



UWA - West Coast  
SWIMMING  
CLUB

# CONSTITUTION

(Accepted by Special Resolution in accordance with Clause 38.1  
on the 5<sup>th</sup> Day of November in the year Two Thousand Fifteen)

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# THE CONSTITUTION OF UWA - WEST COAST SWIMMING CLUB INC.

## 1 NAME

The name of the Association is UWA - WEST COAST SWIMMING CLUB INC.

## 2 COLOURS

The colours of the Association shall be green, blue and gold

## 3 INTERPRETATION

3.1 In this Constitution, unless the contrary indication appears:

“**Act**” means the Associations Incorporation Act 1987 (Western Australia).

“**Annual General Meeting**” means that as defined in the Act

“**Association**” and “**Club**” means the association described in Clause 1.

“**Adult**” means any person 18 years and over.

“**Club Coach**” means the person or persons responsible for coaching the Swimming Members (in their capacity as Members) in relation to the activities of the Club.

“**Committee Member**” means each person referred to in Clause 14.1.

“**Written Communication**” includes both electronic mail and paper formats

“**Financial Year**” has the meaning given by section 3(1) of the Act, a reference in that section to:

- (a) “An Incorporated Association” or “The Association” being construed as a reference to the Club; and
- (b) “The Committee” being construed as a reference to the Management Committee

“**Financial Member**” means each person of any membership category that is subjected to pay the annual membership fee. A member is considered a financial member even if the annual fee is waived in full.

“**General Meeting**” means a meeting convened under Clause 22.

“**Honorary Life Member**” means each person appointed as an honorary life member of the Club in accordance with this Constitution.

“**Honorary Member**” means each person appointed as an honorary member of the Club in accordance with this Constitution.

“**Life Member**” means each person appointed as a life member of the Club in accordance with this Constitution.

“**Management Committee**” means the committee referred to in Clause 14.1

“**Member**” means each member of the Club, of whatever category.

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**“Office Bearer”** means the positions on the Management Committee that are named positions to SWA as part of its annual affiliation package.

**“Ordinary Resolution”** means any resolution of the Club other than a special resolution

**“President”** means the person appointed to act as president and chairperson of the club, from time to time.

**“Proxy Form”** means the form sent out by the Secretary to the Voting Members prior to any General Meeting, allowing for the nomination of a proxy in accordance with Clause 28.

**“Register”** means the register of Members to be kept in accordance with Clause 11.

**“Registrar”** means the person appointed to act as registrar of the Club, from time to time.

**“Related”** means the relationship of child and parent or Child and guardian, as applicable.

**“Secretary”** means the person appointed to act as secretary of the Club from time to time.

**“Special General Meeting”** means a General Meeting of the club which is not an Annual General Meeting.

**“Special Resolution”** has the meaning given to that expression by section 24 of the Act.

**“SSEH Aquatic Board”** is the board that oversees the UWA Uniswim operations and the delivery of coaching and squad services to the Club.

**“Swimming”** includes pool and open water swimming

**“Swimming Life Member”** means each person appointed as Swimming Life Member of the Club in accordance with this Constitution.

**“Treasurer”** means the person appointed to act as treasurer of the Club, from time to time.

**“UWA Uniswim Member”** means the person holding the position of Head of the School of Sport Science, Exercise and Health (SSEH) at The University of Western Australia (“UWA”) (or if that School is no longer responsible for the Uniswim swimming program, the head of the university department or other university body which assumes responsibility for the Uniswim swimming program) or his / her nominee.

**“Vice President”** means the person appointed to act as Vice President and Vice Chairperson of the Club, from time to time.

**“Voting Member”** means each Adult Member who pursuant to this constitution has the right to vote at a General Meeting of the Club

**“SWA”** means Swimming Western Australian (Inc.) or anybody replacing that association.

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3.2 Note

- (a) The singular shall mean and include the plural and vice versa.
- (b) Any gender shall mean and include all other genders.
- (c) Reference to a person includes an individual, the estate of an individual, a body politic, partnerships, firms, a corporation and a statutory or other authority or association (incorporated or unincorporated) and other entities recognised by law.
- (d) References to clauses or sub-clauses shall refer to rules or sub-rules of this Constitution.
- (e) Where any word or phrase is given a defined meaning, any other part of speech or grammatical form in respect of the word or phrase has a corresponding meaning.
- (f) References to any agreement or legislation include reference to any amendment variation, addition, substitution or re-enactment, which may have been made or any hereafter be made.

