

# CONSTITUTION

PELICAN WATERS CALOUNDRA SWIMMING CLUB  
INCORPORATED (REGISTRATION NO. IA00866 /ABN: 20  
575 457 320)

Date: 21<sup>st</sup> October 2024

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# Constitution of Pelican Waters Caloundra Swimming Club

## 1. NAME OF THE CLUB

The name of the incorporated association is Pelican Waters Caloundra Swimming Club Inc (**Club**).

## 2. DEFINITIONS AND INTERPRETATIONS

### 2.1. *Definitions*

In this Constitution unless the context requires otherwise:

**Act** means the *Associations Incorporation Act 20##*.

**AGM** or **Annual General Meeting** means the annual General Meeting of the Club required to be held by the Club in each calendar year.

**Annual Subscription** means the annual fees payable by each category of Member in advance as determined by the Committee under **clause 9(a)**.

**Appointed Committee Member** means a Committee Member appointed under **clause 19**.

**By-Laws** mean a by-law made under **clause 25**.

**Chair** means the person elected under **clause 22.6**.

**Committee** or **Committee Members** means the body consisting of the Committee Members under **clause 17.1**.

**Committee Member** means a committee member of the Club and includes Elected Committee Members and Appointed Committee Members.

**Constitution** means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

**Elected Committee Member** means a Committee Member of the Club elected under **clause 18**.

**Financial Year** means the year commencing 1 April in any calendar year.

**General Meeting** means a general meeting of Members and includes the AGM and any Special General Meeting.

**Intellectual Property** means all rights subsisting in copyright, business names, names, trade marks (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.

**Life Member** means a Member admitted to the Club under **clause 7.3**.

**Local Area** means the geographical area in which the Club operates as determined by State.

**Member** means a registered Member of the Club in such categories as are determined by the Club Committee from time to time.

**Objects** mean the objects of the Club in **clause 3.1**.

**Register** means the register of Members kept in accordance with **clause 10.1**.

**Special General Meeting** or **SGM** means a General Meeting other than an AGM.

**Special Resolution** has the same meaning as that given to it in the Act.

**SAL** means Swimming Australia Limited, the national sporting organisation for Swimming in Australia.

**State Body** means Swimming Queensland Incorporated, the Member Organisation recognised by SAL for Swimming in Queensland.

**Sub-Committee** means a sub-committee established by the Committee under **clause 24**.

**Voting Member** means those Members of the Club entitled to vote in General Meetings under **clause 7.2**.

## **2.2. Interpretation**

In this Constitution unless the context requires otherwise:

- (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 **in person** means physically present or present by means of telecommunications;
- (h) a reference to a statute, ordinance, code or other law includes Regulations 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
- (i) 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 messages sent by electronic mail.

## **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**

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The model rules created under the Act are displaced by this Constitution and accordingly do not apply to the Club.

## **3. OBJECTS**

### **3.1. Objects**

The Objects are as follows:

- (a) provide for the encouragement, conduct, promotion and administration of swimming in Queensland in consultation with State Body;
- (b) participate as a member of State Body so swimming can be conducted, encouraged, promoted, advanced and administered throughout the Local Area;
- (c) affiliate and otherwise liaise with the State Body and SAL;
- (d) use and protect the Intellectual Property;
- (e) promote the involvement and importance of swimming standards, techniques, awards and education to bodies involved in swimming;
- (f) strive for and maintain government, commercial and public recognition of the Club as the authority on swimming in the Local Area;
- (g) pursue through itself or others such commercial arrangement, including sponsorship and marketing opportunities, as are appropriate to the purposes of the Club in the Local Area;
- (h) having regard to these purposes, foster, regulate, organise and manage competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (i) promote the health and safety of Members;
- (j) promote and enhance the integrity of swimming;
- (k) promote the safety of children and young people involved in swimming;
- (l) act as arbiter on matters pertaining to the conduct of swimming in the Local Area, including disciplinary matters, and refer matters to State Body and/or SAL as appropriate;
- (m) adopt and implement appropriate policies, including in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in swimming,
- (n) represent the interests of its Members and of swimming generally in any appropriate forum;
- (o) have regard to the public interest in its operations;



- (p) encourage and promote performance enhancing drug free competition;
- (q) effect such purposes as may be necessary in the interests of swimming; and
- (r) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

#### **4. POWERS OF THE CLUB**

Solely for furthering the Objects, the Club, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001 (Cth)*.

