

CORPORATIONS ACT 2001  
A Company Limited by Guarantee

## **CONSTITUTION**



## **THE ROYAL LIFE SAVING SOCIETY AUSTRALIA NEW SOUTH WALES BRANCH**

New South Wales

To Wit

LICENSE

WHEREAS it has been proved to the satisfaction of me, the Attorney-General of the State of New South Wales that THE ROYAL LIFE SAVING SOCIETY AUSTRALIA, NEW SOUTH WALES BRANCH which was registered under the Companies Act, 1961 as a Company Limited by Guarantee, was formed for the purpose of promoting objects of the nature contemplated by subsection one of the twenty-fourth section of the aforesaid Act, and that it is the intention of the said Company that the income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objective of the Company, as set forth in its Constitution, and that no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Company: NOW, THEREFORE, I, the Attorney-General in pursuance of the powers vested in me by subsection one of the twenty-fourth section of the Companies Act, 1961 and of any other powers thereunto enabling, and in consideration of the provisions and subject to the conditions contained in the Constitution of the said Company as subscribed by Nine members thereof on the 6th September, 1967, do by this License direct THE ROYAL LIFE SAVING SOCIETY AUSTRALIA, NEW SOUTH WALES BRANCH to be registered with limited liability without the addition of the word "Limited" to its name.

SIGNED at Sydney, this 13th day of September, one thousand, nine hundred and sixty-seven.

K.M. McCaw  
Attorney- General

CORPORATIONS ACT 2001  
A Company Limited by Guarantee

CONSTITUTION  
OF

**THE ROYAL LIFE SAVING SOCIETY AUSTRALIA  
NEW SOUTH WALES BRANCH**

**OBJECTS SECTION**

1. The name of the company is The Royal Life Saving Society Australia, New South Wales Branch (“**The Society**”).
2. The objects for which The Society is established are:
  - 2.1 To take over the assets, funds and liabilities of the unincorporated society known as The Royal Life Saving Society Australia, New South Wales Branch.
  - 2.2 To promote and provide general and technical education to all persons and organisations in life saving, resuscitation, swimming, water safety, survival, rescue, first aid, lifeguarding, oxygen, defibrillation and all related subjects (“**life saving education**”).
  - 2.3 To encourage, stimulate and educate public opinion in favour of the general adoption of life saving education as a branch of instruction in schools, colleges, institutions of learning as well as the workplace and general community.
  - 2.4 To take part in, arrange and promote public lectures, demonstrations, competitions and films and to form classes of instruction and to issue books and pamphlets for the purpose of bringing about a widespread and thorough knowledge of the principles involved in life saving education.
  - 2.5 To encourage floating, diving, plunging and such other swimming and aquatic arts as are or may be of assistance to a person endeavouring to save a life from drowning.
  - 2.6 To encourage, promote, undertake and finance technical research and the initiation of research in the various fields of life saving education.
  - 2.7 To form bodies of life savers and enrol as members and officers thereof persons of all ages and classes and to supply (with or without charge) and deal in equipment of all kinds for their use and encourage them to be interested in the technical knowledge of saving life from drowning, electrocution, suffocation and asphyxiation and to provide classes, lectures and entertainments for their benefit and to establish and provide prizes, badges, certificates and other rewards of merit to be competed for or awarded to them.
  - 2.8 To form sub-branches and committees, appoint representatives, promote links with other organisations, organise classes and lectures and publish, sell or distribute papers, books of instruction, pamphlets and information for the purpose of stimulating interest in and promoting the objects of The Society and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the purposes of The Society.