**4 OBJECTS**

4.1 The objects of the Club are:

- (a) To promote and encourage participation, both competitively and recreationally, in swimming.
- (b) To arrange programs of competition for swimming Members with other clubs and associations with like objects, and with swim schools, Universities and other like entities;
- (c) To be affiliated with SWA, UWA Sports Pty Ltd and UWA Sports Council;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and swimming, its standards, quality and reputation for the collective and mutual benefit of the Members and the development of swimming;
- (e) use and protection of the Intellectual Property created by members of the Club;
- (f) formulate or adopt and implement appropriate policies, including in relation to member protection, sexual harassment, non discrimination, equity, drugs in sport, health, safety, junior and senior programs and such other matters as arise from time to time as issues to be addressed in swimming;
- (g) represent the interests of its Members and of swimming generally in any appropriate forum; and
- (h) To do all such other things as the Club may deem to be incidental or conducive to attainment of the above objects or any of them.

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## **5 POWERS**

To give effect to the objects set out in Clause 4, the Club shall have the following powers:

- (a) Those powers which are conferred upon a company incorporated under the Corporation Law, provided that nothing in this Constitution shall be interpreted so as to permit the Club to pursue the purpose of securing pecuniary profit to the Members;
- (b) Those powers which are conferred upon an Association by the Act; and
- (c) The power to apply the income and assets of the Club towards the promotion of the objects as specified in the Clause 4, provided that no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

## **6 MEMBERSHIP**

6.1 The Club shall have the following categories of membership:

- (a) Competitive Swimming;
- (b) Leisure Swimming;
- (c) UWA Student Swimming;
- (d) Non-Swimming;
- (e) Life;
- (f) Swimming Life;
- (g) Honorary; and
- (h) Honorary life

6.2 A Competitive Swimming Member means each person who is a Member and who wishes to participate competitively in SWA sanctioned events.

6.3 A Leisure Swimming Member means each person who is a Member and who wishes to participate in SWA Open Water Swimming Events and other non-SWA sanctioned swimming events.

6.4 UWA Student Swimming Member means each person who is a Member and is a student at UWA and who wishes to participate in Club activities excluding SWA sanctioned events.

6.5 A Non-Swimming Member means each Member who is not a Competitive Swimming Member, a Leisure Swimming Member, a UWA Student Swimming Member, Life Member, Swimming Life Member, Honorary Life Member or Honorary Member and does not compete in swimming events.

6.6 A Life Member means each person who is nominated by the Management Committee as a Life Member and the nomination is approved by the Voting Members by ordinary resolution at a general meeting. The criterion for being nominated as a Life Member is significant and meritorious service to the Club.

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- 6.7 A Swimming Life Member means each person who is nominated by the Management Committee as a swimming life member and the nomination is approved by the voting Members by ordinary resolution at a general meeting. The criteria for being nominated as a swimming life member are:
- (a) Being selected as a member of the Australian swimming team to compete at the Commonwealth Games, World Championships, Pan Pacific Games, Olympics or Para Olympics; and
  - (b) Meritorious service to the club.
- 6.8 Honorary Member
- (a) The UWA Uniswim Member shall be an Honorary Member of the Club.
  - (b) The Management Committee may at any time and from time to time appoint the following additional Honorary Members:
    - (i) Patron;
    - (ii) Honorary solicitor;
    - (iii) Honorary auditor;
    - (iv) Honorary medical officer;
    - (v) Honorary Member Protection Officer; and
    - (vi) Any other person or persons the management committee considers appropriate.
- 6.9 An Honorary Life Member means each person who is nominated by the Management Committee as an Honorary Life Member and the nomination is approved by the Voting Members by ordinary resolution at a general meeting. The criterion for being nominated as an honorary Life member is significant and meritorious service to swimming and the Club.
- 6.10 Subject to Clause 6.13, Life Member, Swimming Life Member and Honorary Life Member shall have all the privileges of being a Non-Swimming Member, except being able to vote at general meetings of the Club.
- 6.11 Subject to Clause 6.12 and Clause 6.13, each Honorary Member shall have all the privileges of being a Non-Swimming Member, except being able to vote at General Meetings of the Club.
- 6.12 The UWA Uniswim Member or his / her nominee and any Honorary Member who is a Committee Member shall only have full voting rights (including the right to vote at general meetings) if he or she also holds a voting position on the Management Committee.
- 6.13 A person who is a Life Member, Swimming Life Member, or Honorary Life Member may also apply to be a Competitive Swimming Member, Leisure Swimming Member, UWA Student Swimming Member or Non-Swimming Member and provided such applications is accepted by the Management Committee that person shall have all the privileges of each relevant category of membership.