#### **5. INCOME AND PROPERTY OF THE CLUB**

##### **5.1. *Sole Purpose***

The income and property of the Club must be applied solely towards the promotion of the Objects of the Club.

##### **5.2. *Payments to Members***

No part of the income or property of the Club may be paid or otherwise distributed, directly or indirectly, to any Member except for payments to a Member in good faith in the promotion of the Objects as follows:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Club; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let by them to the Club.

#### **6. STATUS AND COMPLIANCE OF CLUB**

##### **6.1. *Recognition of Club***

The Club is a member of State Body and is recognised by State Body as the entity responsible for the delivery of swimming in the Local Area and is subject to compliance with the State Body and SAL constitutions. The State Body constitution shall continue to be so recognised, and the Club shall administer swimming in the Local Area in accordance with the Objects and the objects of State Body.

##### **6.2. *Constitution of the Club***

This Constitution will clearly reflect the objects of State Body and SAL and will conform to the constitutions of State Body and SAL, subject always to the Act.

##### **6.3. *State Body***

The Club must not resign, disaffiliate or otherwise seek to withdraw from State Body without approval by Special Resolution.

##### **6.4. *SAL National Integrity Framework and Code of Conduct***

The Club must actively promote the SAL National Integrity Framework and Code of Conduct to its Members.

### **6.5. Amendment of the Constitution**

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by:

- (a) State Body acting in good faith prior to the relevant General Meeting of the Club; and
- (b) Special Resolution of the Club.

### **6.6. Constitutional Amendment Notification**

Within one (1) month of the passing of a Special Resolution to amend the Constitution, the Committee shall provide to the relevant State government regulator for the Act necessary particulars of the change. Notified amendments will take effect in accordance with the Act.

## **7. MEMBERSHIP**

### **7.1. Minimum number of Members**

The Club must have at least six (6) Voting Members.

### **7.2. Categories of Members**

The Members of the Club shall consist of:

- (a) Junior Members, who are younger than 18 years of age and subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and debate but not vote at General Meetings;
- (b) Senior Members, who are 18 years of age or older and who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings;
- (c) Associate Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present but not debate or vote at General Meetings;
- (d) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings; and
- (e) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board cannot be granted voting rights without the approval of the Club in General Meeting.

### **7.3. Life Members**

- (a) The Committee may recommend to the AGM that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the AGM to confer Life Membership (subject to **clause 7.3(c)**) on the recommendation of the Committee must be a Special Resolution.
- (c) A person must accept or reject the Club's resolution to confer Life Membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (d) At the time of adoption of this Constitution, the Life Members of the Club shall be those persons currently recognised by the Club as Life Members.

#### **7.4. Temporary Members**

- (a) Temporary membership may be accorded to a person visiting the Club as a member or an official of another club if they are to:
  - (i) engage in a pre-arranged event with the Club conducted for the purposes of any of the Objects; or
  - (ii) hold a pre-arranged function at the Club involving the use of the Club's facilities.

#### **7.5. Application for Membership**

- (a) Subject to this Constitution, to be eligible for membership as a Member, except as a Life Member which is governed by **clause 7.3**, the applicant must be a natural person and meet any other criteria set by the Committee from time to time.
- (b) Subject to this Constitution or any procedures set by the Committee from time to time, an application for membership as a Member except a Life Member must be:
  - (i) in writing on the form prescribed from time to time by the Committee (if any), from the applicant or their nominated representative and lodged with the Club; and
  - (ii) accompanied by the appropriate fee (if any).

#### **7.6. Discretion to Accept or Reject Application**

- (a) The Committee must consider a membership application but may accept or reject an application, irrespective of whether the applicant:
  - (i) is a new applicant making an application under **clause 7.4** or an expiring Member reapplying under **clause 7.7**; or
  - (ii) has complied with the requirements in **clause 7.4** or not.

The Committee is not 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 amended accordingly as soon as practicable.
- (c) Where the Committee rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.
- (d) There is no right of appeal where the Committee rejects an application for membership, whether a new application or a renewal application.

#### **7.7. Renewal of Membership**

- (a) Membership of the Club (other than Life Membership) expires annually at the conclusion of each Financial Year.
- (b) Members (other than Life Members) must reapply for membership of the Club each Financial Year and in accordance with the procedures prescribed by the Committee from time to time.