- 2.9 To receive and accept donations, endowments, bequests and gifts of money, lands, hereditables, stocks, funds, shares, securities and any other assets whatsoever, either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift but subject always to the proviso in clause 2.15.
- 2.10 To make and carry out any arrangements for joint working or co-operation by affiliation or otherwise with any society, club, school or body, whether incorporated or not, carrying on work similar to any work for the time being carried on by The Society and paying any monies incidental thereto. Provided that The Society shall not subscribe to or support with its funds any society or body which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on The Society under or by virtue of clause 3 of the Objects Section of this Constitution.
- 2.11 To enter into any arrangement with any military, naval or educational authority, or any other department of the Commonwealth of Australia or the Government of any State of Australia.
- 2.12 To apply for and exercise any powers obtained under any Charter or Act of Parliament of the Commonwealth Government of Australia or the Government of any State of Australia which may be deemed expedient for any of the purposes of The Society.
- 2.13 To import, manufacture and distribute medals, badges, cups, shields, pennants and other awards of The Society.
- 2.14 To promote, conduct and organise water sports, carnivals, tournaments, games or other competitions and to co-operate with any life saving clubs or branch or sub-branch or other society having objects similar to those set out herein in promoting, conducting and organising the same and to provide trophies, prizes and awards.
- 2.15 To purchase, lease, hire or otherwise acquire for the purposes of The Society any real or personal property including any interest therein and in particular any lands or buildings or part thereof, furniture and furnishings, fixtures and fittings, sporting material, equipment and other appliances as may be conducive to the attainment of any of the objects herein and from time to time to sell, demise, let, lease, mortgage or otherwise deal with, dispose of or turn same to account for the purposes of The Society. Provided that in case The Society shall take or hold any property which may be the subject of any trusts, The Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 2.16 To erect, construct, renovate, enlarge, alter, improve or demolish any building or buildings for the purposes of The Society.
- 2.17 To invest and deal with any of the monies of The Society not immediately required for any of its purposes upon such securities and in such manner as may from time to time be permitted by law for the investment of trust funds and to vary and realise such investments.
- 2.18 To raise or borrow or secure the payment of money in such manner as may from time to time be deemed fit and for such purposes to give debentures, liens, mortgages, charges or other securities over the whole or any part of the property of The Society.
- 2.19 To make, draw, endorse, accept, discount, execute and issue promissory notes, bills or exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- 2.20 In furtherance of the objects of The Society, to advance, deposit or lend money either with or without security to or with any society, company or other association and on such terms as may seem expedient but subject always to clause 2.10.
- 2.21 To appoint, employ, remove or suspend such secretaries, managers, clerks, servants or other employees and persons as may be necessary or convenient for the purposes of The Society.
- 2.22 To make donations for patriotic or charitable purposes.
- 2.23 To take such steps by personal or written appeals, public meetings, running and organising of functions, entertainments, art unions, charitable fundraising and raffles as may from time to time be deemed expedient for the purpose of procuring funds for The Society in the way of donations, subscriptions or otherwise.
- 2.24 In furtherance of the objects of The Society, to amalgamate with any company, institution, society or association having objects altogether or in part similar to those of The Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon The Society under or by virtue of clause 3 of this Objects Section of the Constitution.
- 2.25 In furtherance of the objects of The Society, to transfer all or any part of the property, assets, liabilities and engagements of The Society to any one or more of the companies, institutions, societies or associations with which The Society is authorised to amalgamate.
- 2.26 In furtherance of the objects of The Society, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which The Society is authorised to amalgamate.
- 2.27 To effect insurance of all kinds against risk or loss to The Society and to insure any servants, officers, employees or representatives of The Society against risk or accident in the course of or arising out of their employment or while representing The Society in any honorary or other capacity.
- 2.28 To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation fund for the benefit of any person or persons who are or were at any time in the employment or service of The Society and the wives, widows, families and dependents of any such persons and to make payments for or towards the insurances of any such persons aforesaid.
- 2.29 To promote a safety service division to provide advice on pool safety audit, expert witness and related services.
- 2.30 To promote and encourage participation in various public awareness campaigns targeting specific 'at risk' areas and age groups.
- 2.31 To continue The Society's benevolent work in the area of underprivileged communities, families and individuals as well as ensuring as many people as possible are skilled to perform direct lifesaving rescue skills in emergency situations.
- 2.32 To operate as an organisation which is primarily charitable in nature.

- 2.33 To do all such actions, matters and things and to enter into and make such arrangements and agreements as are incidental or conducive to the attainment of the above objects or any of them.

Any additional objects set forth in the Corporations Act 2001 shall not apply to The Society except insofar as they are included in clause 2 above.

