



Bunbury Swimming Club (Inc.)

CONSTITUTION

Complying with

THE CLUBS INCORPORATION ACT 2015

Version Control

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DISCLAIMER

The Bunbury Swimming Club (Inc.) supersedes all previous versions of the constitution.

INTERPRETATION

1. TERMS USED

In these rules unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*

Associate Member means any Member who is not involved in the swimming activities of the Club.

Books of the Club includes the following:

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information pertaining to the club

By-laws refers to the set of requirements or laws made by the Club.

Cardholder means a Committee Member with a financial credit/debit card issued in their name for the purpose of expending funds of the Club.

Committee means the Management Committee of the Club

Committee Meeting means a meeting of the Committee

Committee Member means a Member of the Committee

Club means the incorporated Club to which these Rules apply

Financial Records includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared;
 - (ii) adjustments to be made in preparing financial statements

Financial Statements means the financial statements in relation to the Club required under Part 5 Division 3 of the Act

Financial Year of the Club, has the meaning given in Rule 6.

General Meeting means a meeting of the Club that all Members are entitled to receive notice of and to attend.

General Officer means a member who assists with the operations of the Club but is not an office holder on the Committee.

Life Member means a past or current member who has been recognised by the members for their achievements or service to the Club.

Member means a person who is a Swimming Member or an Associate Member of the Club and **Members** has a corresponding meaning.

Policies refers to all documentation in addition to these Rules approved by the Committee of the Club and shared with its Members that governs the operations of the Club.

President means the Committee Member holding office as the president of the Club

Register of Members means the register of Members referred to in section 53 of the Act

Rules means these Rules of the Club, as in force for the time being, and **Rule** has a corresponding meaning

Secretary means the Committee Member holding office as the secretary of the Club

Swimming Member means any Member involved in the swimming activities of the Club.

Swimming WA means Western Australian Swimming Assn (Inc.) or any body replacing that Club.

Treasurer means the Committee Member holding office as the treasurer of the Club.

PRELIMINARY

2. NAME OF THE CLUB

The name of the club is Bunbury Swimming Club (Inc.)

3. COLOURS OF THE CLUB

The colours of the Club shall be Blue, Gold, and Teal.

4. OBJECTS OF THE CLUB

The objects and purposes of the Club are:

- (a) To promote and encourage participation in goal-orientated swimming activities (both competitive and recreational) and other swimming related activities;
- (b) To arrange programs of competition for Swimming Members with other clubs with like objects, and with swim schools, universities and other like entities;
- (c) To be affiliated with Swimming WA;
- (d) To promote sportsmanship and camaraderie, both within the Club and with outside clubs; and
- (e) To do all such other things as the Club may deem to be incidental or conducive to attainment of the above objects or any of them.

5. POWERS OF THE CLUB

Subject to the Act, the Club may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

FINANCIAL

6. FINANCIAL YEAR

The Club's Financial Year will be the period of 12 months commencing on 1 May and ending on 30 April of each year.

7. NOT FOR PROFIT BODY

- 7.1. The property and income of the Club must be applied solely towards promoting the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects.
- 7.2. A payment may be made to a Member out of the funds of the Club only if it is pre-approved by the Committee or President and is:
 - 7.2.1. payment in good faith to the Member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - 7.2.2. reimbursement of expenses, evidenced by receipt, made on behalf of the Club; or

- 7.2.3. reimbursement of car expenses (at a value no greater than the Cents Per Kilometre rate published from time to time by the Australian Tax Office) to represent the Club or to attend to Club business.
- 7.2.4. payment of interest, on money borrowed by the Club from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- 7.2.5. payment of reasonable rent to the Member for premises leased by the Member to the Club.

8. SOURCE OF FUNDS

- 8.1. The funds of the Association may be derived from application fees, annual subscriptions, squad fees, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

9. CONTROL OF FUNDS

- 9.1. The Club must hold an account(s) in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- 9.2. The Committee may approve expenditure on behalf of the Club.
- 9.3. The Committee may authorise the Treasurer and Cardholders to expend funds on goods and services on behalf of the Club up to a specified limit without requiring approval from the Committee or its representative.
- 9.4. All expenditure above the maximum amount set by the Committee must be approved by the Committee or its representative.
- 9.5. The Club's financial position is to be tabled at Committee Meetings, not more often than monthly, for the Committee to review.
- 9.6. The Club must, as soon as practicable deposit all monies received by the Club, to the credit of the Club's bank account, without deduction.

10. FINANCIAL STATEMENTS AND AUDIT

- 10.1. For each Financial Year, the Committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the Financial Statements of the Club are met.
- 10.2. Without limiting Rule 10.1, those requirements include:
 - (a) the preparation of the Financial Statements within 6 months of the end of the Club's Financial Year; and
 - (b) the presentation to the Annual General Meeting of the Financial Statements that have been subjected to financial review or audit under Rule 10.5.
- 10.3. Under section 66 of the Act, the Club must keep financial records that:
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair Financial Statements to be prepared in accordance with Part 5 Division 3 of the Act.

