

NOARLUNGA MASTER SWIMMERS INC
CONSTITUTION
AS AMENDED
January 2019

1. Name: The name of the Incorporated Association is “NOARLUNGA MASTER SWIMMERS INCORPORATED” hereinafter referred to as the Club.

CLUB COLOURS: The club colours shall be navy blue, aqua and white.

2. Definitions GENDER: Words of the masculine gender shall be taken as including feminine gender.

3. Objectives:

- i. To promote the ideals of Masters Swimming SA.
- ii. To encourage persons over the age of 18 years (or an age as directed by Masters Swimming in Australia) to swim for exercise fitness and fun.
- iii. To organise time trials, interclub meetings and social functions, in accordance with the rules of MASTERS SWIMMING AUSTRALIA (inc).
- iv. To publicise and advertise the aims of Masters Swimming SA.
- v. To publish and print any newspapers, periodicals or leaflets that the Committee may think desirable for the promotion of its objectives.
- vi. To establish relations and co-operate with other clubs having the same objectives.
- vii. To invest any monies of the club in such a manner as may be from time to time determined for the benefit of the club.
- viii. To do all such things lawful as are incidental or conducive to the attainment of the above objectives or any one of them.
- ix. Promote the aims of fun, friendship and fitness

4. Powers of the Club

The Club shall have all the powers conferred by section 25 of the Act

5. Membership

5.1 Members

- i. The members of the club shall comprise such persons 18 years of age or over who are financial, honorary or life members of the club, Masters Swimming South Australia and Masters Swimming Australia, hereinafter referred to as members.
- ii. Application for membership shall be applied for on line through the Masters Swimming South Australia Members Registration portal <http://www.mastersswimmingsa.org.au/>. When the fee is paid the club is notified with a Noarlunga Payment Advice.
- iii. Any re-application for membership from a person having been asked to resign must be in the first instance referred to the committee for confirmation.
- iv. A register of members, their address, telephone numbers, and email address shall be kept by the Registration Officer.
- v. The club requires from each member the name and telephone number of a person to be contacted in an emergency. A list of emergency contacts will be made available to coaches and a copy kept poolside by a nominated representative
- vi. Any member with a disability or medical condition which is likely to affect their training session is to inform the coach before commencement of training
- vii. A member shall cease to be a member of the club:
 - (a) if he shall resign by notice in writing to the Secretary to that effect.
 - (b) If he shall die.
 - (c) If being a member, he shall not have paid membership subscription in respect of the financial year (as defined in 6.1b vii).
 - (d) if pursuant to a resolution being passed by the Executive Committee at a duly constituted meeting he be requested in writing to resign and if he shall not have resigned at or before the expiration of thirty (30) days of evidence of posting such a request.

5.2 Subscriptions

- i. Every member shall pay an annual subscription to be set by the Committee following the notification from the Masters Swimming SA National and State Branch of their fee structure for the following year.
- ii. A membership subscription shall be due annually on the first day of January each year, or such other date as may be determined by Masters Swimming SA.

5.3 Conduct of Members

- i. Each member shall strictly observe and act in conformity with the Constitution and Rules of Masters Swimming SA and the Club. Any member guilty of a breach of this clause may be called upon by the Executive Committee to resign his membership.
- ii. No member shall so conduct himself or be guilty of any such conduct as to bring the Club into discredit or as to bring himself as a member into discredit.
- iii. If it shall appear that any member may have been guilty of a breach of the provisions of the Club's constitution or regulations, or be guilty of any misconduct, the Secretary shall, if directed by the Executive Committee, call upon such a member to appear before the Executive Committee to explain his conduct.
- iv. The Executive Committee may in the exercise of its judgement, either reprimand such member or inflict upon such member such penalty as the Executive Committee may see fit under the circumstances, or may ask the member to tender his resignation from the Club.
- v. If a member be called upon to tender his resignation and shall not do so within thirty (30) days he shall at the expiration of the said thirty (30) days cease to be a member of the Club.

6.1b *Application of Club property and Income:*

- i. The income and property of the Club whensoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in the preceding clauses PROVIDED THAT nothing herein shall prevent the remuneration, in good faith, to any officials or servants of the Club or other persons, in return for services actually rendered to the Club.
- ii. The Secretary of the Club shall keep a record of property owned by the Club for audit purposes.
- iii. Any property or goods owned by the Club shall remain for the sole use of the Club and shall not be loaned for private use, except at the discretion of the committee and at a reasonable hire fee to be determined by the committee.

BANK ACCOUNT

- iv. The Club shall cause a banking account to be opened and kept by the name of "NOARLUNGA MASTER SWIMMERS INC." at a bank as is nominated by the Committee. The Club banking account may be operated upon in the name of the Club and moneys may only be withdrawn from this account on the signed authority of either the President, Vice President, Treasurer or Secretary, up to a limit of \$500 A second approval by an executive officer is required for amounts over that limit.

