

Constitution of the Canberra Amateur Swimming Club Inc

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Effective 3 June 2013

Constitution of the Canberra Amateur Swimming Club Inc

1. NAME OF CLUB

- 1.1. The name of the Club is Canberra Amateur Swimming Club Inc (the “**Club**”).

2. COLOURS AND BADGE

- 1.2. The colours of the Club are royal blue and gold.
- 1.3. The formal badge of the Club is a platypus on a background of scarlet, surrounded by a scroll including the words ‘Canberra Amateur Swimming Club’.
- 1.4. The badge shall not be made or worn without the permission of the Committee.
- 1.5. The Committee may approve informal badges and logos for use from time to time.

3. COMMON SEAL

- 3.1. The Common Seal shall not be used without the express authorisation of the Committee. Every use of the Seal shall be recorded in the Club’s minutes. Two Committee members must witness every use of the Seal.
- 3.2. The Secretary shall have custody of the Common Seal.

4. OBJECTS OF THE CLUB

- 4.1. The Club is established solely for the objects (the “**Objects**”). The Objects are to:
 - (a) encourage, promote and advance the sport of swimming;
 - (b) act, at all times, on behalf of and in the interest of the Members;
 - (c) affiliate and liaise with SNSW and SAL and adopt their rule and policy frameworks to further these Objects;
 - (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of Swimming as may be determined from time to time by SAL or the International Federation for Swimming (FINA) and as may be necessary for the management and control of swimming and related activities in New South Wales;
 - (e) advance the operations and activities of the Club;
 - (f) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

5. POWERS OF THE CLUB

- 5.1. The powers of the Club under the Act must to used only for the purposes of the Objects.

6. AFFILIATION

- 6.1. The Club is affiliated with the Area Association and SNSW and may only resign, disaffiliate or otherwise seek to withdraw from its Area Association or SNSW by Special Resolution.

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7. MEMBERS

- 7.1. The Members of the Club consist of Individual Members, Life Members, Junior Members and any other individuals admitted to membership by the Committee.

8. LIFE MEMBERS

- 8.1. The Committee may recommend to the annual general meeting that any person who has been a Member of the Club for at least 5 years and who has rendered distinguished service to the Club be appointed as a Life Member.
- 8.2. A resolution of the annual general meeting to confer life membership must be passed by a unanimous vote of those Voting Members present.
- 8.3. A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

9. MEMBERSHIP

- 9.1. Subject to the By-Laws, a person who accepts the Objects of the Club may apply for membership. An application for membership or membership renewal must:
- (a) be made in writing, as required by the Club's By Laws;
 - (b) include the membership fee; and
 - (c) in the case of a Junior Member, be accompanied by an application for membership from at least one parent or other guardian.

Discretion to Accept or Reject Application or Renewal

- 9.2. The Committee may accept or reject an application for membership or renewal of membership and the Committee shall not be required or compelled to provide any reason for acceptance or rejection.
- 9.3. Where the Committee accepts an application, the applicant shall become a Member. Membership shall be deemed to commence on the date of the application.
- 9.4. Where the Committee rejects an application, it shall refund any fees forwarded with the application and remove the applicant's name from the Register.

Renewal

- 9.5. Members (other than Life Members) must renew their membership annually in accordance with the procedures set down in By-Laws.

Deemed Membership

- 9.6. All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the date of effect of this Constitution.

10. SUBSCRIPTIONS AND FEES

- 10.1. The annual membership fee and any other fees payable by Members to the Club, including the due date, shall be determined by the Committee.

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11. REGISTER OF MEMBERS

- 11.1. The Club shall maintain a written Register in which shall be entered (as a minimum):
- (a) the full name, address and date of entry of each Member; and
 - (b) where applicable, the date of termination of membership of any Member.
- 11.2. Members shall provide notice of any change of details to the Club within one month of such change.

Inspection and Use of Register

- 11.3. Subject to the Act, confidentiality considerations and privacy laws:
- (a) an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request; and
 - (b) the Register may be used to further the Objects, in such manner as the Committee considers appropriate.

12. EFFECT OF MEMBERSHIP

- 12.1. Members acknowledge and agree that:
- (a) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and By-Laws;
 - (b) they shall comply with this Constitution and By-Laws and any determination, resolution or policy which may be made or passed by the Committee;
 - (c) by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Club, the Area Association, SNSW and SAL;
 - (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement of Swimming; and
 - (e) they are entitled to all benefits, advantages, privileges and services of Club membership.