- 10.4. Under section 67 of the Act, the Club must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.
- 10.5. The Club must ensure that a financial review or audit is undertaken at the end of the Financial Year as stated in Rule 6.

MEMBERSHIP

11. APPLYING FOR MEMBERSHIP

- 11.1. Any person who supports the objects of the Club is eligible to apply to become a Member.
- 11.2. A person who wants to become a Member must apply in writing using the form specified by the Club. This may include a paper and/or online application.
- 11.3. The applicant must specify one category of membership to which the application relates.
- 11.4. Only applications completed in full will be considered.

12. MEMBERSHIP CATEGORIES

- 12.1. A person can only belong to one membership category.
- 12.2. The Club shall have the following categories of membership:
 - (a) Swimming Member
 - (b) Associate Member
- 12.3. A person can apply to be a Swimming Member if the person:
 - (a) is a natural person; and
 - (b) supports the objects of the Club; and
 - (c) intends to actively participate in the swimming activities of the Club.
- 12.4. A person can apply to be an Associate Member if the person:
 - (a) is over the age of 18 years; and
 - (b) is a natural person; and
 - (c) supports the objects of the Club;

13. RIGHTS AND RESPONSIBILITIES OF A MEMBER

- 13.1. As soon as a person becomes a Member in accordance with Rule 16, that person is entitled to exercise all the rights and privileges of membership:
 - (a) under these Rules; or
 - (b) approved by resolution at a General Meeting; or
 - (c) determined by the Committee.
- 13.2. As soon as a person becomes a Member in accordance with Rule 16, that person must comply with all the obligations of membership:
 - (a) under these Rules; or

- (b) approved by resolution at a General Meeting; or
- (c) determined by the Committee and communicated to Members.

13.3. Individual Members aged 18 years or over have one vote at a General Meeting of the Club.

14. LIABILITY OF A MEMBER

- 14.1. A Member is only liable for their outstanding fees payable under Rule 24.
- 14.2. Subject to Rule 14.1, a Member is not liable, by reason of the person's membership, for the liabilities of the Club or the cost of winding up the Club.

15. DEALING WITH MEMBERSHIP APPLICATIONS

- 15.1. The Committee, or its representative, must assess each application for membership of the Club in accordance with Rule 11 and Rule 12.
- 15.2. The Committee, or its representative, may approve applications for membership of the Club that clearly adhere to Rule 11 and Rule 12.
- 15.3. The Committee, or its representative, may delay the consideration of an application if a matter relating to the application needs to be clarified or further information is sought.
- 15.4. The Committee, or its representative, may close applications that are incomplete.
- 15.5. All approved applications for membership of the Club will be tabled and recorded in the minutes of a Committee Meeting.
- 15.6. The Committee must decide when an application for membership of the Club is to be rejected.
- 15.7. The Committee may refuse to accept an application for membership of the Club even if the applicant is eligible under Rule 11 and Rule 12.
- 15.8. The Registrar must notify the applicant in writing (paper or electronic) of the outcome of the membership application but is not obliged to provide reasons for the decision.

16. BECOMING A MEMBER

An applicant for membership of the Club becomes a Member when:

- (a) the Committee, or its representative, accepts the application; and
- (b) the applicant is advised in writing (paper or electronic) of the decision; and
- (c) the applicant pays the membership fees payable to the club under Rule 24; and
- (d) the applicant becomes an appropriate member of Swimming WA.

17. MEMBERSHIP RENEWAL

- 17.1. Members must renew their membership annually in the method prescribed by the Committee and pay any fees due in accordance with Rule 24.

18. VISITORS TO THE CLUB

- 18.1. Visitors may attend Club activities with the permission of the Committee or its representative.

- 18.2. Visitors involved in Club activities must remain under the control of a Member who is 18 years or over.
- 18.3. The Member accompanying the Visitor is responsible for advising the Visitor of, and ensuring the Visitor complies with the obligations of Members as relevant to them:
- (a) under these Rules; or
 - (b) approved by resolution at a General Meeting; or
 - (c) under the Club's By-laws and policies.
 - (c) determined by the Committee.
- 18.4. Visitors may be expelled immediately from any Club activities by the direction of a Committee Member.

19. LIFE MEMBERS

- 19.1. The Committee may nominate any person to become a Life Member if the person:
- (a) (i) is 18 years or over; and
 - (ii) supports the objects of the Club; and
 - (iii) has made a significant and meritorious service to the Club; and
 - (iv) is eligible to apply to be a member of the Club.
- OR
- (b) (i) has been selected as a member of the Australian Swimming Team to compete at the Commonwealth Games, World Championships (long or short course), Pan Pacific Games, Olympics or Para Olympics; and
 - (ii) has made a significant and meritorious service to the Club;
 - (iii) is eligible to apply to be a member of the club.
- 19.2. The nomination of a Life Member is approved by a resolution at a General Meeting in accordance with Rule 41.
- 19.3. The Committee may waive any fee in relation to Rule 24.1 for Life Members.
- 19.4. Life Members do not have voting rights unless they have applied and have been accepted as a Member as specified in Rule 16.
- 19.5. A person appointed as a Life Member will remain a Life Member until their membership ceases in accordance with Rule 20(a) of Rule 20(c).

