



ONKAPARINGA SWIMMING CLUB INCORPORATED

1 NAME:

- 1.1 The name of the club shall be Onkaparinga Swimming Club Incorporated.
Herein referred to as the “Club”.

2 DEFINITIONS:

- 2.1 “Act” means the Associations Incorporation Act, 1985 as amended from time to time.
2.2 “Child Welfare Policy” means the Swimming Australia Limited Child Welfare Policy as amended from time to time.
2.3 “Committee” means the Committee of Management of the Club.
2.4 “Executive Committee” means any three of President, Vice President, Secretary and Treasurer.
2.5 “General meeting” means a general meeting of members of the Club convened under the provision of these Clauses.
2.6 “Member Welfare Policy” means the Swimming Australia Limited Member Welfare Policy as amended from time to time.
2.7. “month” shall mean a calendar month.
2.8 “Policies” means the Policies of Swimming Australia Limited, and Swimming SA Incorporated as amended from time to time.
2.9 “summer season” means commencing 1 November.
2.10 “swimming season” means from 1st May to 30th April the following year.
2.11 “Swimming SA” means Swimming SA Incorporated or its successor being the peak body for the administration of swimming activities in South Australia.

3 OBJECTIVES:

The Club objectives shall be:

- 3.1 To promote and facilitate the sport of swimming in a safe and fair environment.
3.2 To do all things necessary for the effective management, operation and control of the Club, its members, and its property.
3.3 To ensure compliance with the Policies as adopted by Swimming SA.
3.4 To develop swimmers race skills to enable them to participate at competition level.

4 COLOURS:

- 4.1 The colours of the Club shall be Green and Gold.

5 AFFILIATION:

- 5.1 The Club shall be affiliated with Swimming SA.

- 5.2 The Club (or other body) and its registered members are bound by the Constitution, Rules, By-laws (as amended from time to time) of Swimming SA, Swimming Australia Limited, and FINA.
- 5.3 Affiliation with other kindred bodies may be made with the approval of the Management Committee.

6 POWERS OF THE CLUB

- 6.1 The Club shall have all the powers conferred by Section 25 of the Act.

7 MEMBERSHIP:

- 7.1 Club membership shall be available in the following categories:
- 7.1.1 **COMPETITIVE MEMBERSHIP** which shall be as defined by Swimming SA.
 - 7.1.2 **ASSOCIATE MEMBERSHIP** which shall be open to all other persons with an interest in the Club.
 - 7.1.3 **LIFE MEMBERSHIP** which may be conferred on any member who has rendered eminent service to the Club. Appointment of Life Membership shall only be made at a general meeting after consideration of a recommendation from the Committee.
 - 7.1.4 **TECHNICAL OFFICIAL MEMBERSHIP** who shall hold Swimming Australia Limited Technical Official accreditation excluding Timekeeper accreditation.

7.2 MEMBERSHIP APPLICATION

- 7.2.1 Any person applying for membership shall do so in such form as the Committee may prescribe from time to time.
- 7.2.2 Upon the acceptance of the membership application, and upon payment of the Annual Subscription, the applicant shall be a member of the Club and be bound by the Constitution of the Club.
- 7.2.3 All members of the Club shall be registered with Swimming SA and at all times will act in accordance with the Policies.
- 7.2.4 All Competitive Members will be required to complete the required Medical Forms.
- 7.2.5 A right, privilege, or obligation of a person by reason of membership of the Club-
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.
- 7.2.6 The Committee reserves the right to reject an application for membership. The applicant will be notified in writing of non acceptance and the reasons that lead to the decision not to grant membership.

7.3 SUBSCRIPTIONS:

- 7.3.1 The subscription fees for each class of membership shall be such sum as the members shall determine from time to time in general meeting after consideration of a report from the Committee.