13. CESSATION OF MEMBERSHIP

- 13.1. A person ceases to be a Member if the person:
- (a) dies; or
 - (b) subject to clause 13.3, resigns from membership of the Club;
 - (c) is expelled from the Club;
 - (d) subject to clause 13.2, fails to pay any monies owed to the Club;
 - (e) subject to clause 13.2, fails to renew membership of the Club; or

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(f) subject to clause 13.2, in the case of a Junior Member, there is no parent or guardian of the Junior Member who is a Member.

13.2. Membership shall not be discontinued under clause 13.1(d), (e) or (f) without the Committee first giving the Member the opportunity to pay moneys owing, renew membership or for a parent or guardian of a Junior Member to apply for membership.

Notice of Resignation

13.3. A Member who has paid all arrears of fees payable to the Club may resign from membership of the Club by giving one month's notice in writing to the Club.

14. DISCIPLINE

14.1. The Committee may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution and By-Laws or any resolution or determination of the Committee;
- (b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Club or sport of swimming; or
- (c) brought the Club, any other Member or the sport of swimming into disrepute.

Disciplinary Committee

14.2. The Committee may appoint a Hearing Tribunal to deal with any disciplinary matter referred to it. The members of the Hearing Tribunal are not required to be Members of the Club.

14.3. The Hearing Tribunal must operate in accordance with the procedures set out in the By-Laws.

14.4. A disciplinary matter must be solely and exclusively resolved by the Hearing Tribunal.

Penalties

14.5. If the Hearing Tribunal considers that the alleged breach occurred, the Hearing Tribunal may impose any one or more of the following penalties:

- (a) impose a warning;
- (b) fine the Member;
- (c) suspend the Member from membership of the Club for a specified period;
- (d) expel the Member from the Club;
- (e) any other penalty as the Disciplinary Committee considers appropriate.

Appeal

14.6. A Member, the subject of an adverse finding of the Hearing Tribunal may appeal to the Area Association. The appeal must be heard in accordance with the procedures of the Area Association.

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15. POWERS OF THE COMMITTEE

- 15.1. Subject to the Act and this Constitution, the business of the Club shall be managed and the powers of the Club shall be exercised by the Committee. The Committee shall act in accordance with the Objects and shall operate for the benefit of the Members.
- 15.2. The Committee has the power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the Club.

16. COMMITTEE AND OFFICE BEARERS

- 16.1. The Committee shall comprise:
 - (a) the President, Vice-President, Secretary, Treasurer and Registrar elected under clause 18.1; and
 - (b) up to two other Office Bearers elected under clause 18.1 and appointed by the President to the Committee.
- 16.2. A Member may not hold more than one position on the Committee.

Office Bearers

- 16.3. The duties of the Office Bearers elected under clause 18.1 shall be set out in the By-Laws. The By-Laws may provide for additional Office Bearers and their duties.

17. PUBLIC OFFICER

- 17.1. Subject to the Act, the Committee must appoint a member of the Committee to be the Public Officer.
- 17.2. If there is no member of the Committee who is eligible to be appointed as Public Officer, the Committee may appoint a Voting Member as Public Officer, provided that person is eligible for appointment under the Act and agrees to the appointment.
- 17.3. A Public Officer continues to hold office until the Public Officer resigns, is no longer eligible to hold office under the Act or is removed by the Committee.

18. ELECTIONS

- 18.1. The Office Bearers shall be elected at the annual general meeting each year and hold office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the annual general meeting following.
- 18.2. Notification of the election is to be circulated to all Voting Members in conjunction with the notice of the annual general meeting
- 18.3. Nominations will be invited at the annual general meeting and may be on the basis of self-nomination.
- 18.4. Nominees for President, Vice-President, Secretary, Treasurer and Registrar must be Voting Members at the time of the annual general meeting. Nominees for other Office Bearers need not be Members at the time of the annual general meeting but must apply for membership within 7 days of the annual general meeting.

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Voting

- 18.5. If only one nomination is received for a position, the person nominated shall be declared elected if approved by the majority of Voting Members present.
- 18.6. If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved under clause 18.5, the positions will be deemed casual vacancies under clause 19.
- 18.7. If the number of nominations exceeds the number of vacancies to be filled, voting shall be in person and by a show of hands, unless the meeting determines otherwise.
- 18.8. In the case of an equality of votes for an election of office, it shall be resolved by ballot.

19. CASUAL VACANCY

- 19.1. A casual vacancy arises when an Office Bearer:
- (a) dies;
 - (b) subject to clause 18.4, is not a Voting Member;
 - (c) resigns from the office;
 - (d) is disqualified from office under the Act;
 - (e) is removed by Special Resolution at a general meeting; or
 - (f) if a member of the Committee, fails to attend three consecutive Committee meetings without offering an apology.

