

Associations Incorporation Act 1981

**RULES
OF
SWIMLAND SWIM CLUB
INCORPORATED**

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First Constitution

MAY 2007

CONSTITUTION OF THE
SWIMLAND SWIM CLUB –INCORPORATED

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CONSTITUTION OF THE

SWIMLAND SWIM CLUB – INCORPORATED

CLUB NAME:

1. The name of the Incorporated Association is SWIMLAND SWIM CLUB INCORPORATED (in these Rules called “the Club” or “SWIMLAND”).

INTERPRETATION:

2. (1) In these rules unless the contrary intention appears:-
 - “Committee” means the Committee of Management of the Club.
 - “Financial Year” means the year ending on April 30.
 - “General Meeting” means an Annual General Meeting or a Special General Meeting.
 - “Hearings Tribunal means a Hearings Tribunal established under the rules of SV.
 - “Member” means a member of the Club.
 - “Senior Member” means a member over the age of 18 years who is entitled to vote at a General Meeting.
 - “PSS” means Paul Sadler Swimland Limited.
 - “SV” means Swimming Victoria Inc or its successor being the peak body for the administration of natatorial activities in Victoria.
 - “The Rules” means the constitution, general rules, and by-laws of the Club.
 - Words implying a gender include the other gender.
 - Words implying the singular shall include the plural and vice versa.
 - “The Act” means the *Associations Incorporation Act* 1981.
 - “The Regulations” means the Regulations under the Act.
- (2) In these Rules, a reference to the Secretary of a Club is a reference:-
 - (a) Where a person holds office under these Rules as Secretary of the Club, to that person; and
 - (b) In any other case to the Public Officer of the Club.

Objectives:

3. The Club is formed to promote natatorial activities in all of its forms, and to accomplish this, shall;
 - (a) affiliate and otherwise liaise with the Swimming Victoria Incorporated (“SV”) and such other bodies as may be desirable to achieve these Objects;
 - (b) conduct, encourage, promote, advance, control and administer natatorial activities in the Club for the benefit of the Members and the development of swimming;
 - (c) act in good faith and loyalty to ensure the maintenance and enhancement of the Club and swimming, its standards, quality and reputation for the collective and mutual benefit of the Members and swimming;
 - (d) at all times to act on behalf of, in the interests of, and in conjunction, with the Members;
 - (e) promote the economic and sporting success, strength and stability of the Club, and each Member, and to act interdependently with each Member in pursuit of these Objects;
 - (f) ensure compliance with the rules and by-laws as amended from time to time of SV and other affiliate associations insofar as they apply to each SWIMLAND member registered as an affiliated member of that association.
 - (g) apply the property and capacity of the Club towards the fulfilment and achievement of these Objects;
 - (h) strive for governmental, commercial and public recognition of the Club, and swimming;
 - (i) through or in association with other Clubs or other entities or of itself, promote the health and safety of all Members;
 - (j) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to further these Objects;

- (k) formulate or adopt and implement appropriate policies, including in relation to harassment, discrimination, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs and such other matters as arise from time to time as issues to be addressed in swimming;
- (l) represent the interests of its Members and of swimming generally in any appropriate forum;
- (m) have regard to the public interest in its operation;
- (n) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;
- (o) adopt the Swimming Australia Member Protection Policy, (as amended from time to time), and to comply with its requirements;
- (p) encourage and promote performance-enhancing drug free competition; and
- (q) undertake and or do all things or activities which are necessary, incidental or conducive to advance these Objects.
- (r) Promote and support natatorial activities in all of its form within PSS and wider PSS community.

Application for Membership:

4. (1) A nomination of a person for membership of the Club:-
 - (a) shall be in writing, in the form approved by the Committee, that meets all of the requirements of Swimming Victoria Inc, (as set out in the membership form published on the SV website);
 - (b) shall be lodged with PSS Management; accompanied by the relevant entrance fee and annual subscription.
 - (c) is open to all persons and members of their immediate family who actively participate at or is coached or taught at PSS centres.
- (2) The PSS Management shall determine whether to approve or to reject the nomination, without having to give reasons.
- (3) Should PSS Management reject the nomination the entrance fee and annual subscription shall be repaid.
- (4) Upon acceptance, PSS Management shall, with as little delay as possible, enter the nominees name and details in the register of members with their appropriate associations.
- (5) By signing the Application for Membership Form, the applicant acknowledges that he is bound by The Rules of the Club, Swimming Victoria Inc, Australian Swimming Inc and FINA for the time being in force.

