

This is the annexure of 16. pages marked "A" referred to in the Form No. 1. Signed by me and dated 19/10/2014

Signature(s)

RULES OF SOUTH SHORE SWIMMING CLUB INC

Name of Club

1 The name of the Club is South Shore Swimming Club Inc

Colours

2. The colours of the Club shall be black, red and gold, subject to the approval of SWA.

Definitions

3. In these rules, unless the contrary intention appears-"absentee vote" is a vote presented to the Secretary on a ballot paper provided by the

Secretary for a vote on a specific resolution or election of Committee member at a Annual General Meeting or General Meeting. It is not a proxy vote;

"annual general meeting" is the meeting convened under paragraph (b) of rule 20 (1);

"Committee meeting" means a meeting referred to in rule 18;

"Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule

12 (1);

"Coach" means a Coach referred to in sub-rule 7(c).

"Consultative Committee" means the Consultative Committee referred to in paragraph (c)

of rule 19.

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the

Associations Incorporation Act (1987);

"financial year" means a period not exceeding 15 months fixed by the Committee, being a

period commencing on the date of incorporation of the Club and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"Head Coach" means the Head of the Coaches referred to in sub-rule 6.6 (f) and 19(1) (c).

"Melville Aquatic Fitness Centre" means the aquatic and fitness centre operated by the

City of Melville at Marmion Street Booragoon, Western Australia.

"member" means member of the Club who is 16 years of age or over referred to in rule 6;

"non-member category" means persons referred to in rule 7 who do not have voting rights

in the Club.

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general

meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Club who are entitled under the rules of the Club to vote and vote in person or, where a votes are allowed by the rules of the Club by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Club or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Club present in person.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Club" means the Club referred to in rule 1;

"the President" means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 13; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 12 (1) or, if that person is unable to perform his or her functions, the Vice President;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under

the Act;

"the Committee" means the Committee of management of the Club referred to in rule 12 (1);

"SWA" means Western Australian Swimming Association (Incorporated) or any other body that succeeds that body.

"the Registrar" means the Registrar referred to in paragraph (e) of rule 12.(1).

"the Secretary" means the Secretary referred to in paragraph (c) of rule 12 (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 12 (1);

"the Vice-President" means the Vice-President referred to in paragraph (b) of rule 12 (1).

Objects of Club

(1) The objects of the Club are-

- (a) promote, encourage and develop participation in swimming and to teach and encourage its teachings to children and adults;
- (b) promote and conduct championships, competitions and other activities;
- (c) pursue commercial arrangements including sponsorship and marketing opportunities as deemed appropriate for the Club and its Members and its Non-Members;
- (d) formulate or adopt and implement appropriate policies, including in relation to harassment and discrimination, equal opportunity, equity, drugs in sport, health and safety and such other matters as arise from time to time as issues to be addressed in swimming;
- (e) adopt the Australian Swimming Members Protection Policy (as amended from time to time) and comply with its requirements; and
- (f) affiliate with SWA and any other sporting body, Club and/or organisation as may be deemed expedient.

(2) The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members or non-members (as defined in these rules), except in good faith in the promotion of those objects. The Committee shall have the right to determine the amount of remuneration (if any) payable by the Club to Club Coaches in the promotion of these objects.

Powers of Club

5 The powers conferred on the Club are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Club-
may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Club;
- (d) borrow money upon such terms and conditions as the Club thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (f) appoint agents to transact any business of the Club on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have

power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Club.

(i) construct, alter and repair any premises and to furnish, equip and improve the same for use by the Club.

Qualifications for membership of Club

6 (1) Membership of the Club is open to any person 16 years of age or over who wishes to further the interests of the Club.

(2) A person who wishes to become a member must apply for membership to the Committee in writing in such form as the Committee directs and signed by that person.-

(3) The Committee members must consider each application made under sub-rule (2) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.

(4) An applicant whose application for membership of the Club is rejected under sub-rule (3) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

(5) When notice is given under sub-rule (4), the Club in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Club in the general meeting.

(6) The Club shall have the following categories of membership:

(a) Swimming-Senior Competitive or Recreational

(b) Primary Carer

(c) Ordinary

(d) Life

(e) Swimming Life

(f) Head Coach

(a) Swimming-Senior Competitive or Recreational: Any person 16 years or over, who actively participates in swimming activities of the Club and is registered with SWA under the appropriate category. Eligible to vote.

(b) Primary Carer: Parents or legal guardians of a Swimmer-Age Competitive or Recreational non member(s) of the Club will be accepted as a Primary Member. Only one (1) primary carer vote per family. Families who have a Senior Competitive or Recreational member(s) and Age Competitive or Recreational non member(s) retain the voting rights of a Primary Member.

