



PEAKHURST AMATEUR SWIMMING CLUB Inc Constitution

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CONSTITUTION

PEAKHURST AMATEUR SWIMMING CLUB INCORPORATED

1. CLUB NAME

The name of the Club is Peakhurst Amateur Swimming Club Incorporated (**Club**).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

'Act' means the *Associations Incorporation Act 2009 (NSW)*.

'Area Association' means METROPOLITAN SOUTH EAST (MetSEA) the Regional Sporting Organisation.

'Committee' means the body managing the Club.

'Constitution' means this Constitution of the Club.

'Cth' means Commonwealth.

'FINA' means Federation Internationale de Natation, the International Federation for Swimming. The Extraordinary General Congress of FINA, held in Melbourne on 12 December 2022, voted to change the name to **World Aquatics**.

'Financial Year' means the year ending on the next 31 March following incorporation and thereafter a period of 12 months commencing on 1 April and ending on 31 March each year.

'General Meeting' means the Annual or any Special General or Pre-season meeting of the Club.

'Individual Member' means a registered, financial member of the Club who is at least sixteen (16) years of age.

'Intellectual Property' means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in New South Wales.

'Junior Member' means a registered member of the Club who is younger than sixteen (16) years of age.

'Life Member' means an individual appointed as a Life Member of the Club under [clause 5.3](#).

'Local Area' means the geographical area for which the Club is responsible as recognised by the Area Association of which the Club is a member and/or Swimming NSW Limited.

'Member' means a member of the Club for the time being under [clause 5](#).



‘Objectives’ means the Objectives of the Club in [clause 3](#).

‘Public Officer’ means the person appointed to be the public officer of the Club in accordance with the Act.

‘Register’ means a register of members kept and maintained in accordance with [clause 7](#).

‘SAL’ means Swimming Australia Limited, the National Sporting Organisation for Swimming in Australia.

‘Seal’ means the Common Seal of Peakhurst Amateur Swimming Club Inc.

‘NSW’ means Swimming NSW Limited, the State Sporting Organisation for Swimming in New South Wales.

‘Special Resolution’ means a Special Resolution as defined in the Act.

2.2 Interpretation

In this Constitution:

- (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) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes By-Laws and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference 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, including by electronic means.

2.3 Severance

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, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.



3. OBJECTIVES OF THE CLUB

The Club is established solely for the Objectives. The Objectives of the Club shall be to:

- (a) conduct, encourage, promote, advance and administer Swimming throughout the Local Area;
- (b) act, at all times, on behalf of and in the interest of the members and swimming in the Local Area;
- (c) promote, teach and encourage the arts of Swimming and Water Safety;
- (d) affiliate and otherwise liaise with SNSW, the Area Association, and/or SAL of which the Club is a member and adopt their rule and policy frameworks to further these Objectives;
- (e) 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 FINA and as may be necessary for the management and control of Swimming and related activities in New South Wales;
- (f) advance the operations and activities of the Club throughout the Local Area;
- (g) have regard to the public interest and to stimulate public opinion in favour of providing proper facilities for Swimming and in its operations; and
- (h) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objectives.

4. POWERS OF THE CLUB

Solely for furthering the Objectives, the Club has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS

5.1 Minimum number of Members

The Club must have at least 20 active members.

5.2 Categories of Members

The members of the Club shall consist of:

- (a) Life Members (both Honorary Life Members and Swimming Life Members) shall, subject to this Constitution, have the right to receive notice of General Meetings and to be present and to debate but shall have no voting rights at General Meetings. Life Members shall be eligible for election to the Committee with full voting rights and power;
- (b) Individual members shall, subject to this Constitution, have the right to receive notice of General Meetings and to be present, to debate and vote at General Meetings;



- (c) Junior members who have not attained the age of sixteen (16) years shall, subject to this Constitution, have no right to receive notice of General Meetings and no right to be present, to debate or vote at General Meetings. The parent/guardian of any junior member(s) in their own right shall have the right to receive notice of General Meetings and to be present, to debate and have one vote representing all junior members of the family at General Meetings.
- (d) Non-swimming Members, who have attained the age of sixteen (16) years shall, subject to this Constitution, have the right to receive notice of General Meetings and to be present, to debate and vote at General Meetings. Non-swimming members shall be eligible for election to the Committee with full voting rights and power. If elected, they must be prepared, within one (1) month, to join the Club as an individual member and continue to remain financial while acting as a Committee member. Once joined as an individual member, they may seek from the club reimbursement of the membership fee paid.