20. CESSATION OF MEMBERSHIP

A member ceases to be a member when any of the following takes place:

- (a) the person dies;
- (b) the person resigns from the Club under Rule 21;
- (c) the person is suspended or expelled from the Club under Rule 22;
- (d) the person ceases to be a member of the Club under Rule 24.7

21. RESIGNATION

- 21.1. A Member may resign from a position on the Committee or membership of the Club by giving written (paper or electronic) notice of the resignation to the Secretary.
- 21.2. The resignation takes effect:
- (a) at the time stated in the notice but no earlier than when the Committee or its representative receives the notice; or
 - (b) if no time is specified in the notice, when the Committee or its representative receives the notice.
- 21.3. A person that has resigned from membership of the Club remains liable for any fees that are owed to the Club at the time of resignation.
- 21.4. The owed amount may be recovered as a debt due to the Club.

22. SUSPENDING OR EXPELLING MEMBERS

- 22.1. The Committee may, by resolution at a Committee Meeting, suspend or expel a Member from membership of the Club if:
- 22.1.1. (a) the Member refuses or neglects to comply with these Rules; or
 - (b) the Member's conduct or behaviour is detrimental to the objects or interests of the Club;
 - and
 - 22.1.2. (a) the Member has been previously advised by the Committee, or its representative, of the behaviours as stated in Rule 22.1.1.
- 22.2. The Committee, or its representative, must give the Member and the Committee written notice of a proposed resolution to suspend or expel a Member at least 14 days before the Committee Meeting at which the resolution is to be considered. The notice must contain:
- (a) the grounds on which the proposed suspension or expulsion is based; and
 - (b) the date at which the Committee or its representative has previously informed the Member of a breach in accordance with Rule 22.1,
 - (c) when and where the Committee Meeting is to be held; and
 - (d) an invitation for the Member to attend the portion of the meeting pertaining to the proposed suspension or expulsion; and
 - (e) an invitation to present a written submission to be considered by the Committee in relation to the proposed suspension or expulsion. This submission must be provided to the Secretary no less than 3 days prior to the meeting in Rule 22.2(c); and
 - (f) an invitation to present, in person at the Committee meeting specified in Rule 22.2(c), a verbal submission to the Committee in relation to the proposed suspension or expulsion; and
 - (g) an invitation for the Member to attend, the Committee meeting specified in Rule 22.2(c), with a support person who will have no right to address the Committee, interrupt the meeting or speak for the Member.

- 22.3. Suspension or expulsion in relation to a Committee Member is governed by Rule 34.2.
- 22.4. At the Committee Meeting referred to in Rule 22.2(c), the Committee must:
- (a) give the Member, a full and fair opportunity to state verbally the Member's case; and
 - (b) give due consideration to any verbal statement or written statement submitted by the Member in accordance with Rule 22.2(e); and
 - (c) determine by resolution whether or not the Member will be:
 - (i) expelled from membership of the Club; or
 - (ii) suspended from membership of the Club, and if so, the period of suspension.
 - (d) record the outcome of the resolution in the minutes of the meeting.
- 22.5. Once the Committee has decided to suspend or expel a Member under this Rule, the Member is immediately suspended or expelled from membership.
- 22.6. The Committee, or its representative, must inform the Member in writing of the decision of the Committee, within 3 days of the Committee Meeting referred to in Rule 22.2(c).
- 22.7. The Member has no right of appeal against a suspension or expulsion.
- 22.8. The Registrar must record in the Register:
- (a) the date a suspension or expulsion takes effect;
 - (b) the length of any suspension as determined under Rule 22.4(c)(ii);
 - (c) the removal of a suspension on the expiry of such period.
- 22.9. A Member that has been suspended under this Rule:
- (a) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for fees paid, or outstanding, to the Club.

23. REGISTER OF MEMBERS

Maintaining the Register

- 23.1. The Registrar, or another person authorised by the committee, must maintain a Register of members and record in that Register any change in the membership of the Club within 28 days of the change occurring (Section .
- 23.2. The register of members must include:
- (a) the name of each member; and
 - (b) a contact (postal, residential or email) address of each member; and
 - (c) the membership category for each member; and
 - (d) the date on which the person became a member, and

- (e) currency of membership as governed by Rule 17,
together with any other information required to be maintained in the Register by section 53 of the Act.

23.3. The Register shall be kept in hard copy or electronically at a place as the Committee decides.

Inspecting the Register

23.4. Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Committee's representative and the Member.