Notification

- 19.2. Notice of a casual vacancy is to be sent to all Voting Members within fourteen days of the vacancy occurring to invite interested Voting Members to nominate to fill the vacancy.

Filling the Vacancy

- 19.3. The Committee must decide whether to accept a nomination, or if there is more than one nomination, which nominee is to be appointed to the vacant position. A person appointed to fill a casual vacancy holds office until the next annual general meeting.

Committee May Act

- 19.4. In the event of a casual vacancy or vacancies on the Committee, the remaining Committee members may act. However, if the number of remaining Committee members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee members to a number sufficient to constitute a quorum.

20. MEETINGS OF THE COMMITTEE

- 20.1. The Committee shall meet not less than 10 times in each twelve month period following the AGM.

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- 20.2. A meeting of the Committee may be held where one or more of the Committee members is not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.

Notice of Committee Meetings

- 20.3. Unless all Committee members agree to hold a meeting at shorter notice, not less than seven days written notice of the meeting of the Committee shall be given to each Committee member.

Chairperson

- 20.4. The president, or in the president's absence, the vice-president shall, preside as chair at every Committee meeting, except where a conflict of interest exists.
- 20.5. If the president and the vice-president are not present, or unable to preside the Committee members present shall appoint another Committee member to preside as chairperson for that meeting only.

Voting Procedure

- 20.6. Each Committee member shall be entitled to one vote at meetings of the Committee and voting shall be decided on a show of hands.

Chairperson May Not Exercise Casting Vote

- 20.7. Where voting at Committee meetings is equal, the chairperson may not exercise a casting vote and the motion will be lost.

Resolutions Not in Meeting

- 20.8. A resolution in writing that has been agreed by electronic communication by all the Committee members is a valid determination of the Committee.

Quorum

- 20.9. At meetings of the Committee, the quorum is four of its members and no business may be transacted unless a quorum is present.

21. GENERAL MEETING

Notice

- 21.1. Written notice of a General Meeting shall be given to every Voting Member at least fourteen days before the meeting and must include the place and time of the meeting and agenda.

Notice of Motion

- 21.2. A Voting Member may submit a notice of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted to the Club not less than ten days prior to the General Meeting. The Club must circulate the notice of motion to all Voting Members.

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Meetings

- 21.3. The Committee may call a general meeting of the members of the Club whenever it considers appropriate, but not less than 4 times in each financial year.

22. ANNUAL GENERAL MEETING

Date

- 22.1. Subject to the Act, the Club's annual general meeting must be held on a date and at a venue determined by the Committee.

Business

- 22.2. The business to be transacted at the annual general meeting is the confirmation of minutes from the previous annual general meeting, consideration of accounts, reports of the Committee and auditors for the previous Financial Year and the election of Office Bearers.

23. SPECIAL GENERAL MEETINGS

- 23.1. The Club will convene a special general meeting when required by the Committee or when requested by any five Voting Members. Only business included in the notice of meeting may be dealt with at the special general meeting.

24. PROCEEDINGS AT GENERAL MEETINGS

Quorum

- 24.1. A quorum for General Meetings of the Club is five Voting Members and no business may be transacted unless a quorum is present.

President to Preside

- 24.2. The president, or in the president's absence, the vice-president, shall, preside as chair at every General Meeting except where a conflict of interest exists.
- 24.3. If the president and the vice-president are not present, or unable to preside the Voting Members present shall appoint another Committee member to preside as chairperson for that meeting only.

Voting Procedure

- 24.4. Each Voting Member shall be entitled to one vote at General Meetings and voting shall be decided on a show of hands.

Chairperson May Not Exercise Casting Vote

- 24.5. Where voting at General Meetings is equal, the chairperson may not exercise a casting vote and the motion will be lost.

Recording of Determinations

- 24.6. The chairperson's declaration shall be conclusive evidence of the result of a vote. The declaration does not need to record the number of votes in favour of or against the resolution but the result of the resolution must be recorded in the Club's minutes.

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25. RECORDS

Records

- 25.1. The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Committee).
- 25.2. Subject to privacy and confidentiality considerations, Members may inspect the Club's books and documents with the approval of the Committee within a reasonable time.

26. AUDITOR

- 26.1. The Committee must appoint an auditor who is registered as a company auditor under the Corporations Act 2001, or a member of the Institute of Chartered Accountants in Australia (who is entitled to use the letters CA or FCA), or of CPA Australia (who is entitled to use the letters CPA or FCPA) or the Institute of Public Accountants (IPA) (who is entitled to use the letters MIPA or FIPA).
- 26.2. The auditor must not be a Member or a partner, employee or associate of a Member.
- 26.3. As soon as practicable after the end of the Financial Year the Treasurer shall deliver the Club's accounts to the auditor appointed under clause 26.1.
- 26.4. The auditor's report must comply with the reporting requirements set out in the Act.