5.3 Life Members

- (a) The Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club be appointed as an Honorary Life Member.
- (b) Not more than one (1) Honorary Life membership may be awarded in any one year.
- (c) A nominee for Honorary Life membership shall be recommended to the Committee by two (2) members one (1) of whom shall have no relationship to the nominee. The nomination is to be in writing for consideration by the Committee at least fourteen (14) days prior to the Annual General Meeting.
- (d) A resolution of the Annual General Meeting to confer life membership (subject to [clause 5.3 \(c\)](#)) on the recommendation of the Committee must be a Special Resolution and carried by three-quarters (3/4) by those in attendance and eligible to vote.
- (e) A nominee shall be deemed to accept the Club's resolution to confer Honorary Life Membership, unless the nominee informs the Club in writing of their rejection within 14 days of the AGM where such membership was conferred. The person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Honorary Life Member.
- (f) At any Annual General Meeting of the Club, any person may be deemed a Swimming Life Member of the Club if they have been an active competitor as determined by the Race Committee and have been a financial member of the Club for a period of not less than fifteen (15) years.
- (g) A member subject to this clause may be both a Swimming Life Member and an Honorary Life Member.
- (h) Peakhurst ASC Inc Life Members (both Honorary and Swimming) are not required to pay the club component of the annual registration fee.

6. MEMBERSHIP APPLICATION

6.1 Application for Membership

An application for membership must be done on-line through the SAL membership portal.

6.2 Discretion to Accept or Reject Application

- (a) The Committee may upon recommendation from its Registrar accept or reject an application whether the applicant has complied with the requirements in [clause 6.1](#) or not. The Committee shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Committee accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the Committee. The Register shall be updated accordingly as soon as practicable.
- (c) Where the Committee rejects an application, it shall refund only the Club component of the fees forwarded with the application and the application shall be deemed rejected by the Committee.

6.3 Renewal

Members (other than Honorary Life Members as set out in [clause 5.3 \(h\)](#)) must renew their membership annually in accordance with the procedures set down by the Club in its By-Laws from time to time.

6.4 Deemed Membership

- (a) All persons who are, prior to the approval of this Constitution under the Act, members of the Club shall be deemed members from the time of approval of this Constitution under the Act.
- (b) Any members of the Club, prior to approval of this Constitution under the Act, who are not deemed members under [clause 6.4 \(a\)](#) shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7. REGISTER OF MEMBERS

7.1 Club to Keep Register

The Club shall keep and maintain a register in which shall be entered such information as is required under the Act from time to time including but not limited to (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.

Members shall provide notice of any change and required details to the Club within one (1) month of such change.

7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, 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.

7.3 Use of Register



Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objectives, in such manner as the Committee considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Club's By-Laws;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority;
- (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) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Club, the members and the sport of Swimming;
- (e) the Constitution and By-Laws are necessary and reasonable for promoting the Objectives and particularly the advancement and protection of Swimming;
- (f) they are entitled to all benefits, advantages, privileges and services of Club membership;
- (g) if their membership ceases they will have no claim against the Club or the Office Bearers for damages or otherwise arising from cessation or termination of membership; and
- (h) a right, privilege or obligation of a member by reason of their membership of the Club is not capable of being transferred or transmitted to another member. No member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one (1) month's notice in writing to the Club.
- (b) Once the Club receives a notice of resignation of membership given under [clause 9.1 \(a\)](#), it must make an entry in the Register that records the date on which the member ceased to be a member.

