

# THE CONSTITUTION OF

the

# ARENA SWIM CLUB INC

Document	Date	History
Swim Club Constitution	10/5/2000	Original
Swim Club Constitution	18/5/2001	Various changes
Swim Club Constitution v3.0	2/4/2005	Amend number of Committee members
Swim Club Constitution	7/6/2010	Amend membership definition

## THE CONSTITUTION OF ARENA SWIM CLUB INC

**1. Name**

The name of the Club is Arena Swim Club Inc.

**2. Colours**

The colours of the Club shall be Navy Blue/Green/Teal/White

**3. Interpretation**

3.1 In this constitution, unless the contrary indication appears:

"Act" means the Associations Incorporation Act 1987 (Western Australia)

"Club" means the association described in Clause 1.

"Chairperson" means the person appointed to act as president and chairperson of the Club, from time to time.

"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 13.1 or clause 17.2.

"Competitive Swimmer" means a Swimming Member who is registered with WASA as a Recreational Swimmer (club swimmer only).

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

- a. "an Incorporated Club" or "The Club" being construed as a reference to the Club; and
- b. "the committee" being construed as a reference to the Management Committee.

"General Meeting" means meeting convened under Clause 23.

"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 13.1

"Member" means each member of the Club, of whatever category.

"Non-Competitive Member" is a member who is registered with WASA as a non-competitive member (does not swim)

"Ordinary Member" has the meaning given to that expression in Clause 6.3.

"Voting member" has the meaning given to it in Clause 6.10.

"Ordinary Resolution" means any resolution of the Club other than a special resolution.

"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.

"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.

"Swimming" includes any of the activities described in Clause 4.

"Swimming Life Member" means any person appointed as a 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.

"Vice Chairperson" means the person appointed to act as the vice president and vice chairperson of the Club, from time to time.

"Voting Member" means each Member who pursuant to this Constitution has the right to vote at a general meeting of the Club.

"WASA" means the Western Australian Swimming Association (Inc) or any body replacing that association.

### 3.2

- 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. Headings are for convenience only and shall not affect the construction or interpretation of this Constitution.
- f. Where any word or phrase is given a defined meaning, any other part of speech or grammatical form in respect of the word phrase has a corresponding meaning.
- g. References to any agreement or legislation includes reference to any amendment, variation, addition, substitution or re-enactment which may have been made or may hereafter be made.

#### **4 Objectives**

The objectives of the Club are:

- a. To promote and encourage participation in the sport of swimming
- b. To arrange programmes for the teaching and competition for Swimming Members in competitions with other clubs and associations with like objects and with schools and other like entities;
- c. To be affiliated with WASA; and
- d. To do all such other things as the Club may deem to be incidental or conducive to the attainment of the above objects or any of them.

#### **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 Corporations 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 of the Club towards the promotion of the objects as specified in 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. Swimming - competitive or recreational;
- b. Ordinary;
- c. Life;
- d. Swimming life; and
- e. Honorary

6.2 A Swimming Member means each person who is a Member and who wishes to actively participate in the swimming activities of the Club and includes Competitive and Recreational.

6.3 An Ordinary member means each Member who is not a Swimming Member, Life Member, Swimming Life Member or Honorary Member.

- 6.4 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 criteria for being nominated as a Life Member is significant and meritorious to the Club.
- 6.5 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 is:
- a. being selected as a member of the Australian swimming team to compete at the Commonwealth Games, World Championships (long or short course), Pan Pacific Games, Olympics or Para Olympics; and
  - b. Meritorious service to the Club
- 6.6 The Management Committee may at any time and from time to time appoint such persons as it considers appropriate as Honorary Members.
- 6.7 Subject to Clause 6.0, each Ordinary Member, Life Member and Swimming Life Member shall have all the privileges of being a Member, except being able to participate as a Competitive Swimmer, Recreational Swimmer or Non Competitive Member in the swimming activities of the Club.
- 6.8 Subject to Clause 6.9 below, each Honorary Member shall have all the privileges of being a Member except being able to participate as a Competitive or Recreational Swimmer in the swimming activities of the Club or to vote at general meetings of the Club. A Non Competitive Member shall have voting rights at general meetings of the Club.
- 6.9 A person who is a Life Member, Swimming Life Member or Honorary Member may also apply to be a Swimming Member or Ordinary Member and provided such application is accepted by the Management Committee, that person shall have all the privileges of each relevant category of membership.
- 6.10 A Voting Member is one who is a financial member over the age of 18 years on the day of the Annual General Meeting; or a nominated representative of the swimmer/swimmers family or nominated guardian to voting rights for the purposes of:
- a) nomination and acceptance of annual reports on the clubs business
  - b) submission of general business items for consideration at the clubs Annual General Meeting; and
  - c) election of the Arena Swim Club Executive Committee positions for:
    - President
    - Vice President