Entrance Fee and Annual Subscription:

5. (1) The entrance fee shall be the amount set by the Committee each year but if no fee is set the entrance fee shall be nil.
- (2) The annual subscription shall be the amount set by the Committee each year and is due and payable on May 1 in each financial year.

Register of Members:

6. (1) The Secretary is responsible for the keeping of a register of members in which shall be entered the full name, address and date of admission of each member, the association or associations the member is registered with, and the register shall be available for inspection and copying by members for the purposes of convening a special general meeting of the Club upon request unless prohibited by any relevant legislation.
- (2) All Swimming and Committee members shall be registered with Swimming Victoria Inc. each year.
- (3) The classes of membership shall be as prescribed in the By-Laws.

Resignation:

7. (1) A member of the Club who has paid all moneys due and payable by him to the Club and is registered with Swimming Victoria Inc. may not resign from the Club, unless by way of the Swimming Victoria Inc. transfer rules during the currency of his membership.
- (3) Upon the expiration of his membership, PSS Management shall make in the register of members an entry recording the date on which the member, ceased to be a member.

Committee:

8. (1) The affairs of the Club shall be managed by a Committee of Management constituted as provided in this clause.
- (2) The Committee:-
 - (a) shall control and manage the business and affairs of the Club
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers which are required by these Rules to be exercised by a General Meeting.
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts, as they deem essential for the proper management of the affairs of the Club.
- (3) The executive officers of the Club shall be:-
 - (a) a President;
 - (b) Vice President;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) Head Coach;
 - (f) Club Administrator.(with responsibility to be Assistant Secretary)

NB: Where the positions of Head Coach and Club Administrator are filled by the same person, the role of Assistant Secretary shall be filled by a person appointed specifically to that role.
- (4) Each committee member of the Club shall hold office until the completion of the Annual General Meeting next held following their election or appointment. They shall be eligible for re-election.
- (5) In the event of a casual vacancy of any elected position on the Committee, whether caused by death, resignation, abandonment or other cause, that position shall be filled by the Committee from the members of the Club.
- (6) Elected positions shall be deemed to be abandoned when the committee member fails to appear at two (2) consecutive committee meetings without reasonable cause.
- (7) The Committee shall have the power to create or amend Bylaws for the efficient operation of the Club. Such Bylaws shall be published to the members from time to time for their information.

Formation of Committee:

- 9.(A) All elected positions shall consist of:
 - (a) President;
 - (b) Secretary;
 - (c) Treasurer;
 - (d) and a maximum of 3 ordinary committee positions.
- (1) Nomination for the elected positions on the Committee shall be in writing, signed by two (2) senior members of the Club. The written acceptance of the nomination by the nominee shall be endorsed on the nomination form.
- (2) The nomination form shall be delivered to the Secretary at least seven (7) days prior to the Annual General Meeting.
- (3) If the number of nominations received for a position is equal to or less than the number provided, they shall be declared elected at the Annual General Meeting.
- (4) If more nominations are received for a position than the number provided a secret ballot shall be held.

- (5) Where more than one nomination is received and a ballot is required as in 9(4) the candidates shall be given the opportunity to make representation to the AGM as to why they should be elected.
- (6) Such a ballot shall be held at the Annual General Meeting each year.
- (7) The Chairman may call for further nominations at the Annual General Meeting for any position where the number of written nominations is not equal to or more than the number provided. Any such nominations must be made by a senior member, seconded by another senior member and accepted by the nominee. Where the number of nomination exceeds the number of positions to be filled, the Chairman shall put the relevant nominations to a vote of the meeting.

(B) All appointed positions shall consist of:

- (a) Club Administrator;
- (b) Head Coach; (must be a registered swim coach)
- (c) and a maximum of 5 Representatives from PSS sites (1 of which shall be appointed to the role of Vice President.)

- (1) All appointed positions shall be determined by PSS Management.
- (2) PSS shall advise the Secretary of the appointed positions at least seven (7) days prior to Annual General Meeting.
- (3) Appointed positions shall be announced at the Annual General Meeting.
- (4) The appointed positions can be changed at the discretion of PSS Management.
- (5) Any changes to the appointed positions are to be advised to the Secretary within seven (7) days.
- (6) Appointed members must be financial members of the club.