9.2 Discontinuance for Breach

- (a) Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the By-Laws, including, but not limited to, the failure to pay any monies owed to the Club within three (3) months of the due date, failure to comply with the By-Laws or any resolutions or determinations made or passed by the Committee or any duly authorised Committee.



- (b) Membership shall not be discontinued by the Committee under [clause 9.2 \(a\)](#) without the Committee first giving the accused member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a member fails in the Committee's view to adequately explain the breach, that member's membership shall be discontinued under [clause 9.2 \(a\)](#) by the Club giving written notice of the discontinuance to the member. The Register shall be amended to reflect any discontinuance of membership under this [clause 9.2](#).

9.3 Forfeiture of Rights

A member who ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that member shall be returned to the Club immediately.

10. DISCIPLINE

10.1 Safe Sport Framework

Members are bound to comply with the Safe Sport Framework as a result of [clause 37.5](#) of this Constitution. Accordingly, all complaints or disputes under the Safe Sport Framework will be dealt with in accordance with the processes set out under the Safe Sport Framework. Members agree to submit unreservedly to the jurisdiction, disciplinary procedures, penalties and the appeal mechanisms set out in the Safe Sport Framework.

10.2 Disciplinary Process

The process for disciplining members by suspension, disqualification or expulsion shall be for the Committee and those matters shall be dealt with under the Safe Sport Framework. The Committee may by resolution establish a Disciplinary Committee to hear a matter against any member and to determine what action, if any, to take against that member (Disciplinary Hearing), and that member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures, penalties and the appeal mechanisms of the Club in this Constitution and Safe Sport Guidelines.

11. SUBSCRIPTIONS AND FEES

11.1 Fees payable by Members

- (a) The Committee Members shall recommend to a General Meeting at least once a year and from time to time:
 - (i) the amount (if any) payable by an applicant for membership
 - (ii) the amount of the annual or seasonal membership fee payable by each member, or any category of membership
 - (iii) any other amount to be paid by each member, or any category of membership, whether of a recurrent or any other nature
 - (iv) the payment method and due date for payment



- (b) Each member must pay to the Club the amounts determined under this [clause 11](#) in accordance with [clause 11.1 \(a\) \(iv\)](#).

12. EXISTING COMMITTEE MEMBERS

The members of the administrative or governing body (by whatever name called) of the Club in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

13. POWERS OF THE COMMITTEE

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. In particular, the Committee shall act in accordance with the Objectives of the Club.

14. COMPOSITION OF THE COMMITTEE

14.1 Composition of the Committee

The Committee shall comprise:

- (a) A minimum of five (5) and a maximum of fifteen (15) members comprising the elected Office Bearers and consisting of at least:
 - (i) President
 - (ii) Senior Vice President
 - (iii) Secretary
 - (iv) Treasurer
 - (v) Meet Director
 - (vi) Registrar
- (b) An Office Bearer may be elected to no more than two positions;
- (c) Members of the Standing Committees (other than the Executive Committee), shall not be part of the Committee unless elected as a Committee Member;
- (d) Appointed Committee Members shall not be part of the Committee unless elected as a Committee Member.

15. ELECTED COMMITTEE MEMBERS

15.1 Nomination for Committee Members

- (a) When calling for nominations, nominees for elected Committee positions must declare any position they hold in an Area Association, SNSW or SAL.

15.2 Form of Nomination for Committee Members



Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any), refer Appendix E, provided for that purpose;
- (c) signed by two (2) members as defined in [clause 5.2](#);
- (d) certified by the nominee (who must be a member) expressing their willingness to accept the position for which they are being nominated or agree to become an individual member as outlined in [clause 5.2 \(d\)](#); and
- (e) delivered to the Club Secretary not less than ten (10) days before the date fixed for the Annual General Meeting.