- v. The Treasurer or a nominated representative shall receive and account for all monies payable to the club and deposit all monies received into the account as soon as practicable.

CLUB RECORDS AND ACCOUNTS:

- vi. The Treasurer shall cause true accounts to be kept of all its receipts, payments, assets and liabilities, the manner in which the income and expenditure have been dealt with and all matters necessary for showing its true financial position at the end of each year.

The Treasurer shall cause to be prepared prior to the Annual General Meeting, a statement of income and expenditure for the previous financial year together with a Balance Sheet showing the liabilities or assets of the club at the close of that period, and signed by the President or Honorary Treasurer and Secretary as correct and shall submit same to the Annual General Meeting.

FINANCIAL YEAR:

- vii. Each financial year shall commence on the 1st day of April of the relative calendar year or such other period as the Executive Committee may determine.

THE POWERS, DUTIES AND MANNER OF APPOINTMENT OF THE COMMITTEE

6.1 FUNCTIONS OF THE COMMITTEE:

The Committee shall manage and have control of the Club. It may:-

- (a) make such Rules within the ambit of the Constitution as it may from time to time think fit for regulating the Club's affairs and may from time to time amend the same by addition, deletion or variation. These Rules shall be binding upon all members of the Club.
- (b) at any time appoint one or more sub-committees, may at any time revoke any such appointment and may prescribe the functions of any such sub-committee.
- (c) do any lawful act, manner or thing calculated to promote the interest and harmony of the club and its members.
- (d) regulate the conduct of members and retirement or expulsion of members. In any case any member who shall fail to observe any Rule made by the Committee or whose conduct is derogatory in any respect or shall, in the opinion of the Committee be derogatory or prejudicial to the interest of the Club, may be expelled or suspended from membership or cautioned. If a member is called upon to tender his resignation and he has not done so within thirty (30) days of evidence of post such a request he shall cease to be a member of the club.
- (e) regulate the affairs of the club in compliance with this Constitution and the aims of Masters Swimming SA.

6.2 OFFICE BEARERS:

- (a) The members shall elect at the Annual General Meeting each year from amongst the financial members of the Club the following Executive Committee:

1 President 1 Vice President 1 Treasurer
1 Secretary 1 Public Officer

Executive positions shall be held for a period of two years at which time the position will be declared vacant.

(b) Each officer so elected or appointed shall, whilst a member, hold office until he resigns from office or his successor be elected or appointed as the case may be.

(c) All nominations for election to the Executive Committee shall be submitted in writing to the Secretary not less than seven (7) clear days prior to the Annual General Meeting. In the event that any executive positions are not received, and accepted at the AGM, nominations may also be made at the AGM. (d) Casual vacancies may be filled by appointment by resolution of the Committee from amongst the members. In the event that there is more than one nomination, a secret ballot will be held. In the event of a tie, the President shall decide

(e) A Public Officer shall be elected at the Annual General Meeting by the members of the Club. His duties being to carry out the requirements of the Associations Incorporations Act.1985

COMMITTEE:

(f) There shall be a Committee appointed by the Club. Members of the Committee shall be appointed by, and from amongst the member of the Club, at the Annual General Meeting of the members each year.

(g) The Committee members shall be elected for a period expiring at the Annual General Meeting following the Annual General Meeting at which such members were elected.

(h) Until otherwise determined the members of Committee shall not be more than ten (10) in number nor less than four (4)

(i) A Club Recorder shall be appointed at the Annual General Meeting and may be considered one of the committee members.

(j) A Social Convenor shall be appointed at the Annual General Meeting and be considered one of the committee members.

(k) The following shall also be appointed at the Annual General Meeting:

- (i) Nominations Officer
- (ii) Club Captain
- (iii) Club Vice-Captain
- (iv) Records Officer
- (v) Registration Officer
- (vi) Open Water Swim Coordinator
- (vii) Social Officer

- (viii) Website/ Social Media Officer
 - (ix) General members as required
- and be considered Committee members.

DUTIES OF THE EXECUTIVE:

(l) For duties of above elected members see Rules and Regulations.

6.3 *Proceedings of Committee:*

(a) The Committee shall meet at least quarterly in each financial year and thereafter as often or at such time or times and any such place or places as the Committee may determine. If any member of the Committee should absent himself from two (2) consecutive meeting of the Committee without apology, he shall cease to be a member of the Committee.

(b) At all Committee meetings if a quorum not be present within thirty (30) minutes of the time appointed, the President, or in his absence the Vice-President, or in his absence a Chairperson elected from those present, must postpone the meeting to such date and time as may be considered suitable,

7 NOT USED

8 General Meetings

8.1 Annual General Meetings of the club will be held in the month of April or close to at the discretion of the Committee.

a) The order of business applicable to the Annual General Meeting will be:-

1. Apologies.
2. Minutes of previous Annual General Meeting.
3. Business Arising from Minutes.
4. President's Report.
5. Secretary's Report.
6. Treasurer's Report, Balance Sheet and any other financial statements
7. Election of Committee Members and Office Bearers for the ensuing term.
8. Notices of Motion.
9. Any other Business

(b) For motions to be placed on the agenda of the Annual General Meeting, the notice of motion shall be in the hands of the Secretary twenty-one (21) days prior to the date of the Annual General Meeting

8.2 Special General Meeting

- a) **Special General Meeting** may be called at any time by the committee
- b) The Committee shall within thirty (30) days of receipt of written requisition to that effect from ten (10) or one sixth of the financial members, whichever is the smaller, convene a Special General Meeting to be held within (30) days of such a receipt, for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Expenses of the meeting to be borne by the club.

