approved by the Directors from time to time.
- (b) Unless otherwise instructed, the proxy may vote as the proxy thinks fit.

20.2 Voting by Proxy

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

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

20.3 Delivery of Proxy Form

For an appointment of a proxy to be effective, the proxy form must be received by the Company at least 48 hours 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.

20.4 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 the:

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

20.5 Electronic Ballot

Ballots at general meetings may be conducted by such means, including by electronic means, and at such times as determined by the Board. Should an issue arise between General Meetings which requires a decision by Members, the Board may call a vote in such manner as it considers necessary including by electronic means.

21. 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.

22. Composition of the Board

- (a) The Board shall consist of nine members, comprising:
 - i. the President elected under **Rule 25**, and
 - ii. five directors, elected by Voting Members elected under **Rule 23**,
(collectively **Member-Elected Directors**); and

- iii. three directors, appointed by the Directors (**Board-Appointed Directors**) appointed under **Rule 23**.
- (b) All Directors must:
- i. not be a member of a Council;
 - ii. not be a current employee of the Company or a Life Saving Club;
 - iii. not have served as CEO or in any executive management role of the Company within the last three years;
 - iv. prior to their election or appointment (as relevant), declare any position they hold in any Member organisation, including as an office bearer, director or a paid appointee;
 - v. comply with any nomination processes prescribed from time to time by the Nominations Committee; and
 - vi. meet such other qualifications and criteria as may be prescribed by the Nominations Committee.

23. Retirement and re-election

- (a) The process for the nomination and election of Member-Elected Directors, and appointment of Board-Appointed Directors, shall be conducted in accordance with the procedures set out in the By Laws, provided that those procedures remain consistent with this Constitution and any applicable law.
- (b) Subject to **Rule 23c** and unless otherwise determined by the Directors for the purposes of ensuring an appropriate transition of the Board during the Transition Period:
 - i. A Member-Elected Director holds office from the conclusion of the General Meeting at which they are elected until the conclusion of the second annual general meeting following that election; and
 - ii. A Board-Appointed Director holds office from the date of their appointment by the Board for a term of two (2) years, unless the Board determines that the appointment should end earlier to align with Board rotation or transition arrangements.
- (c) A Director may be re-elected or re-appointed for up to two (2) further consecutive terms, to a maximum continuous tenure of six (6) years.
- (d) A Director who has served the maximum continuous tenure is not eligible for election or appointment as a Director until the expiry of a cooling-off period of two (2) years following their resignation or retirement.
- (e) If a Director is appointed to the office of President under **Rule 25**, any time previously served in the office of Director is not considered for the purposes of **Rule 23b**.
- (f) For the avoidance of doubt, a retiring Member Elected Director remains in office until the end of the annual general meeting of the Company at which the Director retires and, except to the extent contemplated by **Rule 23(b)(i)**, is eligible for re-election at the annual general meeting of the Company.

24. Vacancies of Board Members

24.1 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, 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 under **Rule 24.2**; or
- (i) dies.

24.2 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.
- (b) Where the Director to whom a proposed resolution referred to in **Rule 24.2a** makes representations in writing to the CEO and requests that such representations be notified to the Voting Members, the CEO may send a copy of the representations to each Voting Member 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.

24.3 Remaining Directors May Act

- (a) In the event of a casual vacancy or vacancies in the office of a Member-Elected 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.
- (b) A person appointed under **Rule 24.3a** will hold office for the balance of the term of office to which they are being appointed.

25. President

- (a) The Company shall by ordinary resolution elect a President.
- (b) The process for the nomination, assessment and election of the President shall be conducted in accordance with the procedures set out in the By Laws, provided that those procedures remain consistent with this Constitution and applicable law.
- (c) The President shall not hold office beyond the end of the second annual general meeting of the Company following the General Meeting at which the President is elected and/or declared elected. Subject to this Constitution the President may be re-elected.
- (d) A President that is re-elected under and in accordance with **Rule 25(c)**:
 - i. may be re-elected under and in accordance with **Rule 25(c)** for up to two (2) further consecutive terms of two (2) years each, to a maximum continuous tenure of six (6) years; and
 - ii. is not eligible for any further re-election to the office of President or Director.
- (e) The Company may at any time remove the President, at which point the President will cease to hold the offices of President and Director.