3. The income and property of The Society, wheresoever derived, shall be applied solely towards the promotion of the objects of The Society as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of The Society. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of The Society, or to any member of The Society, in return for any services actually rendered to The Society, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member of The Society but so that no member of the Board of Directors or governing body shall be appointed to any salaried office of The Society, provided that nothing shall prevent The Society from contracting or in other ways dealing with a company or unincorporated body of which a member of The Society is a member or holds a beneficial interest or is an employee of such company or unincorporated body provided always that such member shall declare such membership or interest and the details of which will be published in the next Annual Report of The Society.
4. No addition, alteration or amendment shall be made to or in the Constitution for the time being in force, unless the same shall have been previously submitted to and approved by the relevant government Minister for the time being administering the Corporations Act 2001 ("**the Minister**").
5. The third and fourth clauses of this Constitution contain conditions on which a licence has been granted by the Minister to The Society in pursuance of the Corporations Act 2001.
6. The liability of the members of The Society is limited.
7. Every member of The Society undertakes to contribute to the assets of The Society, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of The Society contracted before they ceased to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).
8. If upon the winding up or dissolution of The Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of The Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of The Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on The Society under or by virtue of clause 3 of the Objects Section of this Constitution, such institution or institutions to be determined by the members of The Society at or before the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object approved by the Minister.

9. True accounts shall be kept of the sums of money received and expended by The Society, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of The Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of The Society for the time being in force, shall be open to the inspection of its members. Once at least in every year, the accounts of The Society shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

10. The names and addresses and occupations of the original subscribers are as follows:

Jack Harvey Prior, 3 Coorabin Road, Northbridge - District Court Judge  
Edward Alexander Fry, 11 Elson Avenue, Nanvee - Technical Teacher  
Allan William McClure, 145 Victoria Street, Ashfield - Electrical Fitter  
Victor Crombie Frost, 4 Duncan Place, Dundas - Insurance Clerk  
Keith William Draper, 38 Highland Avenue, Gordon - Solicitor  
Robert Edward Burgoyne, 57 Mount Lewis Avenue, Punchbowl - Swim Coach  
Dennis Brian Colquhoun, 27 Queens Road, Connells Point - Survey Draughtsman  
William Joseph Blakeney, 115 Gibbs Street, Rockdale - College Lecturer  
Jonathan Fowler, Unit 19, "Sherbrooke", 291 Gardeners Road, Mascot - Finance Consultant

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Constitution.

Signatures of Subscribers:

Witness to Signatures  
and Address of Witness:

J. Harvey Prior  
E.A. Fry  
A.W. McClure  
V.C. Frost  
K.W. Draper  
R.E. Burgoyne  
D.B. Colquhoun  
W.J. Blakeney  
J. Fowler

Pamela Livingstone  
82 Pitt Street, Sydney  
Secretary

Originally DATED 6th day of September, 1967.

Updated on 29 October 2007.

## **GENERAL SECTION**

### INTERPRETATION

1. In this Constitution, unless there be something in the subject matter or context inconsistent therewith:

"the Act" means the Corporations Act 2001.

"The Society" means The Royal Life Saving Society Australia, New South Wales Branch.

"the unincorporated society" means the unincorporated body known as The Royal Life Saving Society Australia, New South Wales Branch.

"the Seal" means the common seal of the Society.

"Chief Executive Officer" means any person appointed to perform the duties of a chief executive officer of The Society.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1897 and any amendment thereof.

2. The Society is established for the purposes set out in the Objects Section of this Constitution.

### MEMBERSHIP

3. The number of members with which The Society proposes to be registered is 150, but the Board of Directors may from time to time register an increase of members.
4. The subscribers to the Constitution and such other persons as the Board of Directors shall admit to membership in accordance with these regulations shall be members of The Society.
5. If the whole of the funds and other assets of the unincorporated society become the absolute property of The Society forthwith after its incorporation then every person who at the date of incorporation of The Society is a member of the unincorporated society and who on or before the 1st day of October, 1967 agrees in writing to become a member of The Society shall be admitted by the Board of Directors to membership of The Society. Every member of The Society who previously to his agreeing to become a member of The Society had paid his subscription due on the 30th day of April, 1967 as a member of the unincorporated society, shall not be liable to pay any further sum by way of annual subscription to The Society for the period prior to the 30th day of April, 1968.
6. Every applicant for membership of The Society (other than the subscribers to the Constitution, members of the unincorporated society referred to in clause 5 of this General Section of the Constitution and Honorary Members) shall be a person, company, statutory body or other institution or association interested in promoting the objects of The Society and shall be proposed by a member of The Society to whom the applicant shall be known. The application for such membership shall be made in writing and signed by the applicant and shall be in such form as the Board of Directors shall from time to time determine. No person may apply for membership of The Society unless such person has reached the age of 16 years. The membership application shall be accompanied by the membership fee (where applicable).



