

THE CONSTITUTION OF WEST WALLSEND AMATEUR SWIMMING CLUB INCORPORATED



INTERPRETATION

For the purposes of the Associations Incorporation Act 1984 this Constitution shall be the rules of the Association and the work constitution or derivatives thereof shall be deemed for the purposes of that Act to be a reference to the rules of the Association.

PART 1 - NAME

The name of the Association shall be the "WEST WALLSEND INDOOR AMATEUR SWIMMING CLUB INCORPORATED" (hereinafter referred to as "the Club").

PART 2 - OBJECTS

The objects of the Club shall be to:

- 2.01 To promote, teach and encourage the arts of swimming and life saving.
- 2.02 To stimulate public opinion in favour of providing proper accommodation and facilities for swimming.
- 2.03 To do such things as are necessary and incidental to attain the objects of the Club.
- 2.04 To affiliate to the Swimming New South Wales Limited and the West Wallsend Indoor Amateur Swimming Club Inc. Affiliation to other kindred bodies may be effected from time to time by the Committee.

PART 3 - MEMBERSHIP

- 3.01 Subject to this Constitution the members of the Club shall be comprised of the members of the Club immediately prior to incorporation together with such other people as the Committee admits to membership and any life members appointed pursuant to Part 12 and any life members appointed prior to incorporation.
- 3.02 Membership is open to all individuals who accept the objects and rules of the Club provided that any member who has not attained the age of 16 years shall not be entitled to vote at any meeting of the Club.
- 3.03 Individuals wishing to become members of the Club shall apply to the Committee for membership.
- 3.04 The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- 3.05 Where a member is a competitor, then the member shall comply with any provisions relating to eligibility to compete as adopted

by the Swimming New South Wales Limited. from time to time.

- 3.06 Members who are not "eligible to compete" as provided by the Rules of the Swimming New South Wales Limited, shall be eligible to participate in the activities of the Club other than the at of competitors but not in the affairs of the Swimming New South Wales Limited, unless otherwise as provided in the constitution of the Swimming New South Wales Limited, PROVIDED THAT all members as defined in Clauses 3.05 and 9.06 other than Patron, Vice Patrons and Life Members shall be liable for the annual subscription provided herein.
- 3.07 Members shall pay such fees (if any) as are determined by the Club at a general meeting.
- 3.08 A register of members shall be kept by the Club showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- 3.09 Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees (if any) within three (3) months of the due date.
- 3.10 Membership fees shall fall due on the first day of October each year. The club year shall run from the 1st October to the 30th September next following. The financial year of the Club shall run from the 1st April to the 31st March next following.

PART 4 - MEMBERS LIABILITY

The members of the Club shall have no liability to contribute towards the payments of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except to the amount of any unpaid membership fees.

PART 5 - DISCIPLINING OF MEMBERS

The procedure for disciplining members by suspension, disqualification or expulsion shall be for the Committee:

- 5.01 To charge the defaulting member in writing with the offence.
- 5.02 To cite the member to appear at a meeting of the Committee.
- 5.03 To give fourteen (14) days notice of the meeting.
- 5.04 To decide the action to be taken.
- 5.05 To keep proper minutes of the meeting details of the action taken and to hold in safe custody any documents associated with the matter.

- 5.06** To advise the member charged as to the action decided by the Committee and that the member has the right of appeal to the Swimming New South Wales Limited
- 5.07** To advise the Swimming New South Wales Limited of the action taken in disciplining a member.
- 5.08** To advise the member charged and so dealt with that he has the right of appeal to the Swimming New South Wales Limited as provided in the Constitution of that body.