(c) Ordinary: Any person aged 17 years or over, who is not a Primary Carer, Swimming Life or Honorary Member. Eligible to vote.

(d) Life: A Life Member is a member who is nominated by the Committee and the nomination is approved by the voting members at a general meeting. The criteria for Life Membership is significant and meritorious service to the Club. Life Members shall be issued with a club badge and will be entitled to free membership and free admission to events and functions of the Club. Life Members of the Applecross Swimming Club Inc and the Melville Swimming Club Inc will become Life Members of the Club when these clubs dissolve and members transfer to the Club. Eligible to vote.

(e) Swimming Life: A Swimming Life Member means a member who is nominated by the Committee and the nomination is approved by the voting members at a general meeting. The criteria for being nominated as a Swimming Life Member area:

a. representing Australia at an official international swimming competition, while they are a financial member of the Club;

b. been a member of the Club for at least one full year;

c. shown to be a praiseworthy role model; and

d. has supported the good reputation of the Club. Swimming Life Members shall be issued with a club badge and will be entitled to free membership and free admission to events and functions of the Club. Swimming Life Members are eligible to vote when they are 16 years or over.

Swimming Life Members of the Applecross Swimming Club Inc and the Melville Swimming Club Inc will become Swimming Life Members of the Club when these clubs dissolve and members transfer to the Club.

(f) A Head Coach member may be appointed by the Committee. Eligible to vote at Committee and general meetings of the Club.

Non Member Category

7 (1). Non-membership category of the Club is open to any person under 16 years age or over this age who wishes to further the interests of the Club but is not eligible for Member category. Persons in the non-member category do not have voting rights at Club General or Annual General Meetings and are not eligible for membership of the Club Committee.

(2) A person who wishes to become a non-member must apply to the Committee in writing in such form as the Committee directs and signed by that person and/or their parent/legal guardian.

(3) The Committee members must consider each application made under sub-rule (2) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.

(4) An applicant whose application is rejected under sub-rule (3) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

(5) When notice is given under sub-rule (4), the Club in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Club in the general meeting.

(6) The Club shall have the following non-member categories:

(a) Swimming –Age Competitive or Recreational

(b) Honorary

(c) Coach

(a) Swimming –Age Competitive or Recreational: Any person, under 16 years, who actively participates in swimming activities of the Club and is registered with SWA under the appropriate category.

(b) Honorary: The Committee may at any time appoint such persons as it considers appropriate as Honorary Non-Members. The person shall not be able to participate as a Competitive or Recreational swimmer or have voting rights at Committee or at General meetings of the Club. The Committee may appoint the person to a Club sub-committee but with no voting rights.

(c) A Coach member may be appointed by the Committee. Not eligible to vote at Committee and general meetings of the Club.

Register of members of Club

8 (1) The Secretary, on behalf of the Club, must comply with section 27 of the Act by keeping and maintaining, in an up to date condition, a register of the members of the Club and their postal or residential addresses and, upon the request of a member of the Club, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose. This rule does not include non-members as defined in rule 7. Electronic e-mail addresses and other membership data are excluded from the register. The Secretary and Registrar may use

electronic addresses for issuing notices to members.

(2) The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.

(3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 10 to be deleted from the register of members referred to in sub-rule (1).

Subscriptions of members and non-members of the Club

9 (1) The Committee may determine the amount of the subscription to be paid by each member and non-member of the Club. Life Members and Swimming Life Members shall be entitled to free membership. A Primary Carer member shall not be required to pay an annual membership subscription.

(2) Each member must pay to the Treasurer, annually as the Committee determines, the amount of the subscription determined under sub-rule (1).

(3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Committee allows.

Termination of membership or non-membership of the Club

10 Membership or non-membership of the Club may be terminated upon-

(a) receipt by the Secretary or another Committee member of a notice in writing from a member or non-member of his or her resignation from the Club. Such person remains liable to pay to the Club the amount of any subscription due and payable by that person to the Club but unpaid at the date of termination; or

(b) non-payment by a member or non-member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid unless the Committee decides otherwise in accordance with rule 9 (3); or

(c) expulsion of a member or non-member in accordance with rule 11.

(d) transfer to another swimming club.

Suspension or expulsion of members or non-members of the Club

11 (1) If the Committee considers that a member or non-member should be suspended or expelled from the Club because his or her conduct is detrimental to the interests of the Club, the Committee must communicate, either orally or in writing, to the member or non-member-

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct,

not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member or non-member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member or non-member from the Club and must, forthwith after deciding whether or not to suspend or expel that member or non-member, communicate that decision in writing to that member or non-member.