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## **7 MEMBERSHIP REQUIREMENTS**

- 7.1 Any person in sympathy with the objects of the Club may apply to become a Member.
- 7.2 An annual application to be a Swimming Member or a Non-Swimming Member must be made to the Registrar and be:
- (a) In writing, state the category of membership required and otherwise on the form prescribed by the management committee from time to time; or
  - (b) online / electronically as prescribed from time to time by the Management Committee, from the applicant and lodged with the Association; and
  - (c) Accompanied with the membership fee prescribed by the Management Committee from time to time; and
  - (d) Accompanied with another application of an Adult to become a Member (Swimming or Non-Swimming), if the applicant is under the age of 18.
- 7.3 Discretion to accept or reject application
- (a) the Management Committee may accept or reject an application whether the applicant has complied with the requirements of clause 7.2 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection. In considering an application for membership the Management Committee must act reasonably and in good faith.
  - (b) where the Association receives an application under clause 7.2, the application shall be deemed pending until such time as the Management Committee has approved the application. Such application must be considered within 30 days of lodgement.
  - (c) membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Register shall be updated accordingly as soon as practicable.
  - (d) if a membership application is rejected, the Association shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association. No reasons for rejection need be given.

## **8 MEMBERSHIP FEES**

- 8.1 Life Members, Swimming Life Members, Honorary Members and Honorary Life Members shall not be obliged to pay any fees to the Club in relation to their membership.
- 8.2 The Management Committee shall fix membership fees for each Financial Year or for such other period as the Management Committee considers appropriate and may vary those fees from time to time. Fees may vary with respect to the different categories of membership and / or the period of membership and may be waived or varied in accordance with Clause 8.6.
- 8.3 Each Member shall pay to the Club on such date as the Management Committee from time to time determines, the amount of the membership fee applicable to that Member determined under Clause 8.2.

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- 8.4 A member whose membership fee is not paid on or before the relevant date fixed by or under Clause 8.3 shall be subject to a penalty fees as the Management Committee considers appropriate and may vary from time to time.
- 8.5 A member is a financial member for the purposes of this Constitution if his or her membership is paid on or before the relevant date fixed by or under Clause 8.3 or within 1 months of that date.
- 8.6 The Management Committee may from time to time waive or vary any membership fee in special cases and shall not disclose or be required to disclose the grounds upon which in any instance such waiver or variation was made. Any such waiver or variation shall not require approval of the Members in general meeting.

## **9 CESSATION OF MEMBERSHIP**

- 9.1 A member ceases to be a member if:
- (a) Being an individual, that Member dies;
  - (b) that Member's membership is not renewed within 1 month after the relevant date fixed by or under Clause 8.3 or by such later date as the Management Committee may from time to time determine;
  - (c) That Member resigns by notice in writing to the Registrar;
  - (d) Applies for transfer to another SWA swimming club or
  - (e) That Member is expelled from the Club.
- 9.2 Discontinuance or Suspension for Breach
- (a) Membership of the Association may be discontinued or suspended by the Management Committee upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolution or determination made or passed by the Management Committee or any duly authorised committee, or by bringing the Club into disrepute.
  - (b) Membership shall not be discontinued or suspended by the Management Committee under clause 9.2 (a) without the Management Committee first giving the accused Member the opportunity to explain the breach and / or remedy the breach.
  - (c) Where a Member fails, in the Management Committee's view, to adequately explain to remedy the breach, that Member's membership shall cease under clause 9.2 (a) by the Association giving written notice of the discontinuance or suspension.
- 9.3 Forfeiture of Rights
- A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any equipment or other property of the Association, including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

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## **10 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation, which a Member has by reason of being a Member:

- (a) Is not capable of being transferred or transmitted; and
- (b) Terminates upon cessation of the membership.

## **11 REGISTER OF MEMBERS**

- 11.1 The Registrar shall establish and maintain a Register in accordance with section 27 of the Act; such Register shall specify the name, and address of each Member.
- 11.2 Electronic Register shall be protected using the appropriate and up-to-date techniques. Any downloaded files with Members registration information shall be stored in a password-protected location, and destroyed after use. Loss or compromise of the electronic membership database should be reported in accordance The Federal Privacy Act (1998) and subsequent amendments.
- 11.3 Printed details of Register of members should be shredded when no longer required.
- 11.4 The Registrar shall record the date on which each Member joins the Club.