Proceedings of the Committee:

10. (1) The Committee shall meet at least four (4) times in each year, at a place and time determined by the Committee.
- (2) The quorum for a Committee meeting shall be more than one half of the Committee membership.
- (3) If a quorum is not present within 30 minutes of the starting time for the meeting, the meeting shall be deferred for a week at the same place and time, unless negotiated otherwise by agreement of all Committee members.
- (4) At meetings of the Committee:-
 - (a) the President shall preside;
 - (b) in his absence the Vice President shall preside; or
 - (c) In the absence of both, the Committee shall appoint a Chairman.
- (5) Notice of Committee meetings shall be given to each member of the Committee, in such form as the Committee determines.
- (8) The Committee may act on any matter, subject to sub-clause (2), notwithstanding the absence of any member or a vacancy on the Committee.

Secretary:

11. The Secretary shall cause to be kept:
 - (a) minutes of the resolutions and proceedings of all meetings, and
 - (b) a record of the names of the members present at those meetings.

Treasurer:

12. The Treasurer shall be responsible for:-
 - (a) collection all monies due to the Club, and the making of all payments authorised by the Committee; and
 - (b) keeping of accurate accounts and books of the Club with full details of receipts and payments by the Club.

Annual General Meeting:

13. (1) The Club shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such a date as the Committee determines, prior to the 1st of June.
- (3) Written notification shall be provided to all members of the Club at least 21 days prior to the date of the annual general meeting setting out the agenda of the meeting.
- (4) The ordinary business of the annual general meeting shall be:-
 - (a) Apologies;
 - (b) To confirm the minutes of the last preceding annual general meeting;
 - (c) To confirm the minutes of any other general meetings held since the last preceding annual general meeting;
 - (d) To receive from the Committee a report on the activities of the Club during the last preceding financial year;
 - (e) To receive and consider an audited statement of the financial affairs of the Club during the preceding financial year;
 - (f) To elect the elected Officers of the Club to hold office until the next annual general meeting;
 - (g) To consider and determine any proposed changes to the Constitution or Statement of Purposes; and
 - (h) To conduct any general business of which due notice has been given.
- (5) The annual general meeting is in addition to any other general meetings that may be held during the year.

General Meetings:

14. All general meetings, other than the annual general meeting shall be called special general meetings.

Special General Meetings:

15. (1) The Committee may, if it thinks fit convene a special general meeting of the Club.
- (2) The Committee shall, on the requisition in writing of members representing not less than 20% of the total senior membership of the Club, convene a special general meeting of the Club. The special general meeting shall be held within 45 days of the date the requisition is received by the Secretary. At the adjourned meeting the quorum shall be half the quorum specified. If a quorum is not attained within 30 minutes of the scheduled time for commencement the meeting shall lapse.
- (3) The requisition for a special general meeting shall state the objects of the meeting, shall be signed by the requisitioners and shall be delivered to the address of the Secretary.
- (4) The same notice and method as is provided for the Annual General Meeting shall be given for Special General Meetings.

Voting at General and Committee Meetings:

16. (1) At any General Meeting;
 - (a) Proxy voting is permitted at any General Meetings.
 - (b) A member has one vote only by proxy or by attendance.
 - (c) A vote shall be conducted by a show of hands or such other method as determined by the Chairman. The result of the vote shall be declared by the Chairman and shall be final.
 - (d) In the case of an equality of votes on a question the President shall exercise the casting vote.

Proceedings at General Meetings:

17. (1) The quorum for General Meetings shall be at least 10% of the financial members of the Club who are eligible to vote at the Annual General Meeting.
- (2) Only currently financial senior members who have attained the age of 18 years are eligible to vote at any General Meeting.
- (3) At General Meetings of the Club:-
 - (a) The President shall preside;
 - (b) in his absence a Vice President shall preside; or
 - (c) In the absence of both, the meeting shall appoint a Chairman.
- (4) If a quorum is not present within 30 minutes of the scheduled time for commencement of the meeting it shall be adjourned to the same time in the next week and, unless another place is specified by the

Chairman at the time of adjournment, at the same place. At the adjourned meeting the quorum shall be half of the quorum specified in clause 17.1. If a quorum is not attained within 30 minutes of the scheduled time for commencement the meeting shall lapse.