(3) Subject to sub-rule (5), a member or non-member has his or her membership suspended or ceases to be a member or non-member 14 days after the day on which the decision to suspend or expel a member or non-member is communicated to him or her under sub-rule (2).

(4) A member or non-member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4)-

(a) the Club in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member or non-member, after having afforded the member or non-member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Club in the general meeting; and

(b) the member or non-member who gave that notice is not suspended or does not cease to be a member or non-member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

Committee

12 (1) Subject to sub-rule (9), the affairs of the Club will be managed exclusively by a Committee consisting of-

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer;
- (e) a Registrar; and
- (e) not more than eight (8) other persons,

all of whom must be members of the Club. A second Vice President may be elected from these eight persons.

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).

(3) Subject to sub-rule (8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for election or re-election under this rule may -

- (a) propose or second himself or herself for election or re-election; and
- (b) vote for himself or herself.

(6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-

- (a) the Secretary must report accordingly to; and
- (b) the President must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.

(7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting.

If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-

(a) the Committee may appoint a member to fill that vacancy; and

(b) a member appointed under this sub-rule will -

(i) hold office until the election referred to in sub-rule (2); and

(ii) be eligible for election to membership of the Committee, at the next following annual general meeting.

(9) The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-

(a) the power of delegation; and

(b) a function which is a duty imposed on the Committee by the Act or any other law.

(10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

(11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

President and Vice-President

13 (1) Subject to this rule, the President must preside at all general meetings and Committee meetings.

(2) In the event of the absence from a general meeting of-

(a) the President, the Vice-President; or

(b) both the President and the Vice-President, a member elected by the other members present at the general meeting, must preside at the general meeting.

(3) In the event of the absence from a Committee meeting of-

(a) the President, the Vice-President; or

(b) both the President and the Vice-President, a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

(4) The chair at all committee meetings and general meetings shall have a casting vote in addition to a deliberate vote.

(5) No member shall hold the office of president continuously for more than three years in any one term of office.

Secretary

14 The Secretary must-

(a) co-ordinate the correspondence of the Club;

(b) keep full and correct minutes of the proceedings of the Committee and of the Club;

(c) comply on behalf of the Club with:

(i) section 27 of the Act with respect to the register of members of the Club, as referred to in rule 6;

(ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Club and, upon the request of a member of the Club, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

(iii) section 29 of the Act by maintaining a record of -

- (A) the names and residential or postal addresses of the persons who hold the offices of the Club provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Club under rule 25; and
- (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Club.

and Subject to Rule 8 (1), the Secretary must, upon the request of a member of the Club, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Club, including those referred to in paragraph (c) but other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

15 The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Club and must issue receipts for those moneys in the name of the Club;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Club as the Committee may direct;
- (c) make payments from the funds of the Club with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee. Electronic Fund Transfer payments require the same approval.
- (d) comply on behalf of the Club with sections 25 and 26 of the Act with respect to the accounting records of the Club by-
- (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Club;
- (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be prepared ;
- (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be conveniently and properly audited; and
- (iv) submitting to members at each annual general meeting of the Club accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year.
- (v) submitting the annual accounts presented at the annual general meeting to SWA as well as any audited accounts in relation to rule 26 (4).
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

Registrar

16 The Registrar must take membership registrations and maintain a register of members and their status for the Secretary and shall submit a copy of the register of members to the Secretary, for on forwarding to SWA.

Casual vacancies in membership of Committee

17 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology

to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;

- (f) ceases to be a member of the Club; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

Proceedings of Committee

18 (1) The Committee must meet together for the dispatch of business not less than (9) nine in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

- (2) Each Committee member has a deliberative vote, subject to rule 13 and sub-rule 18 (3).
- (3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting five (5) Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- (6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Club is established), must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Club.
- (8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.
- (9) All changes of pre-arranged committee meetings shall be communicated to members of the committee before the date of the meeting.

Consultative Committee

- 19 (1) A Consultative Committee shall consist of:
- (a) Centre Manager of Melville Aquatic Fitness Centre
 - (b) Program Co-ordinator of Melville Aquatic Fitness Centre
 - (c) Head Coach of the Club
 - (d) President of the Club
 - (e) Vice President(s) of the Club

(2) The Consultative Committee will meet at least three (3) times each year, or as determined by the Consultative Committee, to discuss policy and directional settings for the Club to convey to the Committee.

(3) The Consultative Committee will not be involved in the day to day decision making powers of the Club, however, will form the link between the Club and the Melville Aquatic Fitness Centre.

General meetings

20 (1) The Committee or the President and Secretary-

(a) may at any time convene a special general meeting;

(b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and

(c) must, within 30 days of-

(i) receiving a request in writing to do so from not less than five (5) financial members, convene a special general meeting for the purpose specified in that request; or

(ii) the Secretary receiving a notice under rule 11 (4), convene a general meeting to deal with the appeal to which that notice relates.