## **12 MEMBERS LIABILITY**

The liability of a Member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges, and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of the membership of the Club.

## **13 EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and By-Laws;
- (b) they shall comply with and observe this Constitution and the By-Laws, and any determination, resolution or policy which may be made or passed by the Management Committee or any other entity with delegated authority;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of, and become a member of the Association;
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the development of swimming; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

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## **14 MANAGEMENT COMMITTEE**

14.1 The Management Committee shall, immediately following the adoption of this Constitution by the Club, consist of:

(a) Office Bearers

- (i) A President
- (ii) A Vice-President
- (iii) A Secretary
- (iv) A Treasurer
- (v) A Registrar

(b) Additional Committee Members

- (i) 2 x SSEH Aquatic Board Members (if they are not already members of the Management Committee)
- (ii) Fundraising and Sponsorship
- (iii) Communications Manager
- (iv) Meet Director
- (v) Membership Services
- (vi) Junior Member Representative
- (vii) UWA Sports Representative (UWA student);

(c) Committee meeting participants – Non voting

- (i) The UWA Uniswim Member (SSEH Representative)
- (ii) Club Coach
- (iii) Social Director
- (iv) Travelling Teams Director; and

(d) Up to 1 other person.

Such persons shall hold office until their positions are due for re-election pursuant to Clause 14.3.

14.2 The Management Committee shall consist of at least 6 voting members but no more than 14 voting members. All Committee Members shall be Adult Members.

14.3 The term of office of each Committee Member shall be one year. At the completion of a Committee Members' term of office, with the exception of the UWA Uniswim Member, the vacancy may be filled by way of an election at the Annual General Meeting or at a Special General Meeting.

14.4 A Committee Member shall be eligible to be re-elected to the same position on Management Committee at the completion of his / her term of office but may not hold that position for more than 3 consecutive years.

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- 14.5 A Committee Member must be a Financial Member of the Club and hold a current and valid "Working with Children Check" card unless exempted by having children who are Members of the Club.
- 14.6 The Club Coach, Traveling Teams Director and Social Director may by invitation of the President attend all or any Management Committee meetings but shall not have the right to vote at those meetings.
- 14.7 The UWA Uniswim Representative may attend all or any Management Committee meetings but shall not have the right to vote at those meetings.

## **15 PRESIDENT**

15.1 Subject to this Clause, the President shall preside at all General Meetings and Management Committee meetings.

15.2 In the event of the absence from:

(a) A General Meeting of:

(i) The President, the Vice President; or

(ii) Both the President and the Vice President,

then a Member elected by the other Members present at the General Meeting;  
or

(b) A Management Committee meeting of:

(i) The President, the Vice President: or

(ii) Both the President and the Vice President,

then a Member elected by the other Committee Members present,

shall preside at the General Meeting or Management Committee Meeting, as applicable.

## **16 SECRETARY**

16.1 The Secretary shall:

(a) Coordinate the correspondence of the Club;

(b) Keep full and correct minutes of the proceedings of the Management Committee and of the Club

(c) Comply on behalf of the Club with:

(i) Section 27 of the Act by keeping and maintaining 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.

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- (ii) Section 28 of the Act in respect of the rules of the Club 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) 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 Association under Clause 30; and
    - (B) The names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association;
  - (d) Have custody of all the books, documents, records and registers, written and electronic formats, of the Club, other than those required to be kept and maintained by or in the custody of the Treasurer or Registrar; and
  - (e) Perform such other duties as are imposed by this Constitution on the Secretary.

## **17 TREASURER**

### **17.1 The Treasurer shall:**

- (a) Be responsible for the receipt of all moneys paid to or received by the Club, or by the Treasurer on behalf of the Club and shall issue receipts for those moneys in the name of the Club;
- (b) Pay within 7 days all moneys referred to in paragraph (a) above into such account or accounts of the Club as the Management Committee may from time to time direct;
- (c) Make payments from funds of the Club with the authority of a General Meeting or of the Management Committee and in doing so ensure that all cheques are signed by two Committee Members comprising any of the President, Vice President, the Secretary, the Treasurer and any other person specially nominated to act in this capacity by the Management Committee;
- (d) Comply on behalf of the Club with sections 25 and 26 of the Act in respect of 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 Association to be prepared from time to time;
  - (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;

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- (e) Whenever reasonably requested to do so by the President, submit to the Management Committee a report, balance sheet or financial statement in accordance with that request;
  - (f) Have custody of all securities, books and documents of a financial nature and accounting records of the Club; and
  - (g) Perform such duties as are imposed by this Constitution on the Treasurer.