15.3 Elections

- (a) The Office Bearers, who must all be Members, shall be elected at the Annual General Meeting in accordance with [clause 15](#) or agree to become an individual member as outlined in [clause 5.2 \(d\)](#).
- (b) The other Committee Members, who must all be Members, shall be elected at the Annual General Meeting in accordance with [clause 15](#) or agree to become an individual member as outlined in [clause 5.2 \(d\)](#).
- (c) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by the majority of members entitled to vote.
- (d) If there are insufficient nominations received to fill all vacancies on the Committee or if a person is not approved by the majority of members under [clause 15.3 \(c\)](#), the positions unfilled will be deemed casual vacancies under [clause 17.1](#).
- (e) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy that exists on the Committee.
- (f) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

15.4 Term of Appointment for Elected Committee Members

- (a) Committee Members elected under [clause 15](#) shall be elected for a term of one year but are eligible for re-election subject to [clause 15.4 \(b\)](#). Subject to provisions in this Constitution relating to early retirement or removal of Committee Members, elected Committee Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the annual general meeting following.
- (b) A Committee Member may not serve more than twenty-five (25) consecutive terms as a Committee Member. However, the effect of this clause shall commence on the date this Constitution is adopted and any term served prior to the adoption of this Constitution shall not be counted for the purposes of this [clause 15.4](#).



16. APPOINTED COMMITTEE MEMBERS

16.1 Appointment of Committee

If the need arises the Committee may appoint up to two (2) appointed Committee Members.

16.2 Qualifications for Appointed Committee Members

The appointed Committee Members may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee composition. They do not need to be members.

16.3 Term of Appointment

Appointed Committee Members may be appointed by the elected Committee Members under this Constitution for a term of one year, which shall commence from the first Committee Meeting after the Annual General Meeting until after the conclusion of the Annual General Meeting that follows.

17. VACANCIES ON THE COMMITTEE

17.1 Casual Vacancies

Any casual vacancy occurring for the position of Committee Member or Office Bearer may be filled by expression of interest and election at a General Meeting. The Committee may also appoint from appropriately qualified members of the Club. Any casual vacancy may only be filled for the remainder of the Committee Member's or Office Bearer's term under this Constitution.

17.2 Grounds for Termination of a Committee Member

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- (a) is no longer a member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns their office in writing to the Club;
- (f) is absent without notification to the Committee from meetings of the Committee held during a period of three (3) months;
- (g) holds any office of employment with the Club without the approval of the Committee;
- (h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- (i) in the opinion of the Committee (but subject always to this Constitution):



- (i) has acted in a manner unbecoming or prejudicial to the Objectives and interests of the Club
- (ii) has brought the Club into disrepute
- (j) is removed by Special Resolution; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth.)*.

17.3 Committee May Act

In the event of a casual vacancy or vacancies in Committee Members positions, 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.

18. PROCEEDINGS AT COMMITTEE MEETINGS

18.1 Committee to Meet

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business which shall be at least six (6) occasions in the twelve (12) months period following the Annual General Meeting. Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A Committee Member may at any time convene a meeting of the Committee within reasonable time.

18.2 Decisions of the Committee

- (a) Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Committee. All Committee Members shall have one vote on any question. Where voting is equal, the Chairperson may not exercise a casting vote and the motion will be lost.
- (b) The Secretary shall notify all members by means of notices approved by the Committee and prepared and issued by the Club of all administrative decisions made at the Committee meeting within fourteen (14) days of the conclusion of that meeting.

18.3 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is at least fifty percent (50%) of the current Committee Members, one of which shall be the President, Senior Vice President, Secretary or Treasurer.

18.4 Notice of Committee Meetings

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Committee shall be given to each Committee Members. The agenda shall be forwarded to each Committee Member not less than two (2) days prior to such meeting.

18.5 Chairperson



- (a) The President shall chair any Committee meeting at which they are present. If the President is not present, or is unwilling or unable to preside, the Senior Vice-President, is to preside as Chairperson.
- (b) If the President and Senior Vice-President are not present, or are unwilling or unable to preside at a Committee meeting the remaining Committee Members shall appoint another Committee Member to preside as chair for that meeting only.