(d) must, after receiving a notice under rule 6 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Club at that next annual general meeting in relation to the Committee's rejection of his

or her application and the Club at that meeting must confirm or set aside the decision of the Committee.

(2) The members making a request referred to in sub-rule (1) (c) (i) must-

(a) state in that request the purpose for which the special general meeting concerned is required; and

(b) sign that request.

(3) If a special general meeting is not convened within the relevant period of 30 days referred to-

(a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or

(b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.

(4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Club must pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-

(a) when and where the general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-

(a) when and where the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted, as follows-

(i) first, the consideration of the accounts and reports of the Committee;

(ii) second, the election of Committee members to replace outgoing Committee members; and

(iii) third, any other business requiring consideration by the Club at the general meeting.

(7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the

meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-

(a) serving it on a member personally; or

(b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 8, or if a member has provided an electronic e-mail address to the Club Secretary or Registrar, to that e-mail address.

(9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum and proceedings at general meetings

21 (1) At a general meeting 30 per cent of the membership present in person constitutes a quorum. For the purpose of calculating the quorum, only the following membership categories shall be included:

-Swimming - Senior Competitive or Recreational

-Primary Carer

-Ordinary

-Head Coach

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 20 (5) or (6)-

(a) as a result of a request or notice referred to in rule 20 (1) (c) or as a result of action taken under rule 20 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 20 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and

(b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 3, and, if a poll is demanded, in accordance with sub-rules

(9) and (11).

(8) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

(9) At a general meeting, a poll may be demanded by the President or by three or more members present in person and, if so demanded, must be taken in such manner as the President directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a

declaration by the President of the result of the poll is evidence of the matter so declared.
(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

Minutes of meetings of Club

22 (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The President must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the President of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

(a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Club

23 (1) Subject to Rule 6 (6) of these rules, each member present in person at a general meeting is entitled to a deliberative vote. Proxies are not accepted. Absentee votes on pre-specified special resolutions or elections that are received by the Secretary prior to the commencement of a meeting at which the matter in question will be voted on are accepted, providing the postal vote is on a postal ballot form provided by the Secretary and signed by the voting member and that it provides a clear direction of the member's voting intent.

(2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-

(a) which resolution is authenticated under the common seal of that body corporate; and

(b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Rules of Club

24 (1) The Club may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-

(a) Subject to sub-rule (1) (d) and (1) (e), the Club may alter its rules by special resolution but not otherwise;

(b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Club), the Club must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly

passed as a special resolution and that the rules of the Club as so altered conform to the requirements of this Act;

(c) An alteration of the rules of the Club does not take effect until sub-rule (1) (b) is complied with;

(d) An alteration of the rules of the Club having effect to change the name of the Club does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;

(e) An alteration of the rules of the Club having effect to alter the objects or purposes of the Club does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Club

25 (1) The Club must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Club must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 22.

(3) The affixing of the common seal of the Club must be witnessed by any two of the President, the Secretary and the Treasurer.

(4) The common seal of the Club must be kept in the custody of the Secretary or of such other person as the Committee decides.

Auditor

26 (1) Audited annual accounts must be forwarded to SWA while it remains a requirement under the rule 7.8 of the Constitution of SWA.”

(2) While Rule 7.8 of the SWA Constitution remains in place, Members must appoint an Auditor (or the same such appointment must be made by the Committee) at the Annual General Meeting to audit the books, accounts and financial records of the Club on an annual basis. If Rule 7.8 of the SWA Constitution is amended to no longer require audited accounts, this Rule 26 (2) will amend to Members may appoint an Auditor (or the same such appointment may be made by the Committee) at the Annual General Meeting to audit the books , accounts and financial records of the Club on an annual basis.

(3) The annual accounts if duly audited must be made available to Members on request.

(4) The Auditor may check all financial records of the Club at any time as the Auditor sees fit. .

Inspection of records of Club

27 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club, except the records of non-members.

Disputes and mediation

28 (1) The grievance procedure set out in this rule applies to disputes under these rules between-

- (a) a member or non-member and another member or non-member; or
- (b) a member or non-member and the Club; or
- (c) if the Club provides services to non-members, those non-members who receive services from the Club, and the Club.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be-

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement-

(i) in the case of a dispute between a member or non-member and another member or non-member, a person appointed by the Committee of the Club;

(ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1)

(c)) and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.

(5) A member of the Club can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must-

(a) give the parties to the mediation process every opportunity to be heard;

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) The mediation must be confidential and without prejudice.

(11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Distribution of surplus property on winding up of Club

29 If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another Club incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Club shall be determined by resolution of the members.