- (c) The Committee may accept or reject a reapplication for membership in accordance with **clause 7.6**.
- (d) Upon reapplication a Member must provide details of any change in their personal details, and any other information reasonably required by the Committee.

### **7.8. 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 7.8(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

### **7.9. General**

- (a) No Member whose membership ceases has any claim against the Club or the Committee Members for damages or otherwise arising from cessation or termination of membership.
- (b) Membership is personal to each 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.
- (c) Members must treat all staff, contractors and representatives of the Club, State Body and SAL and all other Members, with respect and courtesy at all times.
- (d) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Club, State Body, SAL or swimming.
- (e) Members (including Life Members) must provide details of any change in their personal details, and any other information reasonably required by the Committee.
- (f) Members who wish to represent the Club in any swimming events/competition are required to **be a member of the relevant swimming squad and participate in training under the appointed coaches supervision** at the Club's designated training centre.

### **7.10. Limited Liability**

Members have no liability except as set out in **clause 30.1(b)**.

## **8. EFFECT OF MEMBERSHIP**

- (a) Members acknowledge and agree that:
  - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution, the By-Laws, the State Body constitution and the SAL constitution and regulations including but not only the SAL National Integrity Framework and Code of Conduct;
  - (ii) they shall comply with and observe this Constitution, the By-Laws and the State Body constitution, the SAL constitution and any determination, resolution or policy which may be made or passed by the Committee or any duly authorised sub-committee;

- (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club;
- (iv) this Constitution is made in pursuit of a common purpose, namely for the mutual and collective benefit of the Club, the Members and swimming;
- (v) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport;
- (vi) neither membership of the Club nor this Constitution gives rise to:
  - (A) any proprietary right of Members in, to or over the Club or its property or assets;
  - (B) any expectation to, or automatic right of, a Member to renewal of their membership of the Club;
  - (C) subject to the Act and the Club acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and
- (vii) they are entitled to all benefits, advantages, privileges and services of Club membership.

## **9. FEES AND SUBSCRIPTIONS**

- (a) The Committee Members must determine from time to time:
  - (i) the amount (if any) payable by an applicant for membership;
  - (ii) the amount of the Annual Subscription and any other annual membership fee payable by each Member, or any category of Members;
  - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
  - (iv) the payment method and due date for payment.
- (b) The Committee is empowered to prevent any Member whose Annual Subscription, or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

## **10. REGISTERS**

### **10.1. Club to Keep Register**

The Club shall keep and maintain a Register in accordance with the Act in which shall be entered (as a minimum):

- (a) the full name, one or more of the residential or postal or email address, category of membership, and date of entry of each Member including Life Members;
- (b) the full name, one or more of the residential or postal or email address and date of entry to office of each Committee Member, person who is authorised to use the common seal of the Club and any person appointed to act as trustee on behalf of the Club; and
- (c) where applicable, the date of termination of membership of any Member.

Members, Committee Members and any person referenced in this **clause 10.1** must provide notice of any change and required details to the Club within 28 days of such change.

### **10.2. Inspection of Register**

- (a) Having regard to the Act and subject to this **clause 10.2**, the Register shall be available for inspection and copying by Members, upon reasonable request to the Committee. A Member may also in writing request the Committee provide the Member with a copy of the Register.
- (b) Where a Member wishes to copy, or wishes to receive a copy, of the Register, the Member must first provide to the Committee a statutory declaration setting out the purpose for which the copy is required and declaring the purpose is connected with the affairs of the Club.
- (c) Subject to the Act, the Committee may determine a reasonable charge for the cost of complying with a request under **clause 10.2(a)**.

### **10.3. Use of Register**

Subject to the Act, confidentiality considerations and privacy laws:

- (a) the Committee may use the Register to further the Objects, in such manner as the Committee considers appropriate; and
- (b) a Member must only use or disclose information in the Register for a purpose that is in good faith, is directly connected with the affairs of the Club or that is related to the administration of the Act.

## **11. DISCONTINUANCE OF MEMBERSHIP**

### **11.1. Notice of Resignation**

Any Member who has paid all monies due and payable to the Club may resign from the Club by giving thirty days' notice in writing to the Committee of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

### **11.2. Expiration of Notice Period**

Upon the expiration of a notice given under **clause 11.1**, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

### **11.3. Resignation by failure to pay subscription**

- (a) Subject to **clause 11.4**, a Member is taken to have resigned if:
  - (i) the Member's Annual Subscription or any other fees owing from the Member to the Club are outstanding more than one (1) month after the due date determined by the Committee in accordance with **clause 9(a)(iv)**; or
  - (ii) no Annual Subscription is payable:
    - (A) the Committee has made a written request to the Member to confirm that he or she wishes to remain a Member; and
    - (B) the Member has not, within one month after receiving that request, confirmed in writing that he or she wishes to remain a Member.