- 7.3.2 Every Competitive Member who is under 18 years of age must have a parent or legal guardian who is an Associate Member.
- 7.3.3 The Swimming SA fees for each class of membership, if applicable, shall become due on the first day of May or as amended by Swimming SA.
- 7.3.4 The subscription fees for each class of membership shall become due annually seven days (7) after the Annual General Meeting or 31st of May which ever is the latest date.
- 7.3.5 Any member whose subscription is outstanding for more than seven (7) days after the subscription due date shall cease to be a member of the Club until such fees are paid.
- 7.3.6 Members joining the Club after the commencement of the swimming season shall pay Club and Swimming SA subscriptions within fourteen (14) days.

7.4 RESIGNATIONS:

- 7.4.1 A member may resign from membership of the Club by giving written notice thereof to the secretary.
- 7.4.2 Any member so resigning shall be liable for any outstanding debts / accounts which may be recovered as a debt due to the Club.

7.5 SUSPENSION OF A MEMBER

- 7.5.1 The Committee shall have the power to suspend immediately any member who has contravened the Constitution or By-laws of the Club or who has acted, in its opinion, in a manner detrimental or prejudicial to the best interests of the Club, notwithstanding the fact that the Committee may, at its discretion, decide to proceed with the expulsion of the member in accordance under the provision of Clause 7.6.
- 7.5.2 The determination of the Committee under the provision of Clause 7.5.1 shall be communicated to the member concerned in writing within seven (7) days of the determination and that member shall, within fourteen (14) days of the despatch of the determination, have the right to appeal to the Committee against the suspension.
- 7.5.3 Any member lodging an appeal under the provision of Clause 7.5.2 shall have the right to either appear personally before the Committee or lodge a written submission to be considered by the Committee at its next meeting. Members who are under eighteen (18) years of age have the right to appear with their legal guardian, Member Welfare Officer or a witness of their choice.
- 7.5.4 The terms and conditions of any suspension shall be at the discretion of the Committee, subject to the fact that any member shall have the right to lodge a further appeal to a general meeting of the Club, whose decision shall be final.

7.6 EXPULSION OF A MEMBER:

- 7.6.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
- 7.6.2 Particulars of the charge shall be communicated to the member at least 28 days before the meeting of the Committee at which the matter will be determined.
- 7.6.3 The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to Clause Rule 7.6.4,

cease to be a member fourteen (14) days after the Committee has communicated its determination to the member.

- 7.6.4 It shall be open to a member to appeal to the Club in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Club within fourteen (14) days after the determination of the Committee has been communicated to the member.
- 7.6.5 In the event of an appeal under the provision of Clause 7.6.4 the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard by the members of the Club, and in such event, membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

8 THE COMMITTEE

8.1 POWERS AND DUTIES:

- 8.1.1 The affairs of the Club shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by the Constitution and By-Laws, may exercise all such powers and do all such things as are within the Objectives of the Club, and are not by the Act or by the Constitution and By-Laws required to be done by the Club in General meeting.
- 8.1.2 The Committee has the management and control of the funds and other property of the Club.
- 8.1.3 The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- 8.1.4 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Club, including a Public Officer required by the Act, and may discuss or delegate any of its powers to said officers and employees.
- 8.1.5 All acts or decisions done or made by any meeting of the Committee or any member thereof, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or all or any members of the Management Committee, be as valid and effective as if they had been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.

8.2 APPOINTMENT:

- 8.2.1 The Committee shall be comprised of a President, Vice President, Secretary, Treasurer, Minutes Secretary, seven (7) Committee members, and the Head Coach in a consultative role.
- 8.2.2 The Committee of the Club shall be appointed from the membership of the Club, or be comprised of such persons as hold office prior to incorporation. The Committee shall hold office until the next annual general meeting. At this time all Committee members shall be subject to re-election and retiring Committee members shall be eligible to stand for re-election.
- 8.2.3 No person shall be eligible to stand for election unless they are a registered financial member of the Club and Swimming SA.