## **18 SSEH AQUATIC BOARD MEMEBERS**

- 18.1 The SSEH Aquatic Board Members will represent the Management Committee on the SSEH Aquatics Board, and as such shall act or vote in accordance with the directions of the Management Committee.

## **19 COMMITTEE VACANCIES**

- 19.1 A casual vacancy in the office of a Committee Member occurs if a Committee Member:

- (a) Dies;
- (b) Resigns office by notice in writing given to the President;
- (c) Becomes bankrupt;
- (d) Becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (e) Expelled as a member.

- 19.2 In the event of a casual vacancy occurring in the membership of the Management Committee or the Management Committee comprises less than 14 voting members, the Management Committee may appoint any Member to fill the vacancy and the Member so appointed shall hold the office, subject to this Constitution, until the next Annual General Meeting following the date of appointment.

## **20 POWERS OF THE MANAGEMENT COMMITTEE**

- 20.1 The Management Committee, subject to the Act and this Constitution and to any resolution passed by the Club at the Annual General Meeting or at a Special General Meeting:

- (a) Shall control and manage the affairs of the Club
- (b) May exercise all such functions as may be exercised by the club other than those functions that are required by this Constitution to be exercised at a General Meeting;
- (c) May delegate to such a person or persons (as individuals or sub-committees) any function (being less than the total functions of the Management Committee) that it shall determine upon such terms and subject to such directions as it shall from time to time decide, provided that in so doing:
  - (i) The Management Committee shall at all times retain management of the Club; and provided
  - (ii) And such delegation shall be non-transferable by the delegate.

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- (d) Has power to perform all such acts and do all such things as to appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Club.
  - (e) Has the power from time to time to make, alter, amend or rescind any Policies and By-Laws of the Club for the regulation of the Club (including without limitation, By-Laws dealing with the discipline and expulsion of members and the types and amounts of fees to be paid by members), providing that:
    - (i) Any such By-Laws or Policies are not inconsistent with the Objects of the Club,
    - (ii) Any By-Law or Policy so made, and the alteration, amendment or rescission shall be submitted for ratification at the next following Annual General Meeting and if not so ratified shall be taken to be ineffective as and from the date following the date of such Annual General Meeting without affecting the validity of the By-law in the period between when it was passed by the Management Committee and the date of the Annual General Meeting at which it was not ratified.

## **21 PROCEEDING OF THE MANAGEMENT COMMITTEE**

- 21.1 The Management Committee shall meet together for the dispatch of business as often as is determined by the Management Committee and the President may at any time convene a meeting of the Management Committee.
- 21.2 Each voting Committee Member has one deliberative vote.
- 21.3 A question arising at a Committee meeting shall be decided by a majority of votes, but if there is an equality of votes, the person presiding at the Committee Meeting shall have a casting vote in addition to his or her deliberative vote.
- 21.4 At a Management Committee meeting, five voting Committee Members, of which at least 3 are Office Bearers or the nominated proxy of an Office Bearer, constitutes a quorum.
  - (a) Each voting Committee Member is entitled to participate in the Management Committee Meeting, and will have the right to speak and vote in such a Meeting, either in person or by proxy, by means of an electronic means of communication, provided the member can be identified and can participate directly in the meeting proceedings and the discussion via that electronic means of communication.
  - (b) If the necessary quorum is not achieved at a duly called meeting, business may be discussed but any vote called for must be conducted by mail or electronic ballot. Ballots shall be sent to all members entitled to vote. Balloting shall close at a date set by the President, but in no event shall that date be less than 7 days after the announcement of ballots. A count of the ballots shall then be conducted by the Secretary and witnessed by a Committee Member. The results of a mail ballot shall be binding only if the total number of ballots received constitutes a quorum for the business being transacted. Ballots results shall be noted in the Minutes for the following meeting and retained for inspection for a twelve month period.



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- 21.5 Subject to this Constitution, the procedure and order of business to be followed at a Management Committee meeting shall be determined by the Committee Members present at the relevant meeting.
- 21.6 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 Association 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.