23.5. A member who wishes to inspect the Register of members must contact the Club to make the necessary arrangements.

23.6. If a member:

- (a) inspecting the Register of members wishes to make a copy of, or take an extract from, the Register under section 54(2) of the Act; or
- (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

Using Information Contained in the Register

23.7. A Member must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact or send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
- (c) for any other purpose unless the purpose:
 - (i) is directly connected with the affairs of the Club; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

FEES

24. FEES

- 24.1. Fees to be paid for the membership of the Club may be made up of an application fee (if any) and a membership fee (if any).
- 24.2. Other fees can include: squad fees (if any), facility fees (if any), coaching fees (if any) and fundraising fees (if any).
- 24.3. The fees determined under Rule 24.1 and Rule 24.2 may be different for different categories of membership under Rule 12 and different swimming squads.
- 24.4. The Committee will determine and vary the fees payable as it considers appropriate in accordance to Rule 7.

- 24.5. Each Member shall pay fees due to the Club as and when prescribed by the Committee.
- 24.6. If a member has not renewed the fees under Rule 24.1 by the due date, the membership rights of that member are forfeited.
- 24.7. If a member has not renewed the fees under Rule 24.1 within 2 months after the due date the member ceases to be a member on the expiry of that period and must comply with Rule 11 to apply for membership.
- 24.8. If a member has outstanding fees in accordance with Rule 24.2 the Committee may immediately suspend the Member from participating in Club activities.
- 24.9. Outstanding fees may be recovered as a debt due to the Club.

CONCERNS AND DISPUTES

25. MEMBER PROTECTION INFORMATION OFFICER

- 25.1. The Club must ensure that at least one of its Members, at any one time, is a Member Protection Information Officer (MPIO).
- 25.2. A Member Protection Information Officer is any person who:
 - (a) is a Member; and
 - (b) is 18 years or over; and
 - (c) has been selected by the Committee; and
 - (d) agrees to be a Member Protection Information Officer (MPIO); and
 - (e) has or is willing to complete any training course(s) identified by the Club from time to time.
- 25.3. A Member Protection Information Officer (MPIO) shall be available to the Members for Members to seek information and guidance about how to have complaints and concerns addressed in relation to the Club and the activities of the Club.
- 25.4. The Member Protection Information Officer (MPIO) shall keep all matters disclosed to them confidential unless they have a legal obligation to report any matter disclosed to them.

26. DISPUTES

- 26.1. Disputes can be:
 - (a) between Members; and
 - (b) between the Club and one or more Members,
 that arise under the Rules, By-Laws or Club's Policies.
- 26.2. The parties to a dispute must first attempt to resolve the dispute between them.
- 26.3. If the parties to a dispute are unable to resolve the dispute between themselves in accordance with Rule 26.2, any party to the dispute may start the grievance procedure by providing written notice to the Committee detailing:
 - (a) the parties of the dispute; and

- (b) the matters that are the subject of the dispute that arise under the Rules, By-Laws or Club's policies; and
 - (c) attempts made by both parties to resolve the dispute.
- 26.4. The Committee will make a decision in relation to the dispute, at a Committee Meeting as soon as practicable but within 2 months of receiving the grievance.
- 26.5. Upon receiving notice of a grievance under Rule 26.3 the Committee or its representative, must provide the parties and the Committee written notice of the grievance. The notice must include:
 - (a) the grounds of the grievance as it relates to these Rules, By-Laws or the Club's Policies; and
 - (b) when and where the Committee Meeting, to decide in relation to the grievance, is to be held; and
 - (c) an invitation for the parties to attend the portion of the Committee Meeting pertaining to the grievance; and
 - (d) an invitation for the parties of the dispute to provide, a written submission to be considered by the Committee in relation to the grievance, no less than 3 days prior to the meeting specified in Rule 26.4; and
 - (e) an invitation to present, in person at the Committee Meeting specified in Rule 26.4, a verbal submission to the Committee in relation to the grievance; and
 - (f) an invitation for the parties to attend, the Committee meeting specified in Rule 26.4, with a support person who will have no right to address the Committee, interrupt the meeting or speak for the Member.
- 26.6. If the dispute being considered by the Committee relates to a matter concerning the welfare of a child, the Committee must have regard to relevant policies of Swimming WA, Swimming Australia Limited and government agencies. as at the time of the Committee Meeting.
- 26.7. If the dispute relates to a Committee Member, it shall be considered that with respect to such dispute, the Committee Member has a material personal interest and therefore the Committee Member may:
 - (a) be present as a party to the dispute according to Rule 26.5; and
 - (b) not be present in his or her capacity as a Committee Member while the matter is being considered by the Committee; and
 - (b) not vote on the matter.
- 26.8. If significant conflict of interest exists such that the Committee are unable to make a fair decision in relation to the dispute the Committee can refer the decision to be made by resolution at a General Meeting.
- 26.9. At the Committee Meeting referred to in Rule 26.5, the Committee must:
 - (a) give the parties, a full and fair opportunity to state verbally the Member's case; and
 - (b) give due consideration to any written statement submitted by the Member; and

- (c) decide on the outcome of the grievance at a time in the meeting where the parties are not present.
- 26.10. The Committee, or its representative, must inform the parties in writing of the decision of the Committee and the reasons for the decision, within 3 days of the Committee Meeting referred to in Rule 26.4.
- 26.11. The Member has no right of appeal against the Committee's decision or the Members' decision in relation to Rule 26.8.
- 26.12. Following execution of Rule 26.2 and Rule 26.5, if one or more of the parties are dissatisfied with the Committee's decision, any party may apply to the State Administrative Tribunal to determine the dispute in accordance with section 182 of the Act.