8.2.4 The Committee may appoint a registered financial member to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting of the Club.

8.3 PROCEEDINGS OF COMMITTEE:

8.3.1 The Committee shall meet together for the dispatch of business at least monthly.

8.3.2 Committee meetings shall be open to all financial members of the Club, but members other than the Committee shall have no voting rights. The chairperson has the power to declare the meeting closed to other than Committee members.

8.3.3 Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote, only in the event of equality of votes.

8.3.4 A quorum for a meeting of the Committee shall be one half plus one of the members of the Committee (provided that within that number there is at least one of the following: President, Vice-President, Secretary or Treasurer).

8.3.5 A member of the Management Committee having a pecuniary interest in a contract with the Club must disclose that interest with the Committee as required by the Act, and shall not vote in respect of that contract.

8.4 DISQUALIFICATION OF COMMITTEE MEMBERS:

8.4.1 The office of a Committee member shall become vacant if a Committee member is:

- a) Disqualified from being a Committee member by the Act;
- b) Expelled as a member under the provision of Clause 7.6;
- c) Permanently incapacitated by ill health, or by death;
- d) Absent without apology for three (3) consecutive meetings or more than three (3) Committee meetings in a year.
- e) Non-compliant with the Member Welfare Policy or Child Welfare Policy.

9 GENERAL MEETINGS

9.1 ANNUAL GENERAL MEETING:

9.1.1 The Committee shall call an annual general meeting in accordance with the Act.

9.1.2 The annual general meeting shall be held within one (1) calendar month after the end of its financial year; ie before 31st May each year.

9.1.3 At least fourteen (14) days notice of the Annual General Meeting shall be given to members;

9.1.4 The order of business at the meeting shall be:

- a) Apologies
- b) Confirmation of minutes of the previous annual general meeting and any special general meeting held since that meeting;
- c) Business arising from previous minutes;
- d) Correspondence;

- e) Annual reports;
- f) Audited Financial Statement;
- g) Budget;
- h) Life membership; (if applicable)
- i) Election of Committee members;
- j) To conduct any general business of which due notice has been given; and
- k) Notice of motion.

9.2 SPECIAL GENERAL MEETINGS:

- 9.2.1 The Committee may call a special general meeting of the Club at any time.
- 9.2.2 The Committee must, on the request in writing of not less than ten (10) financial members, or parents or guardians of swimmers under sixteen (16) of the Club, convene a special general meeting for the purpose specified in the requisition. The special general meeting shall be held within twenty eight (28) days of the date the requisition is received by the Secretary.
- 9.2.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 9.2.4 If a special general meeting is not convened within twenty eight (28) days, as required by Clause 9.2.2, a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

9.3 NOTICE OF SPECIAL GENERAL MEETINGS:

- 9.3.1 Subject to Clause 9.3.2, at least fourteen (14) days notice of any Special General Meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 9.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- 9.3.3 A notice may be given by the Club to any member by serving the member with the notice personally or by sending it by post to the address appearing in the register of members.
- 9.3.4 Where a notice is sent by post:
 - a) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - b) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.4 PROCEEDINGS AT GENERAL MEETINGS:

- 9.4.1 Fifteen (15) members must be present personally, for the entire meeting, to constitute a quorum for the transaction of business at any general meeting.
- 9.4.2 If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.
- 9.4.3 Subject to 9.4.4, the President shall preside as chairperson at a general meeting of the Club.
- 9.4.4 If the chairperson is not present within five (5) minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Club financial members may choose a Committee member or one of their own number to be the chairperson of that meeting.
- 9.4.5 The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.4.6 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned shall be given as if the meeting were an original meeting of members.