- (b) Should a sufficient explanation be made to the Committee for the failure to pay any monies owing or reason for not responding to a request, the Committee may in its discretion restore the Membership upon payment of the amount due (if any).

#### **11.4. Discontinuance for Failure to Renew**

Membership of the Club (except Life Membership) is automatically discontinued if a Member (except a Life Member) has not reapplied for membership of the Club before the end of the Financial Year.

#### **11.5. Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Club and its property.

### **12. DISCIPLINE OF MEMBERS**

Where the Committee is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, any resolution or determination of the Committee or any duly authorised Committee or the SAL National Integrity Framework and Code of Conduct; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Club and/or swimming, or another Member; or
- (c) brought themselves, another Member, the Club or swimming into disrepute,

the Committee will follow and apply the disciplinary processes under SAL's National Integrity Framework.

### **13. GRIEVANCE PROCEDURE**

- (a) The grievance procedure set out in this clause applies to disputes relating to this Constitution between a Member and:
  - (i) another Member; or
  - (ii) the Club.
- (b) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to communicate with each other clearly and simultaneously) and discuss the matter in dispute, and, if possible, resolve the dispute within 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 dispute will be referred to the Club sub-committee, State Body or SA for resolution under the SAL National Integrity Framework.
- (d) The Committee may prescribe additional grievance procedures in By-Laws consistent with this **clause 13**.

## **14. GENERAL MEETINGS**

### **14.1. Annual General Meeting**

AGMs of the Club must be held:

- (a) according to the Act, including at least once in each calendar year and within six (6) months after the end of the Financial Year; and
- (b) otherwise as determined by the Committee Members (including date and venue).

### **14.2. Power to convene General Meeting**

The Committee Members:

- (a) may convene a General Meeting when they think fit and must do so if required by the Act; and
- (b) must on the requisition in writing of at least twenty percent (20%) of the Voting Members convene a General Meeting.

### **14.3. Notice of General Meeting**

- (a) Notice of a General Meeting of Members must be given:
  - (i) to all Members, the Committee Members, and the auditor of the Club; and
  - (ii) in accordance with **clause 28** and the Act.
- (b) At least 45 days prior to the proposed date of the AGM, the Committee will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
  - (i) all information required to be included in accordance with the Act;
  - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
  - (iii) where applicable, any notice of motion received from any Voting Member or Committee Member; and
  - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

### **14.4. No other business**

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

### **14.5. Cancellation or postponement of General Meeting**

Where a General Meeting (including an AGM) is convened by the Committee Members they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:



- (a) Voting Members according to the Act;
- (b) the Committee Members at the request of Members;
- (c) a Court.

**14.6. *Written notice of cancellation or postponement of General Meeting***

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to each:

- (a) Member; and
- (b) other person entitled to notice of a General Meeting under this Constitution or the Act;

at least seven (7) days prior to the date of the General Meeting.

**14.7. *Contents of notice postponing General Meeting***

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two (2) or more places, the technology that will be used to hold the meeting in that manner.

**14.8. *Number of clear days for postponement of General Meeting***

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 14.6**.

**14.9. *Business at postponed General Meeting***

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

**14.10. *Non-receipt of notice***

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

**14.11. *No proxy voting***

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

**14.12. *Postal voting***

Postal voting or voting by electronic communication at General Meetings of the Club may be permitted from time to time in such instances as the Committee Members may determine and shall be conducted in accordance with procedures prescribed by the Committee Members.

## **15. PROCEEDINGS AT GENERAL MEETING**

### **15.1. Number for a quorum**

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is twenty percent (20%) of Voting Members.

### **15.2. Requirement for a quorum**

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General Meeting.

### **15.3. Quorum and time – Special General Meetings**

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case, stands adjourned to such other day, time and place as the chair determines.

### **15.4. Quorum and time – AGMs**

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the chair determines.
- (b) Where an AGM has been adjourned under **clause 15.4(a)**, such Voting Members as are represented by their appointed, authorised representative on the adjourned date shall constitute a quorum.