- (f) At every Board Meeting, the President shall be entitled to be chair of the meeting and shall have a casting vote in respect of any deadlock of the Board Meeting.

26. Deputy Chair

- (a) The Board shall, by simple majority, appoint a Director to hold the office of Deputy Chair.
- (b) The Deputy Chair must identify as a different gender to the President.
- (c) The Deputy Chair appointment is for a term of up to twelve months, concluding at the first Board Meeting following the Annual General Meeting;
- (d) The Company may at any time remove the Deputy Chair, at which point the Deputy Chair will cease to hold the office of Deputy Chair.
- (e) At every Board Meeting, where the President is not present within 15 minutes of the time appointed for the holding of the meeting or is unable or unwilling to act as chair of the meeting, the Deputy Chair shall be entitled to be chair of the meeting and shall have a casting vote in respect of any deadlock of that Board Meeting. If the President subsequently attends the meeting and is willing and able to act, they shall assume the role of chair for the remainder of the meeting, and the Deputy Chair shall resume their substantive role and be entitled to exercise their deliberative vote.

27. Meetings of the Board

27.1 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. The Board may invite members or guests to attend all or part of the Board Meetings.

27.2 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 may exercise a casting vote where voting is equal. Proxy votes are not permitted for Board Meetings.

27.3 Resolutions not in Meeting

If:

- (a) the majority of Directors, (other than any Director on leave of absence approved by the Directors, any Director who abstains or otherwise disqualifies themselves from considering the resolution in question and any Director who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and
- (b) the Directors who sign or consent to the resolution would have constituted a quorum at a meeting of the Board held to consider that resolution,

then that resolution is to be taken as having been passed by a meeting of the Board when the last director consents to the resolution.

27.4 Virtual Meetings

A General Meeting or a Directors' Meeting may be held by means of a virtual meeting, provided that:

- (a) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and

- (b) the meeting is convened and held in accordance with the Act.
- (c) All provisions of this Constitution relating to a meeting apply to a virtual meeting in so far as they are not inconsistent with the provisions of this clause

27.5 Conduct of virtual meeting

The following provisions apply to a virtual meeting of the Company:

- (a) If a member joins a meeting by electronic presence, they should receive all materials needed to inform and empower them to make a proper decision;
- (b) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (c) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (d) at the commencement of the meeting each person must be distinguishable to the chair;
- (e) a person may not leave a virtual meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (f) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a virtual meeting unless that person has previously notified the chair of leaving the meeting;
- (g) each person must take all reasonable steps to ensure the meeting cannot be overheard by third parties during commercially sensitive or confidential discussions; and
- (h) a minute of proceedings of a virtual meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

27.6 Quorum

At meetings of the Board the number of Directors whose presence (or participation under **Rule 27.3**) is required to constitute a quorum is a majority of the Directors.

27.7 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement is sufficiently evidenced by a Director's attendance at the meeting or acknowledgement, including acceptance or decline, of the meeting invitation, not less than fourteen (14) days' oral or written notice of the meeting of the Board must be given to each Director by the Company Secretary.

27.8 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, deemed valid as if every such person had been duly appointed and was qualified to be a member of the Board.

28. Conflicts

28.1 Conflict of Interest

A Director must declare their interest in any material personal interest that arises or may arise, and must, unless otherwise determined by the Board, absent themselves 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. If there is any uncertainty as to whether it is necessary for a Director to absent

themselves 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.

28.2 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.

28.3 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.

28.4 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.

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

28.5 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 28.3**.

29. Company Secretary

29.1 Appointment of Company Secretary

At least one 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.

29.2 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.

30. Chief Executive Officer

30.1 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, with the exception of in camera meetings, and shall have no entitlement to vote. The Board shall review the performance of the CEO on an annual basis.