27. FUNDS

Source

- 27.1. Income and property of the Club shall be derived from such sources as the Committee determines from time to time.

Expenditure

- 27.2. Subject to the Act, the income and property of the Club shall be applied solely towards the promotion of the Objects.

Negotiable Instruments

- 27.3. All cheques and other negotiable instruments made out on behalf of the Club must be signed by two Committee members.

28. MEMBERS LIABILITY

- 28.1. The liability of a Member to contribute to the Club's debts or to the costs of winding up of the Club is limited to the amount of unpaid membership fees or other amounts owing to the Club by the Member.

29. WINDING UP

- 29.1. Subject to the Act, on winding up of the Club, any property remaining after payment of all debts and liabilities, shall vest in the Area Association or other organisation determined by Special Resolution of the Club prior to the winding up of the Club.

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30. ALTERATION OF CONSTITUTION

- 30.1. This Constitution shall not be altered except by Special Resolution.

31. BY-LAWS

Committee to Formulate By-Laws

- 31.1. The Committee may make By-Laws for the advancement, management and administration of the Club.

By-Laws Binding

- 31.2. All By-Laws are binding on the Club and all Members.

Bulletins Binding on Members

- 31.3. Amendments to By-Laws shall be advised to Members by means of bulletins approved by the Committee and published on the Club website.

32. DELEGATIONS

- 32.1. The Committee may, by instrument in writing, delegate to special committees (consisting of one or more Members) the functions of the Committee specified in the instrument, other than:

- (a) this power or delegation; or
- (b) a duty imposed on the Committee by the Act, this Constitution or by resolution of the Club at a General Meeting.

33. NOTICES

- 33.1. Notices can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address, facsimile number or electronic mail address.
- 33.2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- 33.3. Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the facsimile number to which it was sent.
- 33.4. Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

34. TRANSITIONAL ARRANGEMENTS

- 34.1. This Constitution contains the rules of the Club for the purposes of the Act. The model rules under the Act are expressly displaced by this Constitution and all earlier governing documents for the Club are replaced by this Constitution. In accordance with the Act, this Constitution comes into effect when notice of the amended Constitution is lodged with the Registrar-General's Office.

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- 34.2. The members of the Committee in office immediately prior to approval of this Constitution shall continue as Office Bearers. The members of the Executive Committee in office immediately prior to approval of this Constitution will assume the functions of the Committee under this Constitution.
- 34.3. At the first annual general meeting following the adoption of this Constitution, the positions of all Office Bearers become vacant and Office Bearers will be elected in accordance with this Constitution.
- 34.4. Clause 9.1(c) does not apply to members aged between 16 and 18 years until 1 October 2013.

35. DEFINITIONS AND INTERPRETATION

Definitions

- 35.1. In this Constitution unless the contrary intention appears:

'Act' means the *Associations Incorporation Act 1991 (ACT)*.

'Area Association' means Swimming A.C.T. Inc.

'Financial year' means the year ending on the next 31 December after the date of effect of this Constitution and thereafter a period of 12 months commencing on 1 January and ending on 31 December each year.

'General Meeting' includes the annual or any special general meeting of the Club.

'Individual Member' means a registered Member of the Club who is at least 18 years of age and who has paid all membership fees and other fees owing to the Club.

'Junior Member' means a registered Member of the Club who is younger than 18 years of age.

'Life Member' means an individual appointed as a Life Member of the Club under **clause 8**.

'Member' means a Member of the Club for the time being under **clause 7**.

'Register' means a register of Members kept and maintained in accordance with **clause 11**.

'Special Resolution' means a Special Resolution as defined in the Act.

'SAL' means Swimming Australia Limited, the National Sporting Organisation for Swimming in Australia or its successor.

'NSW' means Swimming NSW Limited, the State Sporting Organisation for Swimming in New South Wales or its successor.

'Voting Member' means a Life Member or Individual Member

Interpretation

- 35.2. In this Constitution, except where the contrary intention appears:

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- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) an expression that deals with a matter under the Act has the same meaning as that provision of the Act;
- (f) a reference to legislation includes regulations and other statutory instruments made under it, as amended from time to time; and
- (g) a reference to "writing" or "written" includes references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including by electronic means.

Severance

- 35.3. If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable. If the provision cannot be read down, it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.