### **15.5. Chair to preside over General Meetings**

- (a) The Chair is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
  - (i) a Committee Member (or other person) chosen by a majority of the Committee Members present;
  - (ii) the only Committee Member present; or
  - (iii) a Voting Member chosen by a majority of the Voting Members present.

### **15.6. Conduct of General Meetings**

- (a) The chair of a General Meeting:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and

(iii) may, having regard where necessary to the Act or the *Corporations Act 2001 (Cth)*, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the chair under this **clause 15.6** is final.

#### **15.7. Adjournment of General Meeting**

- (a) The chair may with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business can be transacted at a meeting resumed after an adjournment.

#### **15.8. Notice of adjourned meeting**

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

#### **15.9. Questions decided by majority**

Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

#### **15.10. Equality of votes**

Where an equal number of votes are cast in favour of and against a resolution, that resolution is not carried. For the avoidance of doubt the chair does not have a casting vote where voting is equal.

#### **15.11. Declaration of results**

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the Club, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

#### **15.12. Poll**

- (a) If a poll is properly demanded in accordance with the *Corporations Act 2001 (Cth)* or by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 16**.

- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

**15.13. Objection to voting qualification**

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and
  - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

**15.14. Chair to determine any poll dispute**

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made in good faith is final.

**15.15. Minutes**

- (a) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
  - (i) the business considered at the meeting;
  - (ii) any resolution on which a vote is taken and the result of the vote; and
  - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each AGM must include:
  - (i) the financial statements submitted to the Members in accordance with the Act; and
  - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

**16. VOTES OF MEMBERS**

At a General Meeting:

- (a) on a show of hands and on a poll, each Voting Member shall have one (1) vote; and
- (b) no Members other than Voting Members are entitled to vote.

**17. COMMITTEE MEMBERS**

**17.1. Composition of the Committee**

The Committee shall consist of:

- (a) A minimum of five (5) and a maximum of ten (10) Committee Members, all of whom will be elected under **clause 18.3**; and
- (b) up to two (2) additional Appointed General Committee Members can be appointed in accordance with **clause 19**.

### **17.2. Portfolios and Non voting Positions**

The Committee may allocate non voting positions or portfolios to Club Members in such manner as may be decided by the Committee from time to time.

### **17.3. Qualifications**

- (a) Committee composition should at all times seek to be inclusive and diverse and reflect gender equality.
- (b) The Committee may determine from time-to-time job descriptions and qualifications for Committee Members. Eligibility is also subject to a potential Committee Member meeting the requirements of the Act.
- (c) Committee composition should at all times seek to minimise conflicts of interests where possible (for example by not having employees or contractors of the Club elected to or appointed by the Board).

### **17.4. Transitional Arrangements**

- (a) Notwithstanding any other clause of this Constitution, the transitional arrangements in **clause 34(b)** shall apply from the date of adoption of this Constitution.

### **17.5. Remuneration of Committee Members**

A Committee Member must not be paid for services as a Committee Member but, with the approval of the Committee Members and subject to the Act, may be:

- (a) where approved by resolution of the General Meeting, paid by the Club for services rendered to it other than as a Committee Members; and
- (b) reimbursed by the Club for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the Committee Members, a Committee or the Club; or
  - (ii) otherwise engaged on the affairs of the Club.

## **18. ELECTED DIRECTORS**

### **18.1. Nomination for Committee**

Nominations for Elected Committee Members shall be called for by the Committee at least 45 days prior to the General Meeting at which the election is to be held (usually the AGM).

### **18.2. Form of Nomination**

Nominations must be:

- (a) in writing on the prescribed form (if any);

- (b) signed by a Voting Member;
- (c) certified by the nominee expressing their eligibility and willingness to accept the position for which they are nominated; and
- (d) delivered to the Club not less than 28 days before the date fixed for the holding of the General Meeting.

### **18.3. Elections**

- (a) If the number of nominations received for positions on the Committee 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 only be declared elected if they are elected by a simple majority of members by secret ballot. If after the poll, a simple majority has not been achieved, the positions will be deemed casual vacancies under **clause 20.1**.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, the positions will be deemed casual vacancies under **clause 20.1**.
- (c) 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 order drawn by ballot, for each vacancy on the Committee.
- (d) The voting shall be conducted in such manner and by such method as may be determined by the Committee from time to time.