Change of Rules and Statement of Purposes:

18. (1) This Constitution may only be amended at a General Meeting of the Club, where due notice of the proposed rule changes have been provided to the members.
- (2) To amend this Constitution a majority of 75% of the financial members present eligible to vote and voting in favour of the proposal is required.
- (3) Proposed amendments to this Constitution shall be approved by Swimming Victoria Inc before they are submitted to the Registrar as an authorised change to these Rules.
- (4) No change may be made to the Constitution or Statement of Purposes or By-Laws without written approval of PSS management.

Winding Up or Cancellation:

19. (1) The Club shall not be wound up unless a decision is taken at a General Meeting of which due notice has been given, and 75% of the financial members present, eligible to vote and voting have agreed to the proposal.
- (2) In the event of the Club being wound up or the cancellation of the Incorporation of the Club, the assets of the Club shall be forwarded to Swimming Victoria Inc to be held in trust for a period of five (5) years. Should the Club not be reformed in this time the assets shall be used for the promotion and development of swimming within Victoria.
- (3) Under no circumstances shall the assets of the Club be distributed amongst the membership of the Club.

Funds:

- 20 The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and any other sources that the Committee considers appropriate.

Custody of Records:

21. (1) Unless provided otherwise within these Rules, the Secretary shall keep in his custody and control all relevant documents and securities of the Club.
- (2) Subject to clause 21.3 all relevant documents of the Club shall be available for inspection and copying by any member of the Club upon request having given reasonable notice.
- (3) A request for inspection may be refused by the Committee where it is unreasonable, or the Club is legally entitled or obliged to do so.

The Seal:

22. (1) The Club has elected not to use a Common Seal.
- (2) Any document that would have required the use of the Common Seal shall be authorised by the Committee and shall be countersigned by two authorised members of the Committee.

Grievance:

23. (1) Where a member of the Club has a grievance arising from their involvement in the activities of the Club, whatever that may be, with another member, officer or employee of the Club, and that member considers that the grievance warrants investigation and action by the Club that member shall follow the procedure in this clause. If the grievance is a matter which is dealt with in the Member Protection Policy of Australian Swimming it shall be dealt with in accordance with the Member Protection Policy.

- (2) **Grievance Officer shall be appointed by the Committee**

The member shall contact, the Club Grievance Officer, who has been appointed by the Committee, and advise that they have a grievance that they wish to discuss. The identity of the Club Grievance Officer will be communicated to all members of the Club in writing each year. Where a grievance is to be submitted in writing it should be addressed clearly to the Club Grievance Officer, and marked "Private and confidential".

(3) Action by Grievance Officer

- (a) Where a grievance has been received by the Club Grievance Officer, he shall as soon as practicable, discuss the grievance with the aggrieved party. The Club Grievance Officer may take whatever steps and conduct whatever investigations necessary to determine whether a grievance is legitimate.
- (b) Where the Club Grievance Officer determines that the grievance is legitimate he shall take all necessary steps to resolve the grievance. He may recommend to the Committee what he considers an appropriate action.
- (c) Where the Club Grievance Officer determines that the grievance is not legitimate he shall advise the aggrieved party accordingly in writing. If the aggrieved party is not satisfied with the Club Grievance Officer's determination they may appeal to the Club Committee.
- (d) Where the Club Grievance Officer is unable to resolve a grievance or considers the grievance of a very serious nature he shall report the grievance to the Secretary and/or the Committee.
- (e) All grievances received by the Club Grievance Officer, and all information surrounding the circumstances of a grievance which is discovered by the Club Grievance Officer on investigation shall be confidential and may only be communicated to the Secretary and/or the Committee.

(4) Procedures by a Grievance Officer

In investigating a grievance and/or determining its legitimacy, the Club Grievance Officer shall observe the rules of natural justice, and apply the procedures (if any) specified in the By-Laws.

Discipline of Members

24 The Committee may refer the following matters to SV with a request that they be investigated or determined by the Hearings Tribunal in its sole discretion:

- (a) An allegation or grievance (not being vexatious, trifling or frivolous) by a complainant (who may be, but need not be, a Member) that a Club or Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Committee or duly authorised committee; or
 - (ii) Acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Club and/or swimming; or
 - (iii) brought the Club or swimming into disrepute; or
 - (iv) breached the Member Protection Policy of ASI, or any other policy or rule of ASI; or any policy or rule of SV; or
 - (v) Committed an act of misconduct.

And any such Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of SV set out in the SV Constitution or By-Laws.

Public Officer

25 The PSS Management shall appoint a Public Officer and shall carry out all duties required of the Public Officer under the act.

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