7. At the next meeting of the Board of Directors or a committee the members of which shall be appointed by the Directors for that purpose after the receipt of any application for membership, such application shall be considered by the Board or said committee, who shall thereupon determine upon the admission (and if so the class of membership) or rejection of the applicant. In no case shall the Board or committee be required to give any reason for the rejection of an applicant and the applicant's membership fee shall be returned.
8. When an applicant has been accepted for membership the Chief Executive Officer shall forthwith send to the applicant written notice of acceptance and the applicant shall be a member of The Society from the date of acceptance.
9. The annual subscriptions payable by the respective classes of members shall be of such amounts as are hereinafter set out or as shall from time to time be prescribed by The Society in General Meeting. No entrance fee shall be charged.
10. All annual subscriptions shall become due and payable in advance on the nominated date every year.

#### CESSATION OF MEMBERSHIP

11. If the subscription of a member shall remain unpaid for a period of one calendar month after it becomes due then the member may after notice of the default shall have been sent to him by the Chief Executive Officer cease forthwith to be a member of The Society provided that the Board of Directors may reinstate the member upon payment of all arrears if it thinks fit to do so.
12. A member may at any time by giving notice in writing to the Chief Executive Officer resign his membership of The Society, but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of their resignation and for all other monies due by them to The Society and in addition for any sum not exceeding twenty dollars (\$20.00) for which they are liable as a member of The Society under clause 7 of the Objects Section of the Constitution.
13. If any member shall willfully refuse or neglect to comply with the provisions of the Constitution or shall be guilty of any conduct which in the opinion of the Board of Directors is unbecoming of a member or prejudicial to the interest of The Society the Board of Directors shall have power by resolution to censure, fine, suspend or expel the member from The Society, provided that at least one week before the meeting of the Board at which such resolution is passed the member shall have had notice of such meeting and of what is alleged against them and of the intended resolution and that they shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence they may think fit.

#### CLASSES OF MEMBERSHIP

14. Membership of The Society is conferred by this Constitution on the following:
  - 14.1 'Patrons and/or Vice Patrons' shall be such persons who accept those offices upon the request of The Society and who are elected at a General Meeting of The Society.
  - 14.2 'Life Members' for service shall consist of such persons who have rendered outstanding service to The Society and have actively engaged in promoting the objects of The Society for at least twenty (20) years (not necessarily in consecutive sequence) and have been recommended to that office by the Board of Directors and elected as such by The Society in a General Meeting. Notwithstanding the requirements for Life Membership the Board of Directors may, in other circumstances that it considers sufficiently exceptional, confer Life Membership.
  - 14.3 'Financial Members' shall consist of individuals who pay an annual subscription of twenty five dollars (\$25.00) or such other amount as may be prescribed by The Society in

General Meeting. Each Financial Member shall be entitled to notice of and to attend and vote at a General Meeting of The Society. Any individual must be at least 16 years of age.

- 14.4 'Affiliated Clubs' shall be those life saving, swimming and/or kindred clubs as are affiliated with The Society. An accredited representative of each Affiliated Club shall be entitled to notice of and to attend and vote at a General Meeting of The Society.
- 14.5 'Affiliated Schools' shall consist of those educational institutions which subscribe to the objects of The Society and pay an annual subscription of twenty dollars (\$20.00) or such other amount as may be determined from time to time by The Society in a General Meeting. An accredited representative of each Affiliated School shall be entitled to notice of and to attend and vote at a General Meeting of The Society.
- 14.6 Sub-Branches shall consist of such bodies as may from time to time be established in accordance with the By-laws of The Society in force from time to time. A Sub-Branch may be dissolved or reconstructed by order of the Board of Directors and no liabilities of any Sub-Branch shall be payable otherwise than from the funds of that body unless the Board of Directors shall otherwise determine. All Sub-Branches shall conform to The Society's rules for Sub-Branches and a report of the activities and a complete statement of income and expenditure shall be sent to the Chief Executive Officer of The Society each year prior to the preparation of the Society's Annual Report. The constitution and By-laws of any Sub-Branch shall be in such form as may be reasonably required by the Board of Directors of The Society. An accredited representative of each Sub-Branch shall be entitled to notice of and to attend and vote at a General Meeting of The Society.
- 14.7 'Honorary Members' shall be such persons or organisation as appointed by the Board of Directors for any particular year including (but not limited to) a school, business, group or organization who register as an honorary member with The Society, current endorsed examiners of The Society or an individual who holds a Royal Life Saving Society Australian current Bronze Medallion award or higher, Resuscitation award or higher, or Pool Lifeguard award or higher. Any individual must be at least 16 years of age. An Honorary Member shall not be entitled to notice of or to attend a General Meeting of The Society nor will they be entitled to vote.