## **22 GENERAL MEETINGS**

- 22.1 The Management Committee:
- (a) May at any time convene a Special General Meeting;
  - (b) Shall convene Annual General Meetings within time limits provided for the holding of Annual General Meetings by section 23 of the Act; and
  - (c) Shall, within 30 days of receiving a request in writing to do so from not less than 10 Voting Members, convene a Special General Meeting for the purpose specified in that request.
- 22.2 The Voting members making such a request shall:
- (a) State in that request the purpose for which the Special General Meeting concerned is required; and
  - (b) Sign that request.
- 22.3 If a Special General Meeting is not convened within the relevant period of 30 days referred to in Clause 22.1(c):
- (a) The Voting Members who made the request concerned may themselves convene a Special General Meeting as if they were the Management Committee; or
  - (b) The Voting Member who gave the notice concerned may himself or herself convene a special meeting as if he or she were the Management Committee.
- 22.4 When such a Special General Meeting is requested:
- (a) The Management Committee shall ensure that the Voting Members or Voting Member convening the Special General Meeting are supplied free of charge with the particulars of all Voting Members; and
  - (b) The Club shall pay the reasonable expenses of convening and holding a Special General Meeting.

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- 22.5 Subject to Clause 22.8, the Secretary shall give to all Voting Members not less than 14 days notice of a General Meeting and of any motions to be moved at the General Meeting. Any such notice shall 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.
- 22.6 In the case of an Annual General Meeting, the order in which business is to be transacted is:
- (a) First the consideration of the accounts and any reports of the President, Treasurer and any other report of the Management Committee;
  - (b) Second, the election of Committee Members, including the election of persons to fill the roles of the Management Committee, which are detailed in Clause 14.1, for the ensuing year;
  - (c) Third, approve the membership fees as fixed by the Management Committee for the ensuing year; and
  - (d) Fourth, any other business requiring consideration by the Club in a General Meeting.
- 22.7 The persons elected as President shall also act as the Chairperson of the Club and the Vice President as the Vice Chairperson of the Club.
- 22.8 The Secretary shall give all Voting Members not less than 21 days notice of a General Meeting at which the special resolution is to be proposed and of any other motions to be moved at that general meeting.

### **23 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**

- 23.1 At a General Meeting, 10 voting members must be present in person to constitute a quorum.
- 23.2 If within 30 minutes after the time specified for holding of a General Meeting in the notice given under clause 22.5 or 22.8:
- (a) As a result of a request or notice referred to in Clause 22.1(c) or as a result of action taken under Clause 22.3 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) above, the General Meeting stands adjourned to a time to be determined by the President.
- 23.3 If within 30 minutes of the time appointed 23.2(b) for the resumption of an adjourned General Meeting a quorum is not present, the Voting Members who are present in person may nonetheless proceed with the business of that meeting as if a quorum were present.
- 23.4 The President may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that general meeting from time to time and from place to place.

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- 23.5 There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time the General Meeting was adjourned.
- 23.6 When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under Clause 22 of the adjourned meeting as if that general meeting were a fresh meeting.
- 23.7 At a General Meeting:
- (a) An ordinary resolution put to the vote shall be decided by the majority of votes cast on a show of hands, unless, during the meeting at which the resolution is submitted, a poll is demanded by the President, or by at least 3 Voting Members in person.
  - (b) A special resolution put to the vote shall be decided in accordance with section 24 of the Act whereby a resolution is a special resolution if it is passed by a majority of not less than 75% of the Voting Members. A declaration by President 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 by the President, or by at least 3 Voting Members in person.
  - (c) Unless a Poll is demanded under Clause 23.7(a) and Clause 23.7(b), a declaration by the President 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 book containing the minutes of the proceedings shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
  - (d) If a Poll is demanded and taken under Clause 23.7(c), a declaration by the President of the result of the Poll is evidence of the matter so declared.
- 23.8 A Poll may be demanded by the President or 3 or more Voting Members in person on the election of a person to preside over a General Meeting, or on the question of an adjournment. A Poll shall be taken on that demand being made.

## **24 NOMINATIONS AND ELECTIONS OF COMMITTEE MEMBERS**

- 24.1 Nominations for each position comprising the Management Committee shall be submitted in writing to the Secretary not less than 7 days prior to the Annual General Meeting or by such other date as may be determined by the Management Committee. Such nomination shall be in the form prescribed by the Management Committee from time to time. The Secretary shall keep the nominations confidential until the period for the nominations closes and shall include all such nominations in the agenda of the relevant annual general meeting.
- 24.2 Notwithstanding Clause 24.1 above, the President may call for additional nominations at the Annual General Meeting.
- 24.3 Where a ballot is required, it shall be a secret ballot conducted by first past the post ballot and the President shall appoint a returning officer or officers

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- 24.4 On any ballot between two or more candidates the person obtaining the simple majority of votes shall be elected to the Management Committee.
- 24.5 If on any ballot between two candidates such candidates receive equal numbers of votes, then the President shall decide by lot between the candidates.
- 24.6 At the conclusion of voting, the returning officer(s) shall declare the result of each ballot.