30.2 Broad Power to Manage

The Company shall be managed by the CEO 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 CEO shall administer the Company and lifesaving in Victoria in accordance with this Constitution, the By Laws and all policy directions of the Board.

30.3 Chief Executive Officer May Employ

The CEO, as delegated by the Board, may employ such personnel as are necessary.

31. Councils

- (a) Upon being admitted in accordance with **Rule 14(e)(vi)**, the Board, may create or establish Councils to carry out such duties and functions as the Board determines.
- (b) The composition of Councils will be outlined in the By Laws and/or Terms of Reference and will comprise one Life Saving Club Delegate from each Life Saving Club, and/or Associate Member, and participants in aquatic education and industry groups convened by the Company as well as Service Members and Delegates of Associate Members who have an interest and involvement in aquatic education and the aquatic industry.
- (c) Each Council shall have a Council Leadership Team elected by the Council Delegates or appointed by the Board as the case may be, as outlined in By Laws.
- (d) As at the Adoption Time there will be five Councils, each of which shall be responsible for a discipline of lifesaving in accordance with relevant By Laws. These shall be to:
 - i. identify, discuss and address issues relating to the interests of Life Saving Clubs, their club members and other stakeholders, in collaboration with councils and the company as appropriate
 - ii. promote and enhance the provision of lifesaving services that protect the community and provide safer aquatic environments;
 - iii. assist in the development and implementation of competition practices and procedures to achieve the highest standards of Lifesaving sport competition for Victoria, using the most constructive policies and procedures from either or both SLSA and RLSSA;
 - iv. facilitate and coordinate the development and implementation of member development 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; and
 - v. provide strategic advice on the development, delivery, and evaluation of aquatic education, training, research, and advocacy initiatives that enhance effectiveness, safety, and sustainability at aquatic environments.
- (e) The procedures for any Council established under this **Rule 31** shall, with any necessary or incidental amendment, be the same as that applicable to the procedures of committees under **Rule 32**.

32. Committees and Advisers

32.1 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.

32.2 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.

32.3 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.

32.4 Procedure of Committees

- (a) The procedures for any committee established under this **Rule 32** shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **Rule 27**. The quorum shall be determined by the committee but shall be no less than the majority of the total number of committee members.
- (b) Any Director and the CEO (or their delegate) may attend meetings of any Board Committee [and any Council] in an ex officio capacity, whether or not formally appointed as a member of that Committee.
- (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 CEO.

32.5 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.

32.6 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.

32.7 Board Committees

- (a) The Board may establish and maintain Board Committees as it considers appropriate to assist in the effective discharge of its responsibilities.
- (b) The Board may delegate any of its powers to a Board Committee in accordance with this Constitution.
- (c) The charter, authority, composition and reporting obligations of each Board Committee shall be set out in terms of reference approved by the Board.
- (d) Board Committees may include, but are not limited to, committees responsible for finance, risk and audit, governance, honours and awards, nominations and council collaboration.
- (e) This **Rule 32** otherwise applies to such Board Committees.

32.8 Specialist Advisers

The Board:

- (a) may appoint one or more Specialist Advisers for the purpose of providing expert advice in specialised areas.
- (b) shall specify the terms of reference for any Specialist Adviser so appointed and may from time to time vary those terms of reference.
- (c) 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.

32.9 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.

33. By Laws

33.1 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.

33.2 Notices Binding

The CEO 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.

34. 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.

35. Execution under Common Seal

If the Company has 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.

36. Execution without Common Seal

The Company may execute a document without using a common seal in accordance with the Act.

37. Negotiable Instruments

The Board may determine how any negotiable instrument is signed, drawn, accepted, endorsed or otherwise executed.

38. Registers

The Board will keep such registers as are required by the Act.

Having regard to privacy and confidentiality considerations, an extract of the Register, excluding the address of any Individual Member or Director shall be available for inspection and copying by Members, upon reasonable request. Such request must be made in good faith and for a proper purpose.