COMMITTEE

27. POWERS OF THE COMMITTEE

- 27.1. In line with section 38 of the Act the governing body of the Club is the Management Committee, known as the Committee throughout these Rules, and it has authority to control and manage the affairs of the Club.
- 27.2. The Committee Members are the persons who, as the Committee of the Club have the power to manage the business and affairs of the Club.
- 27.3. Subject to the Act, these Rules, By-Laws, Club's policies and any resolution passed at a General Meeting, the Committee has the power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- 27.4. The Committee must take all reasonable steps to ensure that the Club complies with the Act, these Rules, By-Laws, Club's policies and any resolution passed at a General Meeting.

28. COMPOSITION OF THE COMMITTEE

- 28.1. The Committee shall consist of at least five (5) members but no more than eight (8).
- 28.2. All Committee members must be members of the Club and be aged 18 years and over.
- 28.3. The Committee shall, at the first Annual General Meeting following the adoption of these Rules, consist of:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary;
 - (d) the Treasurer;
 - (e) the Registrar; and
 - (f) up to three(3) General positions.
- 28.4. No person shall be entitled to hold more than one of the positions set out in Rule 28.3 at any time.

- 28.5. The Committee shall determine the roles and responsibilities of the positions set out in Rule 28.3.
- 28.6. The duties of vacant positions may be temporarily distributed to the holders of other Committee positions.

29. TERM OF OFFICE

- 29.1. A Committee member holds office until the positions on the Committee are declared vacant at the next Annual General Meeting.
- 29.2. A Committee Member may be re-elected at the conclusion of their term of office as stated in Rule 29.1.

30. NOMINATION OF COMMITTEE MEMBERS

- 30.1. Subject to section 39 of the Act, any individual member, 18 years or over, may nominate for a position of the Committee.
- 30.2. To apply for a position of the Committee, a member must:
 - (a) apply in writing using the form specified by the Committee. This may include a paper and/or online application; and
 - (b) have their application seconded by a current (as at the date of the Annual General Meeting) Member of the Club who is 18 years or over; and
 - (c) submit their application, as specified by the Committee when calling for nominations.
- 30.3. Only applications completed in full will be considered.
- 30.4. Nominations will be kept confidential until the period for nominations close.

31. APPOINTING COMMITTEE MEMBERS

- 31.1. A Member becomes a Committee member if the Member is:
 - (a) elected to a position of the Committee at an Annual General Meeting in accordance to Rule 39; or
 - (b) is appointed to a position of the Committee by the Committee to fill a casual vacancy in accordance to Rule 33.
- 31.2. At an Annual General Meeting the Chairperson must:
 - (a) declare all Committee positions vacant; and
 - (b) conduct a separate election for each position of the Committee where there is more than one nomination according to Rule 30; and
 - (c) call for nominations from attending Members for positions where no nominations have been received.
- 31.3. A member who has nominated for a position may vote for himself or herself.

32. RESPONSIBILITIES OF COMMITTEE MEMBERS

- 32.1. The Committee must take all reasonable steps to ensure the Club complies with its obligations under the Act and these Rules.

- 32.2. A Committee Member must exercise his or her powers and discharge his or her duties:
 - (a) with a degree of care and diligence that a reasonable person would exercise in the circumstances.
 - (b) in good faith, in the best interests of the Club and for a proper purpose.
- 32.3. A Committee Member or former Committee Member must not improperly use information obtained or improperly use his or her position to:
 - (a) gain an advantage for himself or herself or another person; or
 - (b) cause detriment to the Club.
- 32.4. Committee Members must not receive any remuneration for their services as Committee Members.
- 32.5. Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Club to the incumbents as soon as practicable but within 2 months following their term of office.

33. FILLING VACANT COMMITTEE POSITIONS

- 33.1. Subject to section 38 of the Act the Committee may appoint a Member who is eligible under Rule 28.2 to fill a position on the Committee that:
 - (a) has become vacant under Rule 34; or
 - (b) was not filled under Rule 31.
- 33.2. If a quorum is met, as specified in Rule 35, the Committee may continue to act despite any vacancy in its membership.
- 33.3. If a quorum is not met, as specified in Rule 35, the Committee may act only for the purpose of appointing Committee members:
 - (a) under this rule; or
 - (b) at a General Meeting.

34. CESSATION OF COMMITTEE MEMBER

- 34.1. A Member ceases to be a member of the Committee when any of the following takes place:
 - (a) the Member dies; or
 - (b) the person resigns from a position on the Committee or membership of the Club under Rule 21; or
 - (c) the person is expelled from the Club under Rule 22; or
 - (d) the person ceases to be a member of the Club under Rule 24.7; or
 - (e) becomes ineligible to act as a Committee member under section 39 of the Act.
- 34.2. Other than stated in Rule 34.1, a Member can only be removed as a member of the Committee:
 - (a) by resolution at a General Meeting of the Club; and

- (b) where majority of the Members present and eligible to vote at the meeting vote in favour of the removal.