## **25 MINUTES OF MEETING**

- 25.1 The Secretary shall cause proper minutes of all proceedings of all general meetings of the Club and Management Committee meetings to be taken and then to be entered within 30 days after holding the meeting or Management Committee meeting, as the case requires, in a minute book kept for that purpose.
- 25.2 The President or the person who presided over the relevant meeting shall ensure that the minutes taken of a General Meeting or Management Committee meeting are checked and signed as a correct record of the meeting to which those minutes relate.
- 25.3 When minutes been entered and signed as correct under this clause, they shall, until the contrary is proved, be evidence that:
- (a) The general meeting or committee meeting to which they relate (in this Clause 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.

## **26 VOTING RIGHTS OF MEMBERS**

- 26.1 Subject to this Constitution, each Adult Competitive Swimming Member, Adult Leisure Swimming Member, Adult UWA Student Swimming Member and Adult Non-Swimming Member present in person is entitled to one deliberative vote.
- 26.2 Subject to this Constitution, a member, which is a body corporate, is entitled to one deliberative vote and 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. Any such appointment shall be made so by resolution of the board of other governing body or 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.
- 26.3 A person appointed under Clause 26.2 above to represent a Member which is a body corporate shall be 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 meeting.

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## **27 MAIL BALLOT**

- 27.1 Should an issue arise between General Meetings which requires a decision or ratification by Members, the Management Committee may at its discretion submit a proposed motion to a Mail vote in such manner as it considers necessary.
- 27.2 Any such Mail vote shall be in accordance with the following procedure:
- (a) The Secretary shall, upon receipt the instruction as per Clause 27.1 and as soon as practicable, dispatch a copy of the proposed resolution to each Voting Member.
  - (b) Such dispatch shall be, at the discretion of the management Committee, either by post or by Electronic Mail and shall be accompanied by a notice stating the date on which the voting shall close and indicating whether voting is by post or Electronic Mail.
  - (c) The dispatch of the proposed resolution and notice shall be deemed to have been received by each Voting Member:
    - (i) In the case of dispatch by Post - five (5) working days after posting;
    - (ii) In the case of dispatch by Electronic Mail – on successful delivery to the entities nominated electronic mail address.
  - (d) All votes shall be received by the Secretary in the case of:
    - (i) Mail Votes - within fourteen (14) days of dispatch of the proposed motion and notice, unless otherwise advised;
    - (ii) Electronic Mail - (including facsimile and e-mail) no later than midday on the normal working day preceding the meeting.
  - (e) Upon the close and counting of voting, the President shall examine the votes as tallied and advise each Authorised Voter the result of the voting so received.
  - (f) A vote captured by authenticated electronic voting system/s via an independent registered organisation, convening an authorised election on behalf of the Club, shall be valid and binding in all respects.

## **28 PROXIES OF MEMBERS OF ASSOCIATION**

- 28.1 A Member may appoint in writing another Member who is a natural person to be the proxy of the appointing member to attend, and vote on behalf of the appointing member at a nominated General Meeting.
- 28.2 A notice appointing a proxy for a General Meeting is not valid unless:
- (a) a Proxy Form is completed in full.
  - (b) It is sent by email to the Secretary not less than 24 hours before the commencement of the General Meeting at which a proxy is being appointed.

## **29 CONSTITUTION OF THE CLUB**

- 29.1 The Club may alter or rescind the rules of this Constitution, or make rules additional to rules of the Constitution, in accordance with the procedure set out in sections 17, 18, and 19 of the Act, which is as follows:

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- (a) 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 Association as so altered conform to the requirements of this Act;
  - (c) An alteration of the rules of the Association does not take effect until Clause 29.1(b) is complied with;
  - (d) An alteration of the rules of the Club having effect to change the name of the association does not take effect until Clause 29.1(a) to Clause 29.1(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 Association having effect to alter the objects or purposes of the association does not take effect until sub-rules Clause 29.1(a) to Clause 29.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

29.2 This Constitution binds every Member and the Club to the same extent as if every member and the Club had signed and sealed this Constitution and agreed to be bound by all its provisions.