## **19. APPOINTED DIRECTORS**

### **19.1. Appointment of Appointed Committee Member**

The Elected Committee Members may appoint up to two (2) Appointed Committee Members in accordance with this Constitution.

### **19.2. Qualifications for Appointed Committee Members**

Appointed Committee Members should have skills that complement and/or supplement any skill gaps that may exist in the Committee, with the aim of ensuring that the Committee has all the necessary skills to govern the organisation. Appointed Committee Members do not need to be Members or have experience in, or exposure to, swimming. Committee composition should at all times seek to be inclusive and diverse and reflect gender equality.

### **19.3. Term of Appointment**

- (a) Committee Members appointed under **clause 19.1** may be appointed by the Elected General Committee Members in accordance with this Constitution for a term of up to one (1) year, which shall commence and conclude on dates as determined by the Elected Committee Members.

## **20. VACANCIES ON THE COMMITTEE**

### **20.1. Casual Vacancies**

- (a) Any casual vacancy that occurs in the position of an Elected Committee Member may be filled by the remaining Elected Committee Members from among appropriately qualified persons.

- (b) Any casual vacancy may only be filled for the remainder of the vacating Committee Member's term under this Constitution.
- (c) Any period served under this **clause 20.1** counts as a full term.

### **20.2. Grounds for Termination of 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) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns their office in writing to the Club;
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of three (3) months;
- (f) is an employee of the Club;
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of their interest;
- (h) after reasonable consideration by the Committee, it determines the Committee Member:
  - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Club and/or swimming; or
  - (ii) has brought himself or herself, the Club or swimming into disrepute,
 provided the Committee Member is first given the opportunity to make written or oral submissions to the Committee before a determination is made;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from sitting on the Committee under the Act or from being a committee member of a corporation under the *Corporations Act 2001 (Cth)*.

### **20.3. Committee May Act**

If there is a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act but, 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 such a quorum or to convene a General Meeting.

## **21. POWERS AND DUTIES OF COMMITTEE MEMBERS**

### **21.1. Committee Members to manage the Club**

The Committee Members must manage the Club's business and may exercise those of the Club's powers that are not required, by the Act or by this Constitution, to be exercised by the Club in General Meeting.

### **21.2. Specific powers of Committee Members**

Without limiting **clause 21.1**, the Committee Members may exercise all the Club's powers to manage the Club's funds, to borrow or raise money, to charge any property or business or to give any other security for a debt, liability or obligation of the Club or of any other person.

### **21.3. Time, etc.**

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Committee Members may in their absolute discretion extend that time, period or date as they think fit.

### **21.4. Code of Conduct**

The Committee Members are bound by the SAL code of conduct.

### **21.5. Club Secretary**

The Committee may appoint one (1) of the Committee Members to the role of Club Secretary to manage the Club's administrative affairs for the duration of that Committee Members term.

### **21.6. Delegate of Club**

- (a) The Committee shall appoint a delegate to attend meetings and events on the Club's behalf from time to time. This shall include, but is not limited to, representing the Club at general meetings of State Body.
- (b) The Club's delegate must be:
  - (i) a Member over the age of 18 years;
  - (ii) be a current financial Member of the Club;
  - (iii) be empowered by the Committee to make decisions and vote in proceedings at meetings of State Body on the Club's behalf; and
  - (iv) not be a delegate for more than one (1) member club of State Body.
- (c) The Committee shall advise State Body prior to a relevant meeting or event of who its delegate will be. If the Club does not provide notification to State Body, the Chair of the Club shall be deemed to be the delegate. The Club shall advise State Body within seven (7) days of any change to its nominated delegate.

## **22. PROCEEDINGS AT DIRECTORS' MEETINGS**

### **22.1. Committee Members' meetings**

- (a) Subject to **clause 22.1(b)**, the Committee Members may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Committee Members must meet at least five (5) times in each calendar year.

### **22.2. Questions decided by majority**

A question arising at a Committee Members' meeting is to be decided by a majority of votes of the Committee Members present in person and entitled to vote. Each Committee Member present has one (1) vote on a matter arising for decision by Committee Members.



**22.3. Chair's casting vote**

The chair of the meeting will not have a casting vote.

**22.4. Quorum**

Four (4) Committee Members present in person constitutes a quorum.

