

The Royal Life Saving Society - Western Australia (Inc.)

CONSTITUTION



Royal Life Saving

THE ROYAL LIFE SAVING SOCIETY WESTERN AUSTRALIA INC.

McGillivray Road, Mt Claremont 6010 / PO Box 28, Floreat Forum 6014
Telephone: (08) 9383 9988 Facsimile (08) 9383 9922

1. NAME

The name of the organisation is:

The Royal Life Saving Society - Western Australia (Inc.) hereinafter referred to as “**Royal Life Saving**”

2. OBJECTS

The objects of Royal Life Saving are:

- 2.1 To prevent loss of life and injury in the community with an emphasis on the aquatic environment.
- 2.2 To contribute to the creation and development of a safe aquatic environment in Western Australia.
- 2.3 To reduce drowning and injury incidents by identifying at risk populations and implementing intervention strategies within the community.
- 2.4 To provide the opportunity for the community to access and participate in training in lifesaving and first aid.
- 2.5 To develop and promote a community service in the area of lifesaving and first aid through the development of appropriate training programs and resources.
- 2.6 To develop and promote interest and participation in the sport of aquatic lifesaving.
- 2.7 To solely apply the property and income of Royal Life Saving towards the promotion of the objects of Royal Life Saving and no part of that property or income shall be paid or otherwise distributed, directly or indirectly to members, except in good faith in the promotion of these objects.

3. POWERS OF ROYAL LIFE SAVING

- 3.1 To acquire, hold, deal with, and dispose of any real or personal property;
- 3.2 To open and operate bank accounts.
- 3.3 To invest its' money:
 - (i) in any security in which trust moneys may be invested; or
 - (ii) in any other manner authorised by the Board of Directors.
- 3.4 To borrow money upon such terms and conditions as Royal Life Saving thinks fit;

- 3.5 To give such security for the discharge of liabilities incurred by Royal Life Saving as Royal Life Saving thinks fit;
- 3.6 To appoint agents to transact any business of Royal Life Saving on its behalf;
- 3.7 To enter into any other contract Royal Life Saving considers necessary or desirable.

4. MEMBERSHIP AND AFFILIATION

4.1 Membership shall be open to any person who wishes to further the interests of Royal Life Saving.

4.2 Membership categories:

4.2.1 Associated Member

Any person who is an Associated Member of Royal Life Saving is entitled to hold any office and enjoy the privileges of Royal Life Saving. The annual membership subscription shall be determined by the Board of Directors from time to time.

4.2.2 Sport Member

Any person who has participated in a Royal Life Saving event or sport competition within the last 12 months. A Sport Member is entitled to hold any office and enjoy the privileges of Royal Life Saving.

4.2.3 Award Member

Any person who has completed a Royal Life Saving training program, or is a holder of a Royal Life Saving award within the last 12 months. An Award Member is entitled to hold any office and enjoy the privileges of Royal Life Saving.

4.2.4 Supporter Member

Any person who has supported a Royal Life Saving Society WA fundraising program within the last 12 months. A Supporter Member is entitled to hold any office and enjoy the privileges of Royal Life Saving

4.2.5 Life Member

Any member may nominate a person to the Board of Directors for consideration for Life Membership. The Board of Directors will consider all nominations and may recommend any member who has given outstanding service to Royal Life Saving as a Life Member. At the Annual General Meeting, the membership will vote on whether to accept or decline the recommendation for a new Life Member. A Life Member is entitled to hold any office and enjoy the privileges of Royal Life Saving.

4.2.6 Patron

Royal Life Saving may, at its discretion elect a patron/s or vice patron/s of Royal Life Saving for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of Royal Life Saving under another category of membership.

4.3 Affiliated Clubs

4.3.1 For a club to become affiliated it must make application in accordance with the procedures set down by Royal Life Saving.

4.3.2 To be eligible for affiliation a club must be incorporated,

4.3.3 A nominated representative of an affiliated club shall have the right to be present at Annual General Meetings and General Meetings but shall have no voting rights.

4.3.4 Affiliated clubs must re-affiliate with Royal Life Saving in accordance with the procedures set down by Royal Life Saving.

4.4 Register of members and affiliated clubs of Association

4.4.1 Royal Life Saving will keep and maintain a register of the members and affiliated clubs of Royal Life Saving and their postal or residential addresses.