34.3. The Committee Member who faces removal from the Committee must receive:

- (a) the grounds for removal as it relates to these Rules, By-Laws or the Club's policies; and
- (b) an invitation to provide, a written submission to be read out at the General Meeting, no less than 3 days prior to the meeting specified in Rule 34.2; and
- (c) an invitation to present, in person, at the General Meeting specified in Rule 34.2, a verbal submission stating the case to remain a member of the Committee; and
- (d) an invitation to attend, the General Meeting specified in Rule 34.2, with a support person who will have no right to address the members, interrupt the meeting or speak for the Member.

34.4. If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect a new Committee in accordance with Rule 31.

35. QUORUM FOR COMMITTEE MEETINGS

35.1. A quorum at any Committee Meeting shall be the attendance, as specified in Rule 35.2, of a minimum of 4 Committee members.

35.2. The attendance of a Committee Member at a Committee Meeting will be met by:

- (a) being physically present at a meeting; or
- (b) using technology that provides for instantaneous communication (ie: telephone or video conferencing such as skype).

35.3. If using instantaneous communication the Committee Member is required to pre-arrange with the Committee of its representative:

- (a) access to documentation pertaining to the meeting;
- (b) the provision of the required technology at both the physical meeting location and the Committee Member's location.

35.4. If a connection is unable to be made using the technology referred to in Rule 35.2(b) then the Committee Member will be identified as not being in attendance at the Committee Meeting.

35.5. If a quorum is not met within 30 minutes after the notified commencement time of a Committee Meeting the Committee Members in attendance may adjourn the meeting to a day, time and location as soon as practicable as determined by them.

35.6. If a quorum is not met within 30 minutes of a meeting scheduled according to Rule 35.5 and at least 2 Committee Members are in attendance those members in attendance are taken to constitute a quorum.

36. PROCEDURES FOR COMMITTEE MEETINGS

36.1. The Committee will determine the frequency, location, dates and times of Committee Meetings to effectively manage the affairs of the Club.

36.2. Committee members are to:

- (a) provide agenda items, as prescribed by the Committee or its representative prior to the meeting.
 - (b) present other agenda items at the meeting, provided the Committee agree to table those items.
- 36.3. The President, or in the President's absence the Vice-President, is to preside at each Committee Meeting.
- 36.4. If the President and the Vice-President are absent or unwilling to act, another member of the Committee must be elected by the Committee to preside at the meeting.
- 36.5. A Member or other person (such as Coach or Club Captain) who is not a Committee Member may attend a Committee Meeting if invited to do so by the Committee or President.
- 36.6. A person invited in accordance to Rule 36.5:
 - (a) may comment on matters discussed whilst they are present; although
 - (b) cannot vote on any matter that is to be decided at the meeting.
- 36.7. At each opportunity to vote at a Committee Meeting, each Committee member in attendance, as specified in Rule 35.2, has one deliberate vote.
- 36.8. A resolution is carried if a majority of the Committee Members in attendance, as per Rule 35.2, vote in favour of the resolution.
- 36.9. A vote may take place overtly or covertly as determined by the chairperson or Committee.
- 36.10. If the votes are divided evenly, the chairperson of the meeting has a second or casting vote.

Minutes of the meeting

- 36.11. The Secretary, or a person authorised by the Committee, must keep minutes recording the names of person in attendance, resolutions and proceedings of all Committee Meetings.
- 36.12. The minutes referred to in Rule 36.11 will become evidence that the meeting was duly convened and the matters of the meeting took place as recorded.

Conflict of Interest

- 36.13. Under section 43 of the Act a member of the Committee who has a material personal interest in a matter being considered at a meeting of the Committee must not be present while the matter is being considered at the meeting or vote on the matter.
- 36.14. Rule 36.13 does not apply in respect of a material personal interest that:
 - (a) exists only because the Committee Member belongs to a class of persons for whose benefit the Club is established; or
 - (b) the Committee Member has in common with all, or a substantial proportion of the Members of the Club.
- 36.15. Every disclosure made by a Committee Member under Rule 36.13 is to be recorded in the minutes of the Committee Meeting at which the disclosure is made.

GENERAL MEETINGS

37. GENERAL MEETINGS

- 37.1. A General Meeting is a meeting of the Club that all Members are entitled to receive notice of and to attend.
- 37.2. In line with Rule 13.3 all Members 18 years and over are eligible to vote at a General Meeting.

38. QUORUM FOR GENERAL MEETINGS

- 38.1. A quorum at any General Meeting shall be the attendance, in person, of a minimum of 7 voting members as defined in Rule 13.3.
- 38.2. If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting the meeting may be adjourned to a day, time and location determined by the members present providing Members with notice of 7 days of the rescheduled meeting.
- 38.3. If a quorum is not met within 30 minutes of a meeting scheduled according to Rule 38.2 and at least 2 voting Members are present at the meeting those members present are taken to constitute a quorum.