PART 6 - MANAGEMENT BY COMMITTEE

- 6.01** The Club shall have its affairs controlled and managed by a committee comprising the office bearers and up to five other members.
- 6.02** The office bearers shall consist of a President, Senior Vice President, Secretary, Treasurer and Race Secretary.
- 6.03** The office bearers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the committee may be filled by a member appointed by the Committee. Where insufficient nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- 6.04** Each member of the Committee shall hold office from the date of their election or appointment until the conclusion of the next Annual General Meeting.
- 6.05** Retiring Committee members are eligible for re-election.
- 6.06** The Committee shall meet as often as necessary to conduct the business of the Club and not less than ten (10) occasions in the twelve (12) months period following any Annual General Meeting.
- 6.07** The quorum for meetings of the Committee shall be five (5) Committee members elected at the previous Annual General Meeting or appointed under the provisions relating to casual vacancies.
- 6.08** Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide.
- 6.09** A member of the Committee shall cease to hold office upon resignation in writing; removal as a member of the Club; or absence from three successive Committee meetings without providing reasonable Justification for those absences to the satisfaction of the Committee.
- 6.10** The Committee may function validly provided its number is not reduced below the quorum. No business shall be transacted unless a quorum is present and if within half

an hour of the time appointed for the meeting a quorum is not present the meeting shall be dissolved.

- 6.11** Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present and eligible to vote. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

PART 7 - GENERAL MEETINGS

- 7.01** The Club shall, at least once in each club year and within the period up to the 30th June after the expiration of each financial year of the Club, convene an Annual General Meeting of its members.
- 7.02** Clause 7.01 has effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.
- 7.03** The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club. A Special General Meeting must be convened by the Committee within two (2) months of receiving a written request to do so from at least five percent of the membership of the Club.
- 7.04** The Annual General Meeting shall receive for adoption from the Committee a recommendation indicating the names of persons who, having been invited have agreed to grant their patronage to the Club for the coming Club year for the positions of, a patron and up to three (3) vice patrons.
- 7.05** At least fourteen (14) days notice of all general meetings and notices of motion shall be given to members by post or such other means as may be determined by the Committee. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least twenty one (21) days before the meeting.
- 7.06** No business other than that specified 'in the notice convening a general meeting shall be transacted at the meeting. In the case of the Annual General Meeting the following business shall be transacted whether specified or not.
 - 7.06.1** Confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting.
 - 7.06.2** Receipt of the Committee's report upon the activities of the Club in the last Club and financial year.
 - 7.06.3** Election of office bearers and up to five (5) other members of the Committee.

7.06.4 Receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last Club and financial year of the Club's:

- Income and expenditure;
- Assets and liabilities;
- Mortgages;
- Charges and other securities;
- Trust priorities.

7.07 The quorum for a general meeting shall be eight (8) members eligible to vote.

7.08 Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarters majority of the members present and eligible to vote is required.

7.09 All votes shall be given personally and there shall be no voting by proxy.

7.10 In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.

7.11 Nominations of candidates for election as office bearers or other Committee members may be made at the Annual General Meeting.

7.12 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice of members given before the day at which the meeting is adjourned at the same place.

7.13 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present being not less than eight (8) shall constitute a quorum.

PART 8 - OFFICE BEARERS

8.01 The President or, in the President's absence, the Senior Vice-President, shall act as Chairman at each general meeting and Committee meeting of the Club.

8.02 If the President and Senior Vice-President are absent from a meeting or unwilling to act the members present at the meeting shall elect one of their number to act as Chairman.

8.03 The Secretary shall keep or cause to be kept, the records of the business of the Club including the rules, register of members, minutes of all general and Committee meetings and a file of correspondence. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.

8.04 The Treasurer shall ensure that all monies received by the Club are paid into an account in the Club's name. Payments shall be made through a petty cash system or by cheque signed by two (2) signatories authorised by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a general meeting.

8.05 The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Club. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

PART 9 - SPECIAL RESOLUTIONS

9.01 A special resolution may be passed by a general meeting of the Club to effect the following:

9.01.1 to change the name of the Club;

9.01.2 to change the Constitution of the Club;

9.01.3 to change the objects of the Club;

9.01.4 to change or amend By-laws of the Club;

9.01.5 to amalgamate with another incorporated swimming club;

9.01.6 to voluntarily wind up the Club and distribute the property of the Club;

9.01.7 to make application for registration as a Company

9.02 A special resolution shall be passed in the following manner:

9.02.1 A notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;

9.02.2 The notice must give details of the proposed special resolution and give at least twenty one (21) days notice of the meeting;

9.02.3 A quorum must be present at the meeting;

9.02.4 At least a three quarters majority of those present and eligible to vote must vote in favour of the resolution;

9.02.5 In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Commissioner for permission to pass the resolution in some way.