18.6 Conflict of Interest

A Committee Member shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

19. PUBLIC OFFICER

19.1 Appointment of Public Officer

The Committee shall ensure that a person is appointed as Public Officer in accordance with the Act. The Public Officer may also be a Committee Member.

19.2 Role of Public Officer

The Public Officer will be familiar with the provisions of the Act and will use their best endeavours to ensure that all documents, financial statements, reports and statutory declarations are lodged by the prescribed date and advise the President if any item to be lodged is not available. The Public Officer may attend all Committee meetings and General Meetings and must receive notice of such meetings but is not entitled to vote.

19.3 Removal of Public Officer

The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person complies with the requirement in Section 34 of the Act.

19.4 Vacation of Office

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

- (a) death;
- (b) resignation;
- (c) removal by the Committee or at a General Meeting;
- (d) bankruptcy or financial insolvency;
- (e) mental illness; or
- (f) residency outside the geographical boundaries as required by the Act.



20. DELEGATIONS

20.1 Committee May Delegate Functions

- (a) The Committee may, by instrument in writing, create, establish or appoint special committees, individual officers or consultants to carry out specific duties and functions.
- (b) The Committee shall determine what powers these committees are given. In exercising its power under this clause, the Committee must take into account broad stakeholder involvement.

20.2 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

20.3 Revocation of Delegation

At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

21. SEAL

- (a) If the Club has a common seal it shall:
 - (i) be kept in the custody of the Club Secretary;
 - (ii) not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two (2) Committee Members;
- (b) A Committee Member may not sign a document to which the seal of the Club is fixed where the Committee Member is interested in the contract or arrangement to which the document relates.

22. ANNUAL GENERAL MEETING

The Club's Annual General Meeting shall be held in accordance with the Act and this Constitution. It is to be held within the period up to the 31st May after the expiration of each financial year of the Club. The financial year of the Club ends on the 31st March. The Annual General Meeting will be held on a date and at a venue within this period determined by the Committee.

23. SPECIAL GENERAL MEETINGS

23.1 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

23.2 Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a Special General Meeting. When, but for this clause, more than fifteen (15) months elapses between Annual General Meetings, the Committee shall convene a Special General Meeting before the expiration of that period.



23.3 Requisition of Special General Meetings

- (a) The secretary will convene a Special General Meeting when a minimum of twelve (12) members entitled to vote submit a requisition in writing.
- (b) The requisition for a Special General Meeting shall state the objective(s) of the meeting, be signed by the members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (c) If the Committee does not cause a Special General Meeting to be held one month after the date in which the requisition is sent to the Club, the members making the requisition, or any of them, may convene a Special General Meeting to be held no later than three months after that date.
- (d) A Special General Meeting convened by members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

24. PRE-SEASON MEETINGS

The Club shall convene not less than two (2) Pre-season Meetings each year. These Pre-season Meetings will be held prior to the commencement of the winter and summer swimming season.

25. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Life Member and individual member entitled to receive notice. Notices shall be sent to the addresses appearing in the Club's Register. The auditor and Committee Members shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.
- (b) At least thirty (30) days notice of the place, day and hour of the General Meeting shall be given to those members entitled to receive notice.
- (c) At least twenty-one (21) days notice of the business to be transacted at a General Meeting shall be given to those members entitled to receive notice, together with:
 - (i) the agenda for the meeting
 - (ii) any notice of motion received from members entitled to vote
- (d) Notice of any General Meeting shall be given in the manner authorised in [clause 39](#).

26. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of office bearers and the appointment/allocation of roles under By-Law 7, under this Constitution and the appointment of the Auditor.



- (b) All business that is transacted at a General Meeting and at an Annual General Meeting, with the exception of those matters set down in [clause 26 \(a\)](#), shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

27. NOTICES OF MOTION

- (a) Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Club no less than thirty (30) days (excluding receiving date and meeting date) prior to the General Meeting.