39. ANNUAL GENERAL MEETING

- 39.1. An Annual General Meeting is a General Meeting held once in each calendar year in accordance with Rule 38.
- 39.2. The Annual General Meeting must be scheduled within 6 months of the end of the Club's financial year as specified in Rule 6.
- 39.3. The ordinary business of the Annual General Meeting is as follows:
 - (a) to confirm the minutes of the previous Annual General Meeting and of the most recent General Meeting or Special General Meeting if the minutes of that meeting have not yet been confirmed; and
 - (b) to present annual reports; and
 - (c) to present the financial statements of the Club for the preceding financial year according to Part 5 of the Act; and
 - (d) to elect the Committee of the Club; and
 - (e) present a motion(s) for Resolution at the meeting (if any); and
 - (g) present a motion(s) for Special Resolution at the meeting (if any).

40. RESOLUTION

- 40.1. A Resolution:
 - (a) must be moved at a General Meeting; and
 - (b) is carried if 50% of voting Members in attendance vote in favour of the Resolution.
- 40.2. A Special Resolution:

- (a) must be moved at a General Meeting where notice of the Special Resolution has been given in accordance with Rule 43; and
- (b) is carried if 75% of voting Members in attendance vote in favour of the Special Resolution.

40.3. A Special Resolution of the Club is required to:

- (a) amend these Rules; or
- (b) affiliate the Club with another body; or
- (c) transfer the incorporation of the Club; or
- (d) amalgamate the Club with one or more other Clubs; or
- (e) voluntarily wind up the Club; or
- (f) cancel incorporation; or
- (g) request that a statutory manager be appointed; or
- (h) pass a motion specified as such by the Committee.

40.4. Notice of a Special Resolution must be in accordance with Rule 42.1(b).

40.5. A vote may take place overtly or covertly as determined by the chairperson.

40.6. The chairperson must declare and have recorded in the minutes that a Resolution or Special Resolution has passed or failed specifying the type of resolution.

41. SPECIAL GENERAL MEETING

41.1. A Special General Meeting is a General Meeting held in response to a written request from at least 20% of the total number of Members.

41.2. Subject to 41.4, the Committee must convene a Special General Meeting of the Club as soon as practicable but within 2 months after receiving a written request to do so.

41.3. The Members requiring a Special General Meeting to be convened must provide written notice:

- (a) to the Club; and
- (b) stating the business to be considered at the meeting; and
- (c) being signed by each member making the requirement.

41.4. If the Committee fails to convene a Special General Meeting according to Rule 41.2 the Members who made the request may convene a Special General Meeting within 4 months after the original request was lodged as if the Members were the Committee.

42. NOTICE OF GENERAL MEETING

42.1. The Committee must give at least:

- (a) 14 days of notice to each Member in relation to a General Meeting; or
- (b) 21 days of notice to each Member in relation to a General Meeting if a Special Resolution is proposed to be moved at the Meeting.

42.2. The notice specified in Rule 42.1 must:

- (a) be in writing;
- (b) include the place, date and time of the meeting;
- (c) include the intention to propose and the wording of any Special Resolution.

43. PROCEDURES FOR GENERAL MEETINGS

43.1. The Committee may call a General Meeting as required.

43.2. The chairperson of a General Meeting will be the President, or in the President's absence the Vice-President.

43.3. If the President and the Vice-President are absent or unwilling to act, another member of the Committee or voting Member must be appointed to chairperson of the meeting.

43.4. At each opportunity to vote at a General Meeting, each voting Member present, according to Rule 37.2, has one deliberate vote.

43.5. A vote may take place overtly or covertly as determined by the chairperson.

43.6. If the votes are divided evenly, the chairperson of the meeting has a second or casting vote.

Minutes of the meeting

43.7. The Secretary, or a person authorised by the Committee, must:

- (a) keep minutes of the names of persons in attendance, resolutions and proceedings of all General Meetings.
- (b) arrange for the chairperson of the meeting, or a member in attendance, to review the minutes of the meeting as soon as practicable following the General Meeting.

43.8. The reviewed minutes referred to in Rule 43.7(b) will become evidence that the meeting was duly convened and the matters of the meeting took place as recorded.

43.9. Upon election, the new chairperson may take over as the chairperson of the meeting.

44. ADJOURNMENT OF GENERAL MEETINGS

44.1. The chairperson of a General Meeting may adjourn the meeting to a day, time and place as soon as practicable with the agreement of majority of the members in attendance at the meeting.

44.2. No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

45. GENERAL OFFICERS

45.1. The Committee may create and define General Officer positions as necessary for the proper and efficient running of the Club.

45.2. All General Officers must be members of the Club and be aged 18 years and over.

45.3. To apply for a General Officer position a member must:

- (a) apply in writing using the form specified by the Committee. This may include a paper and/or online application; and
- (b) submit their application, as specified by the Committee when calling for nominations.