### **30 COMMON SEAL OF CLUB**

- 30.1 The club shall have a common seal on which its corporate name shall appear in legible characters
- 30.2 The common seal of the Club shall not be used without the express authority of the Management Committee (being a resolution of the Management Committee) and every use of that common seal shall be recorded in the minute book of the Club.
- 30.3 The affixing of the common seal of the Club shall be witnessed by two Committee Members, one of which Committee Members shall be the President, the Vice President or the Secretary.
- 30.4 The common seal of the club shall be kept in custody of the Secretary or of such other person as the Management Committee from time to time decides.

### **31 SERVICE OF NOTICES**

- 31.1 For the purposes of these rules, a notice may be served by or on behalf of the Club upon any Member either
  - (a) personally, or
  - (b) by sending it by post to the member at the Members postal address as shown on the Register or
  - (c) by electronic mail to the electronic mailing address as provided by the Member to the Club at the time of annual membership application, or as otherwise updated during the year .

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31.2 Where a document is sent to a person by properly addressing, preparing and posting to the person a letter containing the document, the documents shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

31.3 Notices may be served on the Club in accordance with Section 41 of the Act.

### **32 INSPECTION OF RECORDS OF THE CLUB**

32.1 A member may at any reasonable time having given reasonable notice inspect charge books, documents, records and securities of the Club.

### **33 CLUB COACH**

33.1 The UWA Uniswim Member may nominate the person who is to hold the position of Club Coach, which appointment shall be subject to the approval of the Management Committee. If the Uniswim Member selects not to make such a nomination, the Club Coach shall be appointed by the Management Committee. Any nomination for the position of Club Coach must be made prior to the date of the first Management Committee meeting to be held after the Annual General Meeting, but in any event, within two weeks of the relevant Annual General Meeting. However, the Management Committee shall have the right to determine the amount of remuneration (if any) payable by the Club to the Club Coach and each appointment shall not be longer than 12 months or such other period acceptable to the Management Committee.

### **34 DELEGATES TO SWA**

34.1 The Management Committee will appoint a Member as a delegate to attend meetings of SWA, and such delegate(s) shall act or vote in accordance with the directions of the Management Committee. Each appointment shall be for a period of 12 months. A delegate may be appointed for more than one term.

### **35 REGISTRATION WITH SWA**

35.1 All swimming Members shall be registered with SWA as Competitive Swimmers, Leisure or Non Competitive Swimmers as required under the rules of that association.

### **36 RULES FOR COMPETITIONS AND MEETS**

36.1 The Management Committee may from time to time make rules as to the conduct of competitions and meets held by the Club, the appointment of officials and the award of prizes except where those competitions or meets are swum under SWA rules. Any rules so made shall be of effect until rescinded by the Management Committee.

### **37 DISSOLUTION**

37.1 The Club may be wound up by special resolution of a special meeting. The notice of meeting shall specifically state the purpose of the meeting and to be effective the resolution must be agreed to by three-fourths majority of the Voting Members voting on the resolution. No postal votes will be accepted.

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37.2 If upon the winding up of the Club, any property of the Club remains after the satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up that property shall be distributed:

(a) To another incorporated association under the Act having objects similar to those of the Club; or

(b) For charitable purpose,

which incorporated association or purposes, as the case requires, shall be determined by the resolution of the Voting Members of the Club when authorizing and directing the Management Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Club.

### **38 SAVING AND INTERIM PROVISIONS**

38.1 This Constitution will come into effect as from the date of the Special General Meeting convened to approve this Constitution.

38.2 All members of the Club immediately prior to the commencement of the constitution will continue as members of the Association, provided that are from the effective date of this Constitution:

(a) Full (Competitive) Members shall be deemed to be swimming members and competitive swimmers

(b) Associate Members who are registered with SWA as Non-Competitive swimmers shall be deemed to be Swimming Members and Non-Competitive swimmers

(c) Associate Members who are not registered with SWA as Non-Competitive swimmers shall be deemed to be Ordinary Members.

38.3 Each person who is a Committee Member immediately prior to the effective date of the Constitution will continue to act as a Committee Member in accordance with this Constitution until he / she retires or his / her term expires in accordance with the Constitution.

38.4 The policies of the Club in forces immediately preceding the adoption of the Constitution will continue to be the policies of the Club unless and until they are amended or revoked by the management Committee or otherwise amended or revoked in accordance with this Constitution.

38.5 As from the effective date of the Constitution existing life members of the club shall be deemed to be life members of the club

### **39 NAME CHANGE**

39.1 The name of the Club may only be changed by special resolution in accordance with clause 18 of the Act.