(b) Special Resolutions

A special resolution may be passed by a General Meeting of the Club to effect the following:

- (i) To change the name of the Club
- (ii) To change the Constitution of the Club
- (iii) To change the Objectives of the Club
- (iv) To amalgamate with another Swimming Club
- (v) To voluntarily wind up the Club and distribute the property of the Club subject to [clause 34](#) and [clause 35](#)

28. PROCEEDINGS AT GENERAL MEETINGS

28.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for a General Meeting of the Club shall be the lesser of seven (7) members or at least fifty percent (50%) of the membership eligible to vote.

28.2 President to Preside

The President, or in the president's absence, the Senior Vice-President, shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the Chairperson is a nominee; or
- (b) where a conflict of interest exists.

If the President and the Senior Vice-President are not present, or are unwilling or unable to preside, the members present shall appoint another Committee Member to preside as Chairperson for that meeting only.

28.3 Adjournment of Meeting

- (a) If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the Chairperson. If at the



adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting will lapse.

- (b) The Chairperson may, with the consent of the members 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting shall be given as in the case of a General Meeting.
- (d) Except as provided in [clause 28.3 \(c\)](#) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

28.4 Recording of Determinations

Unless a poll is demanded under [clause 28.5](#), the Chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's Minute Book of Meeting proceedings.

28.5 Where Poll Demanded

If a poll is duly demanded under this clause it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs. The result of the poll shall be the resolution of the meeting.

28.6 Minutes

The minutes of each General Meeting must be signed by the person presiding at the meeting, or the person presiding at the next General Meeting, verifying their accuracy.

29. VOTING AT GENERAL MEETINGS

29.1 Voting Procedure

At any 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 by:

- (a) the Chairperson; or
- (b) a simple majority of the members present and entitled to vote.

29.2 Members Entitled to Vote

Each individual member shall be entitled to one vote at General Meetings. No other member or Honorary Life Member shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in [clause 5](#).

29.3 Chairperson May Not Exercise Casting Vote

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

29.4 Proxy Voting.



Proxy voting is not permitted at General Meetings of the Club.

29.5 **Postal and Electronic Voting**

Postal or electronic voting is not permitted at General Meetings of the Club.

30. **GRIEVANCE PROCEDURE**

- (a) The grievance procedure set out in this Constitution applies to disputes under this Constitution between a member and:
 - (i) another member
 - (ii) the Club
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute to the Community Justice Centres New South Wales (or such other similar body in circumstances where Community Justice Centres New South Wales is no longer in existence) for resolution.

31. **RECORDS AND ACCOUNTS**

31.1 **Records**

- (a) 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). It shall produce these as appropriate at each Committee or General Meeting.
- (b) Records and minutes may be kept in written or electronic form. If kept in electronic form, the records and minutes must be able to be converted into hard copy.

31.2 **Records Kept in Accordance with the Act**

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable Code of Conduct. All such records and the books of account shall be kept in the care and control of the Committee.

31.3 **Inspection of Records**

- (a) Members may, upon request, inspect free of charge:
 - (i) the minutes of General Meetings
 - (ii) the financial records, books, securities and any other relevant document of the Club, subject to [clause 31.3 \(b\)](#)



- (b) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

31.4 Committee to Submit Accounts

The Committee shall submit the Club's statements of account to the members at the Annual General Meeting in accordance with this Constitution and the Act.

31.5 Negotiable Instruments

The Treasurer shall ensure that all monies received by the Club are paid into an account in the name of the Club. Payments shall be made through a petty cash system, electronic funds transfer, debit/credit card or by cheque and shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised office bearers or in such other manner as the Committee determines from time to time.

32. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Club in a General Meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable Code of Conduct. The auditor may be removed by the Club in a General Meeting.
- (b) The accounts of the Club shall be examined and the correctness of the Profit and Loss Account and Balance Sheet ascertained by an Auditor or Auditors at the conclusion of each Financial Year.

33. INCOME

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

33.2 The income and property of the Club shall be applied solely towards the promotion of the Club's Objectives.

33.3 Except as prescribed in this Constitution or the Act:

- (a) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member;
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any member who holds any office of the Club.