4.4.2 On written request by a member of Royal Life Saving, the Chief Executive Officer shall make the register available for inspection by the member, excluding the address or other personal contact details of any other Individual Member or affiliated club (subject to conditions of the Privacy Act).

4.3.3 The register must be kept and maintained at the Head Office of Royal Life Saving.

5. TERMINATION OF MEMBERSHIP OR AFFILIATION

5.1 A person's membership or club affiliation may be terminated by the following events;

5.1.1 Written notice of the intention of the member or affiliated club to resign, withdraw or terminate membership with Royal Life Saving,

5.1.2 Not renewing membership with Royal Life Saving in accordance with the procedures set down by Royal Life Saving,

5.1.3 Not re-affiliating with Royal Life Saving in accordance with the procedures set down by Royal Life Saving.

5.2 The Board shall have the power to reprimand, suspend, expel, or otherwise deal with any member or affiliated club of Royal Life Saving for any of the following events;

5.2.1 False or inaccurate statements made in the member's application for membership of Royal Life Saving;

5.2.2 Breach of any rule, regulation or procedure set down by Royal Life Saving;

5.2.3 Commit any act detrimental to Royal Life Saving;

5.2.4 Inappropriate behaviour as outlined in the procedures set down by Royal Life Saving.

5.3 Any member or affiliated club who has been reprimanded, suspended, expelled, or otherwise dealt with under section 5.2, shall have the right to appeal against this decision by presenting their case to a special tribunal convened by the Board of Directors and the decision of the special tribunal convened by the Board of Directors shall be final.

6. BOARD OF DIRECTORS

6.1 The governance of Royal Life Saving shall be vested in the Board of Directors. The Board of Directors consists of:

6.1.1 A President,

6.1.2 Five (5) Directors

6.2 Election of Directors

6.2.1 Royal Life Saving will seek expressions of interest from its membership by way of public advertising or any other means considered appropriate.

6.2.2 The Board of Directors will review all expressions of interest received for the purposes of making a recommendation as to who should be considered suitable for election to fill a vacancy on the Board of Directors.

6.2.3 The Board of Directors will conduct appropriate evaluations of the nominations received to ensure that there is no legal or other reason that would prevent or limit the new Director from fulfilling their duties and responsibilities.

- 6.2.4 At the Annual General Meeting, the membership will vote on whether to accept or decline the recommendation for a new Director made by the Board of Directors. If the membership declines the recommendation, the meeting will be adjourned for at least a one (1) week and the Board of Directors must make another recommendation from the expressions of interest received. This process will continue until agreement has been reached.
 - 6.2.5 Directors are entitled to stand for a two (2) year term and will be required to renominate for a position by submitting an expression of interest to the Board of Directors for consideration (refer 6.2.2).
 - 6.2.6 Employees of Royal Life Saving that are employed on a full-time basis are ineligible for election as a Director.
- 6.3 Appointment of President
- 6.3.1 The Directors at their next meeting following the Annual General Meeting shall elect one (1) Director to be the President of Royal Life Saving for a one (1) year term.
- 6.4 The Board of Directors shall have the power to:
- 6.4.1 Administer the finances, approve operating budgets, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
 - 6.4.2 Fix the manner in which such banking accounts shall be operated on.
 - 6.4.3 Determine and direct the strategic direction of Royal Life Saving.
 - 6.4.4 Adjudicate on all matters brought before it which in any way affect Royal Life Saving.
 - 6.4.5 Cause minutes to be made of all proceedings at meetings of the Board and General Meetings of members.
 - 6.4.6 Make, amend and rescind rules and procedures of Royal Life Saving.
 - 6.4.7 Have the power to co-opt any person with appropriate experience or expertise to assist the Board and/or appoint any sub committee/s as required for specific purposes.
 - 6.4.8 May at their discretion employ a person or persons to carry out certain duties required by Royal Life Saving at salaries or remuneration's for such period of time, as may be deemed necessary.

- 6.4.9 Should a vacancy occur on the Board of Directors during the year, the Board of Directors may appoint a successor until the next Annual General Meeting where the position will be declared vacant and an election held (refer 6.2).
- 6.4.10 Appoint a Chief Executive Officer to have custody of Royal Life Saving records, documents and securities.
- 6.4.11 Notwithstanding 6.4.1 to 6.4.10 the Board of Directors will delegate to the Chief Executive Officer the responsibility for the day to day management of the staff and operations of Royal Life Saving.