#### GENERAL MEETINGS

15. An Annual General Meeting of The Society shall be held in accordance with the provisions of the Act provided that it shall be held prior to the 30th day in November each year. All General Meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings.
16. Any three Directors may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.
17. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from The Society.
18. For the purposes of clause 17 of this General Section of the Constitution, all business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the report of the Directors and Auditors, the election of officers and other members of the Board or any committee in the place of those retiring and the appointment of the Auditors

if necessary.

## PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, fifteen (15) members entitled to vote present in person shall become a quorum. For the purpose of this clause "member" includes a person attending as a proxy or as an accredited representative.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members entitled to vote present (being not less than ten) shall be a quorum.
21. The President of The Society shall preside as chairman at every General Meeting of The Society, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be chairman of the meeting.
22. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - 23.1 By the Chairman; or
  - 23.2 By at least three members entitled to vote present in person or by proxy.

Unless a poll is so demanded a declaration by the chairman of the 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 Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution. The demand for a poll may be withdrawn.
24. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
26. A member entitled to vote, may vote in person or by proxy or by attorney at a General Meeting and on a show of hands every person present at that meeting who is a member or a representative of a member entitled to vote, shall have one vote and on a poll every member entitled to vote present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
27. A member entitled to vote, who is of unsound mind or whose person or estate is liable to be dealt with in any way under the Act relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other persons may vote by proxy or attorney.
28. No member shall be entitled to vote at any General Meeting if his annual subscription is in arrears at the date of the meeting or they are an Honorary Member.
29. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member entitled to vote, shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
30. The instrument appointing a proxy may be in the following form or in a common or usual form.

THE ROYAL LIFE SAVING SOCIETY AUSTRALIA, NEW SOUTH WALES BRANCH

I, ..... of  
 .....  
 ..... being a  
 member entitled to vote of The Royal Life Saving Society Australia, New South Wales Branch,  
 hereby appoint  
 .....  
 or failing him the chairman of the meeting as my proxy to vote for me on my behalf at the  
 (Annual or Extraordinary, as the case may be) General Meeting of The Society to be  
 held on the ..... day of ..... 20..... and at any  
 adjournment thereof.

My proxy is hereby authorised to vote in favour of/against) the following resolutions:

.....

Signed this ..... day of ..... 20

Note - in the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

31. The instrument appointing an accredited representative may be in the following form or in a common or usual form.

I, ..... of  
.....  
..... being a  
member entitled to vote of The Royal Life Saving Society Australia, New South Wales Branch,  
hereby appoint

.....  
the accredited representative to vote at the Annual/Extraordinary General Meeting of The  
Society to be held on the .....day of 20 and at any adjournment thereof.

Dated this ..... day of .....20 ..

32. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney and the instrument, appointing an accredited representative shall be deposited at the registered office of The Society or at such other place within New South Wales as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

33. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by The Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

**BOARD OF DIRECTORS, TECHNICAL REVIEW COMMITTEE &  
CLUB & COMPETITION COMMITTEE**

34. The Board of Directors shall consist of ten (10) persons, one of whom will be the President.
35. Each Director shall be an ex-officio member of any committee and entitled to attend all meetings and vote thereat.
36. The first Directors shall be elected at an Extraordinary General Meeting of The Society when this Constitution is adopted and shall hold office until the next Annual General Meeting of The Society when they shall retire, but be eligible for re-election. At the Annual General Meeting in each year all Directors, Technical Review Committee members and the chairman of the Club & Competition Committee shall retire and be eligible to be re-elected.
37. The election of Directors, Technical Review Committee members and the chairman of the Club & Competition Committee shall take place in the following manner:
- 37.1 Any two members of The Society entitled to vote, shall be at liberty to nominate any other member or members entitled to vote, as a Director, Technical Review Committee member and/or chairman of the Club & Competition Committee.
- 37.2 The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged at the registered office of The Society at least twenty one (21) days before the Annual General Meeting at which the election is to take place.
- 37.3 A list of the candidates' names in alphabetical order, with the proposers' and