33.4 Payment in good faith of or to any member can be made for:

- (a) any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
- (b) goods supplied to the Club in the ordinary and usual course of operation;
- (c) interest on money borrowed from any member;
- (d) rent for premises demised or let by any member to the Club; or



- (e) any out-of-pocket expenses incurred by a member on behalf of the Club.

Nothing in [clause 33.2](#) or [clause 33.3](#) precludes such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

34. WINDING UP

- (a) Subject to this Constitution the Club may be wound up in accordance with the Act.
- (b) The liability of the members of the Club is limited.
- (c) Every member undertakes to contribute to the assets of the Club in the event of it being wound up while a member, or within one (1) year after ceasing to be a member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

35. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objectives similar to those of the Club. The organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club by this Constitution. The organisation(s) is to be determined by the members in a General Meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

36. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by a Special Resolution. ([Clause 27 \(b\) \(ii\)](#)).

37. BY-LAWS/CLUB RULES

37.1 Committee to Formulate By-Laws

The Committee may formulate, issue, adopt, interpret and amend By-Laws for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and Swimming in the local area. Such By-Laws must be consistent with the Constitution and any policy directives of the Committee.

37.2 By-Laws Binding

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

37.3 Regulations Deemed Applicable

All clauses, rules, By-Laws and regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, By-Laws and regulations are not inconsistent



with or have been replaced by, this Constitution) shall be deemed to be By-Laws and shall continue to apply. A By-Law made pursuant of this clause shall take effect from the date that it is made or such later date as the Office Bearers may decide and shall be laid before the next Annual or Special General Meeting of the Club and that General Meeting may disallow the By-Law where upon it shall cease to have effect from the date of that meeting.

37.4 **Bulletins Binding on Members**

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to members by means of bulletins approved by the Committee and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the bulletins to members. The matters in the bulletins are binding on all members.

37.5 **Safe Sport Framework**

- (a) SAL has adopted the Safe Sport Framework (**Safe Sport Framework**) which:
 - (i) specifically commits to keeping children and young people safe in swimming
 - (ii) clarifies and raises the standards of behaviour for dealing with Children and Young People through a “Code of Conduct for dealing with Children and Young People”
 - (iii) includes a General Code of Conduct
 - (iv) provides processes and procedures when Safe Sport concerns or incidents arise
 - (v) requires rigorous recruitment and screening procedures, as well as reporting by all organisations in Swimming
 - (vi) provides guidance, advice, tips and tools to assist keep each other and our sport safe
- (b) The Club has adopted the Safe Sport Framework, as amended from time to time, as a regulation which is binding on the Club and all members.

38. STATUS AND COMPLIANCE OF CLUB

38.1 **Recognition of Club**

The Club is a member of the regional and/or state bodies for swimming and is recognised by those bodies as the entity responsible for the delivery of swimming in the local area and is subject to compliance with this Constitution. The regional and/or state bodies’ Constitutions shall continue to be so recognised and the Club shall administer swimming in the local area in accordance with the Objectives.

38.2 **Constitution of the Club**

This Constitution will clearly reflect the Objectives of the region and state bodies for swimming and will conform to the Constitutions of those bodies, subject always to the Act.

38.3 **Area Association and NSW**

The Club may not resign, disaffiliate or otherwise seek to withdraw from its Area Association and/or NSW without approval by Special Resolution.

39. NOTICE

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or any digital service which could include but is not limited to: SMS, email, website posts etc.
- (b) 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 four (4) business days after posting.
- (c) Where a notice is sent by a digital service, the notice shall be deemed to be effected the next business day after it was sent.

40. INDEMNITY

- (a) Every Committee Member and employee of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as a Committee Member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Club shall indemnify its Committee Members and employees against all damages and losses (including legal costs for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (i) in the case of a Committee Member, performed or made while acting on behalf of and with the authority, express or implied, of the Club
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club

41. REGISTERED ADDRESS

- (a) The registered address of the Club must be:
 - (i) an address where the Public Officer can generally be found and where documents can be served on the Public Officer
 - (ii) in New South Wales.