39. Accounting Records

The Board will cause proper accounting and other records to be kept and will provide copies of financial statements as required by the Act and others as required by the Constitution or By Laws.

40. 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 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.

41. Auditor

- (a) A properly qualified auditor or auditors shall be appointed 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.

42. 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 nominated by the Director or Member; or
 - iii. by sending it to the electronic address nominated by the Director or the Member; or
 - iv. by posting the notice prominently on the Company's website.
- (b) Any notice sent by post is taken to have been given three days after it is posted. Any notice sent by other electronic means including posting on the Company's website is taken to be given on the business day after it is sent.

43. Entitlement to Notices

- (a) Notice of every General Meeting will be given in any manner authorised by this Constitution to:
 - i. Voting Members (which in the case of AIC is the authorised appointed Representatives);
 - ii. Associate Members;
 - iii. Service Members;
 - iv. Individual Members (except in the case of Individual Members who are members of a Life Saving Club);
 - v. Life Members;

- vi. Directors; and
 - vii. 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.

44. Addition, alteration or amendment

- (a) Subject to **Rule 44b**, no addition, alteration or amendment shall be made to or in this Constitution unless the same has been approved by a Special Resolution.
- (b) Any resolution to amend **Rules 7.1b, 15.2, 19.1 and 19.4** shall not have any effect without the written consent of AIC.

45. Indemnity

To the extent permitted by law, the Company shall indemnify its Directors, employees and appointed officers (including Council Leadership Team members) out of the assets of the Company for any liability (including legal costs) incurred by a Director, employee or officer:

- (a) unless the liability arises out of conduct on the part of the Director, employee or officer that is beyond that person's delegated or other duties, functions or powers or which otherwise 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.

46. Transitional provisions

This Constitution has the effect that (and must be interpreted such that):

- (a) as at the Adoption Time:
 - i. each Ordinary Director (as that term was defined in the Previous Constitution) continues in office as a Member-Elected Director subject to, and is taken to have been appointed or elected under, this Constitution; and
 - ii. each Independent Director (as that term was defined in the Previous Constitution) continues in office as a Board-Appointed Director subject to, and is taken to have been appointed or elected under, this Constitution;
- (b) any register maintained by the Company immediately before the Adoption Time is taken to be a register maintained under this Constitution;
- (c) any seal adopted by the Company before the Adoption Time is taken to be the seal until another seal is adopted by the Company under this Constitution;
- (d) unless a contrary intention appears in this Constitution, all persons, things, agreements and circumstances appointed, approved, created or delegated by or under the Previous Constitution continue to have the same status, operation and effect as if they had occurred under this Constitution on and after the Adoption Time; and
- (e) all clauses, rules, By Laws and regulations of the Company in force at the date of the approval of this Constitution insofar as such clauses, rules, By Laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall continue to be By

Laws under **Rule 33**. All clauses, rules, By Laws and regulations that are inconsistent with, or have been replaced by this Constitution, shall cease to have effect as By Laws under **Rule 33** and will no longer apply.

Schedule 1 - Interpretation

1.1 Defined Terms

In this Constitution unless the contrary intention appears:

ACNC means the Australian Charities and Not-For-Profits Commission.

ACNC Act means the Australian Charities and Not-For-Profits Commission Act 2012 (Cth)

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

Adoption Time means the time at which this Constitution is adopted by the Company as its constitution.

AIC means the Aquatic Industry Council. The AIC provides strategic advice on the development, delivery, and evaluation of aquatic education, training, venue safety and risk management, research, and advocacy initiatives that enhance effectiveness, safety, and sustainability at aquatic environments.

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.

Auditor means the person or firm appointed by the Company in accordance with the Act to audit the financial statements and records of the Company and, where applicable, includes any duly appointed reviewer or auditor acting in accordance with the requirements of the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

Board means the body consisting of the Directors under **Rule 22**.

Board-Appointed Director means a Director appointed under and in accordance with **Rule 22(a)iii**.

Board Committee means a committee of the Board established under **Rule 32.7**.

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 33**.