9.03 A special resolution to change the Club's name, constitution or objects shall be of no effect until such time as it has been approved by the Swimming New South Wales Limited or such other body or corporation as may succeed that organisation and the Club shall take no action to have such change registered or lodged with the Commissioner until such approval has been given.

PART 10 - PUBLIC OFFICER

10.01 The Committee Shall ensure that a person is appointed as Public Officer.

10.02 The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen (18) years of age or older and a resident of New South Wales.

10.03 The Public Officer shall be deemed to have vacated his position in the following circumstances:

10.03.1 death;

10.03.2 resignation;

10.03.3 removal by the committee or at a general meeting;

10.03.4 bankruptcy or financial insolvency;

10.03.5 mental illness;

10.03.6 residency outside New South Wales.

10.04 When the vacancy occurs in the position of Public Officer the Committee shall within fourteen (14) days notify the Commissioner by the prescribed form and appoint a new Public Officer.

10.05 The Public Officer may be an office bearer, Committee member or any other person regarded as suitable for the position by the Committee.

PART 11 - MISCELLANEOUS

11.01 The Club shall effect and maintain insurance as required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Club.

11.02 The funds of the Club shall be derived from the fees of members, donations, grants and such other sources approved by the Club.

11.03 The Common Seal of the Club shall be kept in the custody of the Secretary and shall only be affixed to a documents with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two (2) members of the Committee.

11.04 The Club shall affiliate with and remain affiliated with the Swimming New South Wales Limited or such other body or corporation as may succeed that organisation and shall to the extent permissible by this Constitution comply with any lawful and reasonable direction of that association.

11.05 The Club may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Club should be wound up the distribution of surplus property shall be in accordance with Section 53 of the Associations Incorporation Act 1984.

11.06 The colours of the Club shall be Blue and Gold.

PART 12 - LIFE MEMBERS

12.01 At any Annual General Meeting of the Club any person or persons may be elected a Life Member of the Club in recognition of special services rendered over a period of not less than ten (10) years to the sport of swimming.

12.02 Each nominee shall be recommended to the Committee for consideration and, if approved by the Committee by submitted for election at the Annual General Meeting of the Club, and carried by a three-quarters majority of those present and eligible to vote.

12.03 A Life Member shall be entitled to attend and speak to any motion at all meetings of the Club and shall have such other privileges as may be decided upon from time to time by the Club. A Life Member is entitled to election to office or the Committee with full voting power.

PART 13 - BY-LAWS

13.01 A General Meeting may from time to time make such By-Laws as may be necessary for the purposes of attaining the objects of this Club.

13.02 A General Meeting may from time to time make, amend or repeal any By-Law made pursuant to this Clause and shall take effect immediately or at such later time as the General Meeting shall determine.

13.03 A By-Law made pursuant to this clause shall not be inconsistent with this constitution nor inconsistent with any rules adopted or recognised by the Swimming New South Wales Limited or such other body or corporation as may succeed that organisation

unless that association has given its prior written approval to the By-Law.

PART 14 - CLUB RULES

- 14.01** The Committee may from time to time make such Club Rules as may be necessary and convenient for the purposes of attaining the objects of the Club.
- 14.02** The Committee may adopt wholly or in part by reference any rules relating to the conduct of swimming or swimming competitions.

14.03 The Committee may from time to time vary, amend or repeal any Club Rule made pursuant to this Clause.

14.03 A Club Rule made pursuant to this clause shall take effect from the date that it is made or such later date as the Committee shall decide and shall be laid before the next Annual General Meeting of the Club and that general meeting may disallow the Club Rule where upon it shall cease to have effect from the date of that meeting.

14.04 A Club Rule made pursuant to this clause shall not be inconsistent with this Constitution nor inconsistent with any rules adopted or recognised by the Swimming New South Wales Limited or such other body or corporation as may succeed that organisation, unless that association has given its prior written approval to the Club Rule.

By the authority of the Public Officer:

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Signature

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Print Name

May 2009

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Date