**22.5. Convening meetings**

- (a) A Committee Member may convene a Committee meeting.
- (b) Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two (2) days written notice of a Committee meeting shall be given to each Committee Member.
- (c) Written notice of each Committee meeting, specifying the general nature of the time, date and place of the Committee meeting and the business to be transacted, shall be served on each Committee Member by:
  - (i) delivering it to that Committee Member personally; or
  - (ii) sending it in writing, by electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched),in accordance with the Committee Member's last notified contact details.
- (d) Notice may be given of more than one (1) Committee meeting at the same time.

**22.6. Election of Chair**

- (a) The Elected Committee Members must at the first Committee meeting after the AGM annually elect by majority vote one (1) of their number to the office of Chair of Committee Members.
- (b) The Committee Member elected to the office of Chair of directors under **clause 22.6(a)** will remain Chair for one (1) year from the date of their election until the first Committee meeting after the next AGM and shall chair any Committee meeting.
- (c) A Committee Member elected as Chair may be re-elected as Chair in following years so, long as they remain a Committee Member.
- (d) Despite **clause 22.6(b)**, if:
  - (i) there is no person elected as Chair; or
  - (ii) the Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
  - (iii) the Chair is unwilling to act,the Committee Members present may elect one (1) of their number to be chair of the meeting.

**22.7. Circulating resolutions**

- (a) The Committee Members may pass a resolution without a Committee meeting being held if the required majority of Committee Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Committee Members if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Committee Member required to achieve the required majority signs.

**22.8. Validity of acts of Committee Members**

Everything done at a Committee meeting or a Committee meeting, or by a person acting as a Committee Member, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

**22.9. Committee Members' interests**

- (a) A Committee Member shall declare to the Committee at the relevant Committee meeting and to the Members at the next AGM of the Club, that Committee Member's interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001 (Cth)*. That Committee Member must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) If there is any uncertainty in this regard, the issue shall immediately be determined by a vote of the Committee Members or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The Committee shall maintain a register of declared interests.

**22.10. Minutes**

- (a) The Committee Members must cause minutes of meetings to be made and kept according to the Act and the *Corporations Act 2001 (Cth)*.
- (b) The minutes of Committee Members meetings are not available for inspection or copying by the Members.

**23. TELECOMMUNICATION MEETINGS OF THE CLUB****23.1. Telecommunication meeting**

- (a) A General Meeting or a Committee meeting may be held by means of a telecommunication meeting, provided that:
  - (i) the number of Members or Committee Members (as applicable) participating is not less than a quorum required for a General Meeting or Committee meeting (as applicable); and
  - (ii) the meeting is convened and held in accordance with the Act and this Constitution.

- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 23**.

### **23.2. Conduct of telecommunication meeting**

The following provisions apply to a telecommunication meeting of the Club:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

## **24. COMMITTEES**

### **24.1. Committees**

The Committee Members may by written instrument delegate any of their powers to Committees consisting of such persons they think fit (including Committee Members, individuals and consultants), and may vary or revoke any delegation at any time.

### **24.2. Powers delegated to Committees**

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Committee Members. A Committee is responsible to and reports to the Committee.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Committee Members.

### **24.3. Committee meetings**

Committee meetings are governed by the provisions of this Constitution dealing with Committee meetings, as far as they are capable of application.

## **25. BY-LAWS**

### **25.1. Making and amending By-Laws**

- (a) The Committee Members may from time to time make, adopt, amend and/or interpret By-Laws which in their opinion are necessary or desirable for the control, administration

and management of the Club's affairs and swimming in the Local Area and may amend, repeal and replace those By-Laws.

- (b) Interpretation of the By-Laws is solely the responsibility of the Committee Members.

### **25.2. Effect of By-Laws**

A By-Law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

### **25.3. Transitional arrangements**

Notwithstanding any other clause of this Constitution, the transitional arrangements in **clause 34(d)** shall apply from the date of adoption of this Constitution.

## **26. KEEPING AND INSPECTION OF RECORDS**

### **26.1. Records**

The Committee shall:

- (a) establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Club and the Committee and shall produce these as appropriate at each Committee meeting or General Meeting; and
- (b) keep Club records for such period(s) as are required by law.

### **26.2. Inspection of Records**

- (a) Members may on request inspect free of charge:
  - (i) the minutes of general meetings; and
  - (ii) subject to **clause 26.2(b)**, the financial records, books, securities, this Constitution and any other relevant document of the Club.
- (b) The Committee may refuse to permit a member to inspect records of the Club:
  - (i) that relate to confidential, personal, employment, commercial or legal matters; or
  - (ii) where to do so may be prejudicial to the interests of the Club; or
  - (iii) where the Committee reasonably considers the member seeking to inspect the records is not doing so in good faith or for a proper purpose.
- (c) The Committee must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to **clause 26.2(b)**, a Member may make a copy of any of the other records of the Club referred to in this clause and the Club may charge a reasonable fee for provision of a copy of such a record.