8.3 Notices of Meetings

- a) Notice of Committee meetings (subject to 8.3b) must be given at least 14 days in advance. Such notice may be given verbally or by telephone or by letter, or by Email at the discretion of the Secretary.

(b) Notice of a meeting at which a **special resolution** is to be proposed shall be given at least 21 days prior to the meeting.

(c) Notice of the Annual General Meeting will be given in the Newsletter or other official organ of the Club giving at least fourteen (14) clear days' notice before the Annual General Meeting. Such notice will publish motions placed on notice to be dealt with at the Annual General Meeting and will also be accompanied by a nomination form. Such other notice of the Annual General Meeting will be given from time to time as determined by the Committee.

8.4 Proceedings at Meetings

QUORUMS:

(a) The quorum at Ordinary general meetings shall be one half of the Committee or five (5) members whichever is the lesser.

(b) The quorum at the Annual General Meetings shall be twenty (20) members or one sixth of the financial membership, whichever is the smaller.

(c) The quorum for a Special General Meeting will be one sixth of the financial membership and must include two thirds of those members who petitioned the President to call the Special General Meeting.

(d) The President or in his absence, the Vice-President, shall be the Chairperson at any meeting. In the absence of both, the meeting may elect a Chairperson from the

members present and the Chairperson may perform all the duties and exercise the discretion of the President.

(e) At all meetings the Chairperson's ruling shall be final in all matters of order and practice, subject to the normal rules of procedure of meetings.

(f) Business on the agenda at any meeting which has not been completed or dealt with as the case may be at any adjourned meeting, may be placed on the agenda of the next meeting at which it will take precedence over the new business.

(g) The Committee may by resolution from time to time adjourn its meeting to such a place and time the Committee may think fit.

8.5 Voting

(a) At any meeting each financial member present shall have one vote. No proxy vote will be accepted.

(b) Unless otherwise determined by the meeting, voting shall be by show of hands of the members present.

(c) If at any meeting a poll is demanded by any member, it shall be taken in such a manner as the Chairperson shall direct.

(d) No objection shall be made to the validity of any vote, except at the meeting at which the vote is tendered and every vote not disallowed at such meeting shall be valid for all purposes whatsoever. The Chairperson shall be the sole and absolute judge of the validity of all votes tendered or cast at any meeting and may allow or disallow all or any votes tendered or cast in accordance with this Constitution.

(e) In all matters coming before any meeting for determination the Chairperson shall have, in addition to his ordinary vote, a casting vote by virtue of office.

Voting at elections may be by a show of hands or by secret ballot and this is to be determined by the Meeting immediately prior to the commencing of elections.

Where several candidates are contesting the office of President, Vice President, Secretary, Assistant Secretary or Treasurer, the successful candidate must obtain a simple majority of votes cast at the election. If this is not achieved at the first vote, then the candidate polling the least quantity of votes is to be eliminated and another and another vote taken. Voting to be continued until a simple majority is reached.

8.6 Poll at General Meetings

a) If a poll is demanded by at least 5 members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and Ordinary Resolutions

- a) A special resolution as defined in Section 3 of the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9 Minutes

- a) Minutes of the proceedings of this Club shall be recorded by the Secretary. The minutes shall be verified by agreement at the next succeeding meeting.

10 NOT USED

11.5 AUDITOR:

An auditor may be appointed at the Annual General Meeting for such term at such fee and upon such conditions as the meeting shall think fit.

13 DISSOLUTION:

The Club can resolve to wind up by **special resolution**. This means a resolution passed at a duly convened meeting of the members of the Club if-

- (i) At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Club; and
- (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than **three quarters** of the members entitled to vote at that meeting.

In the event of a dissolution, other than for restructuring or incorporation, the property of the Club, both real and personal, after discharge of all liabilities, shall be paid to Masters Swimming SA Branch to be used in pursuit of the aims and objectives of the Constitution.

15 ALTERATIONS TO THE CONSTITUTION:

The Constitution may be amended either by alteration, addition or deletion by special resolution of the members of the Club.

Two thirds majority of the financial members present and voting at an Annual General Meeting or at a Special General Meeting provided that members are given written notice of the proposed amendments in accordance with clause 8.3b

INTERPRETATION:

Any doubt arising as the application of the meaning of any clause of this Constitution shall be referred to the Executive Committee or a legal adviser as nominated or engaged by the club