6.5 Grounds for Termination of a Director

- 6.5.1 In addition to the circumstances in which the position of Director becomes vacant by virtue of any legal reason, a Director will be terminated if the Director;
 - 6.5.1.1 Dies.
 - 6.5.1.2 Becomes bankrupt.
 - 6.5.1.3 Becomes of unsound mind.
 - 6.5.1.4 Resigns in writing from Royal Life Saving.
 - 6.5.1.5 Is absent from Board Meeting without notice for a period of 4 months.
 - 6.5.1.6 Commences full-time employment with Royal Life Saving.
 - 6.5.1.7 Is directly or indirectly interested in any contract or proposed contract with Royal Life Saving and fails to declare the nature of their interest.
 - 6.5.1.8 In the opinion of the majority of the Board of Directors has acted in a manner unbecoming or prejudicial to the objects and interest of Royal Life Saving.

7. CHIEF EXECUTIVE OFFICER

- 7.1 The Chief Executive Officer shall be appointed by the Board of Directors for such terms and employment conditions as it deems appropriate.
- 7.2 The Chief Executive Officer shall manage and administer the affairs of Royal Life Saving in accordance with this Constitution and with the procedures set down by Royal Life Saving. The Chief Executive Officer has the power to

perform all such things as appear necessary or desirable for the proper management and operation of Royal Life Saving.

- 7.3 The Chief Executive Officer shall establish and maintain proper records concerning all contracts, transactions, business, meetings, correspondence and dealings of Royal Life Saving and shall produce these as appropriate at each Board or General Meeting, or as requested by the President or a Director.
- 7.4 The Chief Executive Officer may employ such personnel as deemed necessary or appropriate from time to time and for such terms and conditions as the Chief Executive Officer deems appropriate.

8. AUDITOR

- 8.1 The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 8.2 The Auditor/s shall examine and audit all the books and accounts of Royal Life Saving annually, and have the power to call for all books, papers, accounts, receipts etc of Royal Life Saving and report thereon to the Annual General Meeting.

9. MEETINGS

9.1 Annual General Meeting

- 9.1.1 The Annual General Meeting of Royal Life Saving shall be held within four months after the end of the association's financial year.
- 9.1.2 The Chief Executive Officer shall give at least fourteen (14) days notice of the date of the Annual General Meeting to members.
- 9.1.3 All members may attend the Annual General Meeting.
- 9.1.4 The quorum at the Annual General Meeting, shall be a minimum of twenty (20) members. If at the end of thirty (30) minutes after the time appointed in the notice for the opening of the Meeting there be no quorum the meeting shall stand and adjourn for at least one (1) week. If at such subsequent meeting there is no quorum those members present shall be competent to discharge the business of the meeting.
- 9.1.5 The agenda for an Annual General Meeting shall be:
- Opening of Meeting
 - Apologies
 - Confirmation of Minutes of previous Annual General Meeting
 - Presentation of Annual Report
 - Presentation of Financial Statement
 - Adoption of Annual Report and Financial Statement

- Appointment of Auditor
- Election of Directors
- Vote of Thanks to outgoing Directors
- Election of Life Members
- Notice/s of Motion
- Urgent General Business
- Closure

9.1.6 The President or their nominated representative shall be the chairperson for the Annual General Meeting.

9.2 General Meetings

9.2.1 General meetings may be called by Board of Directors, or at the request of the President and Chief Executive Officer, or on the written request of twenty (20) members of Royal Life Saving.

9.2.2 The Chief Executive Officer shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.

9.2.3 The quorum at the General Meeting shall be a minimum of twenty (20) members. If at the end of thirty (30) minutes after the time appointed in the notice for the opening of the Meeting there be no quorum the meeting shall stand and adjourn for at least one (1) week. If at such subsequent meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

9.2.4 The President or their nominated representative shall be the chairperson for a General Meeting.

9.3 Board of Director Meetings

9.3.1 Board of Director meetings may be called by the President or on written request by two (2) members of the Board of Directors.

9.3.2 The Chief Executive Officer shall give at least seven (7) days notice, in writing, of the date of the Board of Director meeting.