- seconders' names, shall be posted in a conspicuous place in the registered office of The Society for at least fourteen (14) days immediately preceding the Annual General Meeting.
- 37.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order, and each member entitled to vote present at the Annual General Meeting may vote for any number of such candidates.
- 37.5 In case there shall not be sufficient numbers of candidates nominated the Directors may fill up the remaining vacancy or vacancies.
- 37.6 Each nomination is to be accompanied by a short resume of the candidate's background. Voting papers containing each candidate's resume are to be circulated with the Notice of Meeting.
38. The Directors shall have power from time to time to appoint any member to the Board, Technical Review Committee or the chairman of the Club and Competition Committee either to fill a casual vacancy or as an addition to the other members of the Board, Technical Review Committee or chairman of the Club and Competition Committee but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director, Technical Review Committee member or chairman of the Club and Competition Committee so appointed shall hold office only until the next following Annual General Meeting.
39. Subject to clause 13 of this General Section of the Constitution, The Society may by ordinary resolution of which special notice has been given, remove any Director, Technical Review Committee member or chairman of the Club & Competition Committee before the expiration of their period of office and may by an ordinary resolution appoint another person in their stead; the person so appointed shall hold office only until the next following Annual General Meeting.
40. The office of a member of the Board or Technical Review Committee or the chairman of the Club & Competition Committee shall become vacant if the member:
- 40.1 Becomes bankrupt or makes any arrangement or composition with his creditors generally.
- 40.2 Becomes prohibited from being a director of a company by reason of any order made under the Act.
- 40.3 Ceases to be a Director by operation of section 203B of the Act.
- 40.4 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.
- 40.5 Resigns his office by notice in writing to The Society.
- 40.6 For more than six (6) months is absent without permission of the Directors, Technical Review Committee or Club & Competition Committee as the case may be, from the meeting of the Board, Technical Review Committee or Club & Competition Committee.
- 40.7 Subject to clause 3 of the Objects Section of the Constitution, holds any office of profit under The Society.
- 40.8 Ceases to be a member entitled to vote of The Society, or
- 40.9 Subject to clause 3 of the Objects Section of the Constitution, is directly or indirectly

interested in any contract or proposed contract with The Society.

#### POWERS AND DUTIES OF DIRECTORS

41. The business of The Society shall be managed by the Board of Directors, which may exercise all such powers of The Society, as are not by the Corporations Act or by this Constitution, required to be exercised by The Society in General Meeting, subject, nevertheless, to any of the clauses of this General Section of the Constitution, to the provisions of the Corporations Act and to such regulations, being not inconsistent with the aforesaid clauses or provisions, as may be prescribed by The Society in General Meeting; provided that any rule, regulation or By-law of The Society made by the Board may be disallowed by The Society in General Meeting and provided further that no resolution or regulation made by The Society in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
42. The Board may exercise all the powers of The Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of The Society.
43. For the purposes of clause 3 of the Objects Section of the Constitution, the rate of interest payable in respect of money lent by members to The Society shall not exceed the lowest rate paid for the time being by banks in the State of New South Wales in respect of term deposits.
44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to The Society shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two of four members of the Board nominated for that purpose or by any nominated Director and Chief Executive Officer or in such other manner as the Board may determine from time to time.
45. The Board shall cause minutes to be made:
  - 45.1 Of all appointments of officers or servants.
  - 45.2 Of names of members of the Board present at all meetings of The Society and of the Board; and
  - 45.3 Of all proceedings at all meetings of The Society and of the Board.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

#### PROCEEDINGS OF DIRECTORS

46. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time and the Chief Executive Officer shall on the requisition of a member of the Board summon a meeting of the Board.
47. Subject to the other clauses of this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
48. The quorum necessary for the transaction of the business of the Board shall be five (5) Directors.
49. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this

Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of The Society, but for no other purpose.

50. The President shall preside as chairman at every meeting of the Board, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, then the members of the Board may choose one of their number to be chairman of the meeting.
51. The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the Directors of The Society by the Act or the general law) to one or more committees consisting of such member or members of The Society entitled to vote as the Board think fit. Any committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of The Society entitled to vote. Each member of any committee shall have one vote.
52. A Director may with the approval of other Directors appoint a person being a member of The Society entitled to vote, to be an Alternate Director in his place during such period as he thinks fit.
53. An Alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his stead.
54. An Alternate Director may exercise any powers that the appointor may exercise and the exercise of any such power by the Alternate Director shall be deemed to be the exercise of power by the appointor.
55. The appointment of an Alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the Alternate Director has not expired and terminates in any event if the appointor vacates the office as a Director.
56. An appointment or the termination of an appointment of an Alternate Director shall be effected by a notice in writing signed by the Director who makes or made the appointment and is served upon The Society.
57. There shall not be more than two (2) Alternate Directors present at any meeting of the Board.
58. The Board may appoint one or more advisory boards consisting of such member or members of the Board as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of The Society entitled to vote and all members of such advisory boards shall have one vote.
59. Any committee may meet and adjourn as it thinks proper. Questions arising at any committee meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
60. All acts done by any meeting of the Board or any committee or by any person acting as a member of the Board or any committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that the members of the Board or of the committee or sub-committee 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 or committee.



61. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

#### COMMITTEES

62. Should any nominated chairman of a committee be not present within ten minutes after the time appointed for holding the meeting then the committee members present may choose one of their number to be chairman of the meeting.
63. The Technical Review Committee shall be created by this clause. It shall consist of a committee chairman and five (5) other persons, one of whom should have medical qualifications and all of whom shall be elected at the Annual General Meeting of The Society.
64. The Technical Review Committee shall make recommendations to the Board in respect of the following matters:
- 64.1 The conditions, standards and requirements of all examinations conducted by The Society;
  - 64.2 The conduct of examiners and instructors;
  - 64.3 The appointment of examiners and instructors, including representatives in country areas.
65. The Technical Review Committee shall supervise and conduct all examinations of candidates for the examiners and instructors certificates, appoint successful candidates and report to the Board thereon and carry out such other duties as the Board may from time to time direct.
66. The Technical Review Committee may set up, investigate and carry out research into such methods of life saving as are permitted or as may be directed by the Board and publish papers thereon and otherwise disseminate information of a technical nature and make recommendations to the Board from time to time. It shall also make recommendations to the Board from time to time in respect of proposed or suggested alterations to The Society's Manual.
67. The Honours Committee shall be created by this clause. The Honours Committee shall consist of the chairman of the Technical Review Committee and one other member of the Technical Review Committee, the Honorary Registrar, the chairman of the Club & Competition Committee and the Chief Executive Officer. The Honorary Registrar will be appointed by the Club & Competition Committee in July of each year, subject to the subsequent ratification by the Board of Directors as set out in clause 69.2.
68. The duties of the Honours Committee shall be to investigate and make recommendations or otherwise to the Board of Directors in respect of nominations received by it on The Society's service awards listed in the Schedule to this Constitution.
69. The Club & Competition Committee shall be created by this clause. The Club & Competition Committee shall:
- 69.1 Consist of a committee chairman, the Honorary Registrar, two (2) delegates from each Affiliated Club and all members of the Technical Review Committee each of which shall be entitled to one vote. Whilst each Affiliated Club is entitled to have two (2) delegates in attendance at Club and Competition meetings, each Affiliated Club will only be entitled to one (1) vote per Affiliated club. In the case of an equality of votes the committee chairman of the meeting shall have a casting vote.

- 69.2 At the first committee meeting after each Annual General Meeting the committee will ratify the appointment of the Honorary Registrar.
70. The Club & Competition Committee shall:
- 70.1 Control all matters pertaining to Affiliated Clubs and sporting activities of the Society.
  - 70.2 Control all carnivals, skill competitions, sports events and Affiliated Club volunteer activities.
  - 70.3 Draw, alter and amend rules and policies for the regulation of carnivals, competitions and events.
  - 70.4 Fix the time and venue for the holding of carnivals, competitions and events.
  - 70.5 Through the Chief Executive Officer receive and deal with all correspondence relating to carnivals, competitions and events.
  - 70.6 Select teams and individual competitors to represent The Society in life saving carnivals, competitions and events, undertake associated training courses and workshops.
  - 70.7 Through the Chief Executive Officer, draw, alter and amend the roles, duties and responsibilities of committee members.
  - 70.8 Through the Chief Executive Officer, fix and control The Society's state championships and associated social functions.
71. Excepting the Club & Competition Committee whose quorum shall be six members eligible to vote at a General Meeting of The Society, the quorum for a committee meeting shall be not less than half of the persons elected or appointed to that committee. At all meetings, minutes shall be kept of the names of persons present and of all proceedings and within fourteen (14) days of a committee meeting a copy of the minutes of that meeting shall be delivered to the Chief Executive Officer. The Board of Directors shall have power to veto any decision of any committee.