- (e) For the purposes of this clause:

**relevant documents** mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following:

- (i) its financial statements;
- (ii) its financial records;
- (iii) this Constitution; and
- (iv) records and documents relating to transactions, dealings, business or property of the Club.

## **27. ACCOUNTS**

### **27.1. *Records Kept in Accordance with 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.

### **27.2. *Committee to Submit Accounts***

The Committee will:

- (a) manage the Club's funds; and
- (b) submit to the AGM the accounts of the Club in accordance with the Act; and
- (c) will distribute copies of financial statements as required by the Act.

### **27.3. *Transactions***

All negotiable instruments, electronic transactions and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee Members determine from time to time.

### **27.4. *Auditor***

- (a) If required by the Act a properly qualified auditor or auditors shall be appointed by the Committee Members and the remuneration of such auditor or auditors will be fixed and duties regulated by the Committee Members.
- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

## **28. SERVICE OF DOCUMENTS**

### **28.1. *Document includes notice***

In this **clause 28**, document includes a notice.

### **28.2. *Methods of service on a Member***

The Club may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to an electronic address nominated by the Member.

### **28.3. *Methods of service on the Club***

A Member may give a document to the Club by:

- (a) delivering it to the Club's registered office;
- (b) sending it by post to the Club's registered office; or
- (c) sending it to an electronic address nominated by the Club.

### **28.4. *Post***

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail;

and in either case is taken to have been received on the second business day after the date of its posting.

### **28.5. *Electronic transmission***

If a document is sent by any form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the electronic transmission; and
- (b) have been delivered on the business day following its transmission.

## **29. INDEMNITY**

- (a) Every Committee Member, officer, auditor and employee of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him/her in his/her capacity as Committee Member, officer, auditor or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him or her by the Court.
- (b) The Club shall indemnify its Committee Members, officers, auditors and employees against all damages and costs (including legal costs) for which any such Committee Members, officer, auditor or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of:
  - (i) a Committee Member or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
  - (ii) an employee, performed or made in the course of, and within the scope of his or her employment by the Club.

### **30. DISSOLUTION**

#### **30.1. Contributions of Members and Excess Property on Dissolution**

- (a) The Association may be wound up voluntarily by Special Resolution.
- (b) If the Association is wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (c) If upon winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any surplus assets or property as follows:
  - (i) gifts of money or property for the objects of the organisation;
  - (ii) contributions made in relation to an eligible fundraising event held for the objects of the organisation; or
  - (iii) money received by the organisation because of such gifts and contributions; then;

such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to some organisation(s):

- (iv) having objects similar to the Objects; and
- (v) which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution.

Such organisations(s) will be determined by the Members at or before the time of dissolution, and if not by such judge of the Supreme Court of [INSERT STATE] or other Court as may have or acquire jurisdiction in the matter.

### **31. COMMON SEAL**

- (a) If the Club has a common seal, it shall:
  - (i) be kept in the custody of the Committee; and
  - (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.

### **32. SOURCE AND MANAGEMENT OF FUNDS**

The funds of the Club may be derived from annual subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Committee Members determine. Such funds will be managed by the Committee in the best interests of the Club and the Members subject always to the Act and this Constitution.

**33. REGISTERED ADDRESS**

The registered address of the Club is (1 Central Park Road, Caloundra QLD 4551/PO Box 162, Caloundra QLD 4551):

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, the postal address of the Secretary or public officer as required by the Act.

**34. TRANSITIONAL ARRANGEMENTS**

- (a) Notwithstanding any other clause of this Constitution, the transitional arrangements in this **clause 34** apply from the date of adoption of this Constitution.
- (b) The Committee Members in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next AGM following such approval, at which time all existing Committee Members will resign, and fifteen (15) Elected Committee Members will be elected. Thereafter, the positions of the Committee Members shall be filled, vacated and otherwise dealt with.
- (c) All by-laws and regulations of the Club in force at the date of the approval of this Constitution insofar as such by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this **clause 34**.
- (d) All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one (1) month of the approval of this Constitution under the Act.