Chief Executive Officer or **CEO** means the chief executive officer appointed by the Board having such functions as are contemplated by this Constitution.

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

Company means Life Saving Victoria Limited (ACN 102 927 364).

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 44**.

Council means a body established in accordance with **Rule 31** that has specific subject matter expertise that assists the Board and management with knowledge and designated operational roles.

Council 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 Council Meetings.

Council Leadership Team (CLT) means the leadership body of a council comprised of such persons as are elected or appointed to such Council Leadership Team as determined by the Board from time to time.

Director means a member of the Board elected or appointed under this Constitution and includes Member-Elected Directors and the Board-Appointed Directors.

Deputy Chair means the Deputy Chair of the Company elected under **Rule 26**.

Educational Institution means an entity which has as its primary purpose the provision of education and training (including, but not limited to, early childhood and primary schools, secondary schools, universities and TAFE's) and which is a Financial Member.

Financial Member means a Member 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.

Individual Member means a registered member of Life Saving Clubs and a person who is a Financial Member.

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 7.3**.

Lifesaving means the act of preserving human life, whether by preventative action or rescue 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, recognised as a Member under and affiliated with the Company annually under **Rule 7**.

Member means any member of the Company or any member of any class or category of membership of the Company, including, as at the Adoption Time, the AIC, Life Saving Clubs, Associate Members, Service Members, Individual Members and Life Members, and such other categories of Members as created under **Rule 7**.

Member-Elected Director means a Director elected under **Rule 23** and includes the President.

Objects mean the Objects of the Company set out in **Rule 3**.

Nominations Committee means a Board Committee of the Company as referred to in **Rule 32.7d**.

President means the President of the Company elected under **Rule 25**.

Previous Constitution means the constitution of the Company in force immediately before the Adoption Time.

Register means the register of all Members.

Representative/s means, in relation to a Life Saving Club or the AIC (as applicable), a person appointed as the representative of that Life Saving Club or the representative (or

representatives) of the AIC (as applicable) that is duly authorised to act for and on behalf of that Life Saving Club or the AIC (as applicable) at General Meetings.

RLSSA means Royal Life Saving Society – Australia (ACN: 008 594 616).

RLSSA Member means a member of RLSSA as outlined in the RLSSA Constitution as amended from time to time.

RLSSAV means Royal Life Saving Society Australia – Victoria Branch Limited (ACN 123 286 000 ABN: 92 279 975 269) and its successors, substitutes and assigns.

Service Member means a person who is recognised by the Company as being trained and endorsed in the delivery of lifesaving awards or industry professional development activities, or is actively affiliated with an entity/organisation which is itself an eligible Associate Member (including a (i) Swimming and Life Saving Club, (ii) Educational Institution, (iii) Swimming Pool or (iv) Community Group) and who is a Financial Member of the Company under this Constitution.

SLSA means Surf Life Saving Australia Limited (ACN: 003 147 180 ABN: 67 449 738 159).

SLSV means Surf Life Saving Victoria (ACN: 004 704 652 ABN: 96 727 034 683) 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 32.8** to provide advice to the Board in relation to specific issues and business.

State Centre means an independent entity (including LSV) recognised by SLSA as the body administering surf lifesaving in its particular State.

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 swimming and water safety education and training or water safety services and is a financial Member of the Company under this Constitution.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth) as applicable and as modified or amended from time to time and includes any regulations made under that Act and any rulings, published determinations, statements, guidelines or requirements of the Commissioner of Taxation having application to the Company.

Transition Period means the period from the Adoption Time to 30 November 2027.

Voting Member means each Life Saving Club and the authorised appointed representative(s) of the AIC.

1.2 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) if any calculation relating to the number of votes of a Voting Member results in a number that is, or includes, a fraction, the fraction is rounded down to the nearest whole number.
- (j) Headings are for ease of reference only and do not affect interpretation.
- (k) A reference in this Constitution to a Member being present at a General Meeting (or a meeting of a class of Members) includes a Member attending in person, by using virtual meeting technology, or by proxy.