#### CHIEF EXECUTIVE OFFICER

72. The Chief Executive Officer shall in accordance with the Act be appointed by the Board of Directors for such time and upon such terms and conditions as it thinks fit and any Chief Executive Officer so appointed may be removed by it. The Chief Executive Officer will be the general manager of The Society and responsible for its control and management and subject to the direction and supervision by the Board of Directors.

#### SEAL

73. The Board of Directors of The Society:
- 73.1 shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a sub committee of the Directors authorised by the Board on their behalf on an instrument to which the Seal is affixed and shall be signed by the President or such other member as the Directors may appoint and shall be countersigned by the Chief Executive Office or another Director; or

73.2 may execute an instrument without the Seal if the instrument is signed by:

- (i) 2 directors of The Society; or
- (ii) a director and a company secretary of The Society.

#### ACCOUNTS

74. The Board of Directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by the Act to be attached thereto) accompanied by a copy of the Auditor's Report thereon as required by the Act provided however that the Board of Directors shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to 30th of June in that year.
75. The Board of Directors shall from time to time determine in accordance with clause 9 of the Objects Section of the Constitution at what times and places and under what conditions or regulations the accounting and other records of The Society shall be open to the inspection of members.

#### AUDIT

76. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.

#### NOTICE

77. Any notice required by the Act or by or under this Constitution to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State of New South Wales) to the address, if any, within that State supplied by him to The Society for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of the post.
78. Notice of every general meeting shall be given in any manner herein before authorised to:
- 78.1 Every member entitled to vote except those members who (having no registered address within the said State) have not supplied to The Society an address within the said State for the giving of notices to them, and
  - 78.2 The Auditor or Auditors for the time being of The Society.

No other person shall be entitled to receive notices of General Meetings.

#### GENERAL

79. The Board of Directors shall have power to make regulations and by-laws not being inconsistent with the Constitution and at any time and in like manner to amend and repeal such regulations and By-laws and those so made and for the time being in force shall be binding on the members of The Society, a committee and all Affiliated Clubs, Sub-Branched and affiliated bodies and all members of same.

## WINDING UP

80. The provisions of clause 8 of the Objects Section of the Constitution relating to the winding up or dissolution of The Society shall have effect and be observed as if the same were repeated in this Constitution.

## INDEMNITY

81. Every Director, member of any Committee, Auditor, Chief Executive Officer and other officer for the time being of The Society shall be indemnified out of the assets of The Society against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

Signatures of Subscribers:

J. Harvey Prior  
E.A. Fry  
A.W. McClure  
V.C. Frost  
K.W. Draper  
R.E. Burgoyne  
D.B. Colquhoun  
W.J. Blakeney  
J. Fowler

Witness to Signatures and  
Address of Witness

Pamela Livingstone  
82 Pitt Street, Sydney  
Secretary

Originally DATED 6<sup>th</sup> day of September, 1967.

Updated on 29 October 2007.

## **SCHEDULE OF HONOURS**

To be amended when names of awards change

### **New South Wales Branch Honours**

|                             |                   |
|-----------------------------|-------------------|
| Certificate of Appreciation | on recommendation |
| Associate Award             | 5 years' service  |
| Distinguished Service Award | 10 years' service |
| Long Service Star           | 15 years' service |
| Life Membership             | 20 years' service |

### **Australian Honours**

|                           |                   |
|---------------------------|-------------------|
| Associate of the RLSSA    | 6 years' service  |
| Fellow of the RLSSA       | 10 years' service |
| Companion of the RLSSA    | 14 years' service |
| Meritorious Service Medal | 20 years' service |

### **Australian Honours**

|                          |                   |
|--------------------------|-------------------|
| Australian Service Order | 10 years' service |
|--------------------------|-------------------|

### **Commonwealth Honours**

|                                 |   |
|---------------------------------|---|
| Certificate of Thanks           | Up to 4 years' service                          |
| Service Medal                   | 4 years' service                                |
| Bar to Service Medal            | 4 years after receipt of Service Medal          |
| Service Cross                   | 12 years' service                               |
| Bar to Service Cross            | 4 years' service after receipt of Service Cross |
| Commonwealth Hon. Life Member   | 20 years' service & National Council            |
| Commonwealth Hon. Life Governor | 24 years' service & Life Membership             |
| Commonwealth Vice President     | Past National Presidents only                   |

Note: the Honour Handbook contains full details of prerequisites for the Australian & Commonwealth Honours