45.4. A General Officer may be re-elected at the conclusion of the term of office.

45.5. The Committee may delegate, in writing, to any person holding a General Officer position any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.

45.6. Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a General Officer and remains responsible for the exercise of those functions at all times.

46. NOMINATION OF GENERAL OFFICERS

46.1. To apply for a General Officer position, a member must:

- (a) apply in writing using the form specified by the Committee. This may include a paper and/or online application; and
- (b) submit their application to the appointed Committee Member by the date specified by the Committee.

46.2. Only applications completed in full will be considered.

46.3. The appointed Committee Member will keep nominations confidential until the period for nominations close.

47. APPOINTING GENERAL OFFICERS

47.1. A member becomes a General Officer if the member is:

- (a) elected to a General Officer position at an Annual General Meeting; or
- (b) is appointed to a General Officer position by the Committee to fill a casual vacancy.

47.2. At an Annual General Meeting the Chairperson must:

- (a) declare all General Committee positions vacant; and
- (b) conduct a separate election for each position where there is more than one nomination according to Rule 46; and
- (c) call for nominations from attending Members for positions where no nominations have been received.

47.3. A member who has nominated for a position may vote for himself or herself.

47.4. General Officers must not receive any remuneration for their services for fulfilling their duties as a General Officer.

BY-LAWS AND RULES

48. BY-LAWS AND RULES

48.1. The By-Laws do not form part of the Rules.

- 48.2. The Club may, by Resolution at a General Meeting, make, amend, revoke or add to the By-laws.
- 48.3. The Club may, by Special Resolution at a General Meeting, make, amend, revoke or add to these Rules.
- 48.4. The By-laws have no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.
- 48.5. The Club must provide, free of charge, access to the Rules and By-Laws, at the time membership commences, to each person who becomes a Member under Rule 16.
- 48.6. When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner:
 - (a) within one month after the Special Resolution is passed; or
 - (b) a longer period as the Commissioner may allow.

COMMON SEAL OF THE CLUB

49. COMMON SEAL

- 49.1. The Club shall have a Common Seal on which its corporate name shall appear in legible characters.
- 49.2. The Common Seal shall be kept in the custody of the Committee.
- 49.3. The Committee has the authority to use the Common Seal on written communication relating to Club business provided the Committee Member does not have a material interest in its content.
- 49.4. The Common Seal shall not be used without the approval of the Committee.

COACHES

50. COACHING STAFF

- 50.1. Club Coaches shall be appointed by the Committee.
- 50.2. The Committee may delegate to any person appointed as Head/Senior coach, the authority to appoint coaches and may cancel such authority as the Committee sees fit from time to time.
- 50.3. Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a Coach and remains responsible for the exercise of those functions at all times.
- 50.4. The Committee shall fix the amount of remuneration (if any) payable by the Club to a Club Coach.
- 50.5. A Club Coach can be appointed on a fixed term contract or casually.
- 50.6. A Club Coach appointed on a fixed term contract shall be appointed for no longer than 12 months or such other period nominated by the Committee.

THE CLUB'S BOOKS AND RECORDS

51. CUSTODY OF THE BOOKS OF THE CLUB

- 51.1. A representative of the Committee must keep in his or her custody or under his or her control all of the Books of the Club.
- 51.2. The Books of the Club must be retained for at least 7 years.

52. INSPECTING THE BOOKS OF THE CLUB

- 52.1. A Member is able to inspect the Books of the Club free of charge at such time and place as is mutually convenient to the Club and the Member.
- 52.2. A Member must contact the Club to request to inspect the Books of the Club.
- 52.3. The Member may copy details from the Books of the Club but has no right to remove the Books of the Club for that purpose.

53. USE OF INFORMATION IN THE BOOKS OF THE CLUB

- 53.1. A Member must not use or disclose information in the Books of the Club except for a purpose:
 - (a) that is directly connected with the affairs of the Club; or
 - (b) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

SURPLUS PROPERTY

54. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- 54.1. In this rule, surplus property, in relation to the Club, means property remaining after satisfaction of:
 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,
 but does not include the Books of the Club.
- 54.2. The Club may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Club will:
 - (a) apply to the Commissioner for cancellation of its incorporation; or
 - (b) appoint a liquidator to wind up its affairs.
- 54.3. On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.
- 54.4. Prior to making any resolution regarding cancellation or winding up of the Club, the Club must advise Swimming WA of the Club's intention to propose a resolution regarding the cancellation or winding up of the Club.
- 54.5. The Club must provide Swimming WA with copies of the minutes of any meeting of the Club in which the Club proposes and/or resolves to have its incorporation cancelled or wound up.

TRANSITIONAL ARRANGEMENTS

55. TRANSITIONAL ARRANGEMENTS

- 55.1. The Committee in place immediately prior to the approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval.
- 55.2. All Members and Life Members who are, prior to the approval of this Constitution, Members of the Club and Life Members of the Club shall remain as such from the time of approval of this Constitution under the Act.