9.3.3 A quorum of the Board of Directors shall be a half plus one.

9.3.4 The President or their nominated representative shall be the chairperson for a Board of Directors Meeting

10. VOTING

10.1 Voting powers at the Annual General Meeting and General Meetings:

- 10.1.1 The President (or their nominee) shall be entitled to a deliberate vote and in the event of a tied vote, the President shall exercise a casting vote.
- 10.1.2 Each individual member present and 18 years of age or older, shall have one (1) vote.
- 10.1.3 Voting for the Election of Life Members, and Election of Directors shall be by secret ballot.
- 10.1.4 A resolution put to the vote must be decided by a show of hands, unless a secret ballot is demanded by a simple majority of the members present.

10.2 Voting powers at Board of Directors Meetings;

- 10.2.1 The President (or their nominee) shall be entitled to a deliberate vote and in the event of a tied vote, the President shall exercise a casting vote.
- 10.2.2 Each individual Director present shall have one (1) vote.
- 10.2.3 A resolution put to the vote must be decided by a show of hands, unless a secret ballot is demanded by a simple majority of the Directors present.

10.3 Proxy voting shall be permitted at all Annual General Meetings, General Meetings, and Board of Director Meetings provided a proxy form in the form set out in Annexure 1 has been duly completed, executed and is lodged with the Chief Executive Officer before the commencement of the meeting. Proxy voting shall only be exercised by Members or Directors entitled to vote. The Proxy vote can only be carried by another Member or Director that is entitled to vote.

11. FINANCE

- 11.1 All funds of Royal Life Saving shall be deposited into Royal Life Saving accounts at such bank or recognised financial institution as the Board of Directors may determine.
- 11.2 The Chief Executive Officer will ensure that a statement showing the financial position of Royal Life Saving shall be tabled at each Board of Directors meeting.

- 11.3 The Chief Executive Officer will ensure that an audited statement of Income and Expenditure, Assets and Liabilities of Royal Life Saving shall be submitted to the Annual General Meeting. The Auditor's report shall be attached to such financial report.
- 11.4 The financial year of Royal Life Saving shall commence on the 1st July each year. The accounts, books and all financial records of Royal Life Saving shall be audited each year.
- 11.5 Royal Life Saving bank accounts will have a minimum of two signatories.

12. COMMON SEAL

The Common Seal of Royal Life Saving shall be kept in the care of the Chief Executive Officer. The seal shall not be used or affixed to any deed or other document except in the presence of the President and the Chief Executive Officer or their nominees.

The Board of Directors delegate all usage of the Common Seal to the President and the Chief Executive Officer and its usage will be recorded and presented to the Board at the next meeting of the Board of Directors.

13. ALTERATIONS TO THE CONSTITUTION

- 13.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 13.2 Such motions or any part thereof shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to vote at the Annual General Meeting, General Meeting or Board of Directors meeting, as the case may be.

14. DISSOLUTION

If, on the winding up of Royal Life Saving, any property of Royal Life Saving remains after satisfaction of the debts and liabilities of Royal Life Saving and the costs, charges and expenses of that winding up, that property shall be distributed to another incorporated association with charitable status having objects similar to those of Royal Life Saving.

15. INSPECTION OF RECORDS

On written request by a member of Royal Life Saving, the Chief Executive Officer shall make the register of members and affiliated clubs available for inspection by the member, excluding the address or other personal contact details of any other Individual Member or affiliated club (subject to conditions of the Privacy Act).

Upon reasonable request a member may inspect without charge the rules and constitution of Royal Life Saving.

ANNEXURE 1

APPOINTMENT OF PROXY

The Royal Life Saving Society - Western Australia (Inc.)

I, _____ (name)

of _____ (address)

_____ (sign)

Being a member of **The Royal Life Saving Society - Western Australia (Inc.)** hereby appoint:

_____ (name)

of _____ (address)

_____ (sign)

as my proxy to vote on my behalf at the Annual General Meeting, General Meeting or Board of Directors Meeting (*delete as appropriate*) to be held on the:

_____ (date of meeting)

(The Proxy vote can only be carried by another Member or Director that is entitled to vote.)

My proxy is authorised to vote **in favour of / against** (*delete as appropriate*) the following resolution (insert details):