9.5 VOTING AT GENERAL MEETINGS:

- 9.5.1 Upon any question arising at a general meeting of the Club, a member or the legal guardian, if the member is under the age of sixteen (16) years, has one vote only.
- 9.5.2 At any General meeting a parent or legal guardian of a financial member under sixteen years (16) of age shall be entitled to exercise one ordinary vote in respect to that financial member. For both parents or legal guardians to be able to exercise an individual vote under the provision of this clause there shall be at least two (2) financial members under the age of sixteen years.
- 9.5.3 A member, or their legal guardian if the member is under the age of sixteen (16) years, is not entitled to vote at any general meeting unless all monies due and payable by the member to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 9.5.4 A question for decision at a general meeting, other than a special resolution (subject to Clause 9.6), must be determined by a majority of members who vote in person at that meeting.
- 9.5.5 Unless a poll is demanded by at least three (3) members, a question for decision at a general meeting must be determined by a show of hands.
- 9.5.6 If a poll is demanded by at least three (3) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 9.5.7 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.5.8 In the case of an equality of voting on a question, there will be further discussion and then a second vote will occur if there is then equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote.

9.6 SPECIAL AND ORDINARY RESOLUTIONS:

9.6.1 A special resolution is a special resolution as defined in the Act.

9.6.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

10 MINUTES:

10.1 Proper minutes of all proceedings of general meetings of the Club and of meetings of the committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.

10.2 The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the committee (as relevant) at a subsequent meeting.

10.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

10.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

11 FINANCIAL REPORTING:

11.1 FINANCIAL YEAR

The financial year of the Club shall commence on the first day of May in each year and end on the 30th day of April in the following year.

11.2 ACCOUNTS TO BE KEPT

The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.

11.3 APPOINTMENT OF AUDITOR

11.3.1. At each Annual General Meeting the members' will appoint a person to be the auditor of the Financial Accounts of the Club.

11.3.2. The auditor shall hold office until the next Annual General Meeting and is eligible for reappointment.

11.3.3. If an appointment is not made at an Annual General Meeting the Committee shall appoint an auditor for the current financial year.

12 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Club.

13 WINDING UP

The Club may be wound up in the manner provided for in the Act.

14 APPLICATION OF SURPLUS ASSETS

14.1 If, after the winding up of the Club, there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

14.2 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15 AMENDMENTS TO THE CONSTITUTION:

15.1 This Constitution shall not be altered, varied, added to or repealed unless two thirds of the financial members present (as per Clause 9.5) at the Annual General Meeting or at a meeting especially convened for that purpose are in favour of such alteration, variation, addition or repeal.

15.2 Notice of intention to propose such alteration, variation, addition or repeal shall first be given in writing by a member of the Club to the Secretary of the Club for consideration by the Committee, who shall advise all members of the proposed amendment at least fourteen (14) days prior to a meeting held to consider the proposal.

15.3 Any alteration shall be registered with the Office of Business and Consumer Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

15.4 The Constitution shall bind the Club and every member to the same extent as if they have respectively signed it and agreed to be bound by all of the provisions thereof.

16. CLUB BY-LAWS

16.1 The Club shall have a set of By Laws by which the Committee and all members of the Club are bound. The Committee is empowered, subject to Clause 16.2, to change any By-law at a Committee meeting, conditional upon giving at least twenty-one (21) days written notice of motion prior to the meeting at which the changes are to be made.

16.2 If a special general meeting is requested within the time period specified in Clause 16.1 by members under the provision of Clause 9.2.2 of the Constitution to discuss the changes, approval will be by majority of members attending the Special General Meeting.

17 INTERPRETATION

17.1 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation and the Act as in force from time to time.

17.2 In “writing” or “written” means and includes printing or other means of representing or reproducing words in visible form.

17.3 Words importing singular include the plural and words importing the plural include the singular where the context permits.

17.4 Words implying any gender include the other gender.

Constitution draft revision process – April 2008 Constitution adopted at Onkaparinga Swimming Club AGM – Constitution recommended to be accepted by Swimming SA (Governance Committee) – Constitution registered by Office of Consumer and Business Affairs –