- Treasurer
- Secretary
- Registrar

## 7. Membership Requirements

- 7.1 Any person in sympathy with the objects of the Club may apply to be a Member.
- 7.2 An application to be a Swimming Member or an Ordinary Member must be made on the appropriate membership form and forwarded to the Management Committee;
- On the appropriate membership form state the category of membership required
  - The form prescribed by the Management Committee from time to time, will be the only method which membership can be applied for.

7.2

- Accompanied with the membership fee prescribed by the Management Committee from time to time. The membership fee is to be paid to the club via Arena Joondalup. All membership fee monies will be paid to the Arena Swim Club on a monthly basis.
- 7.3 Each application made in accordance with this Constitution shall be accepted or rejected by the Management Committee. The Management Committee shall not reject an application without sufficient reason.

## 8.0 Membership Fees

- 8.1 Life Members and Honorary Members shall not be obliged to pay any fees to the Club in relation to their life or honorary membership, as applicable.
- 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 Arena Joondalup 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.
- 8.4 A Member whose membership fee is not paid within 3 months after relevant date fixed by or under Clause 8.3, ceases on the expiry of that period.
- 8.5 A Member is a financial member for the purposes of this Constitution if his or her membership fee is paid on or before the relevant date fixed by or under Clause 8.3 or within 3 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 a general meeting.

#### **9.0 Cessation of Membership.**

A Member ceases to be a member if:

- a. That Member dies
- b. That Member's membership is not renewed within 3 months of the date it was due to be renewed, or by such later date as the Management Committee may from time to time determine;
- c. That Member resigns by notice in writing to any Committee Member; or
- d. That Member is expelled from the Club.

#### **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.

#### **23 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, address and category of each Member. The Register shall be kept and maintained at the Registrar's place of residence or Club Rooms, if convenient
- 11.2 The Register shall record the date on which each Member joins the Club and the Registrar shall cause the name of a person who dies or who ceased to be a Member to be deleted from the Register.

#### **24 12. Member's 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.

#### **25 13. Management Committee**

- 13.1 The Management Committee shall, immediately following the adoption of this Constitution by the Club, consist of:
  - a. a President (Chairperson);
  - b. a Vice President (Vice Chairperson);
  - c. a Secretary;
  - d. a Treasurer
  - e. a Registrar;
  - f. up to 13 other members

g. a Head Swim Coach

13.2 The Management Committee shall consist of at least 9 members but no more than 19. All Committee Members shall be Members and be aged 18 years or more.

13.3 The term of office of each Committee Member shall be one year. At the completion of a Committee Member's term of office, the vacancy shall be filled by way of an election at the annual general meeting or at a special general meeting.

13.4 A Committee Member shall be eligible to be re-elected to the Management Committee at the completion of his or her term of office.

13.5 The Club Head Coach will attend all or any Management Committee meetings. The head coach will have the right to vote at those meetings.

## 26 President

14.1 Subject to this Clause, the President shall preside at all general meetings and Management Committee meetings.

The quorum at any Management Committee meeting shall be a minimum of 50% of members of the Management Committee for the transaction of business of the Club, provided that one such member is the President or Vice President.

In the event that the Management Committee should comprise of an uneven number of members, a quorum at any Management Committee meeting shall be 50% of the MC membership rounded up to the next whole number

The President shall be entitled to a deliberative vote, and in the event of a tied vote, the President shall exercise a casting vote.

Each individual member of the Management Committee present shall have one (1) vote.

14.2 In the event of the absence from:

a. A general meeting of:

i. The Chairperson, the Vice Chairperson; or

ii. Both the Chairperson and the Vice Chairperson, a Member of the Management Committee elected by the other Committee Members present, shall preside at the general meeting.

The quorum at any general meeting shall be a minimum of (10) Voting Members plus seven Management Committee Members.

## 15. Secretary

The Secretary shall:

a. Co-ordinate 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 28 of the Act in respect of the rules of the Club; and

ii. Section 29 of the Act in respect of the record of the office holders and trustees of the Club;

- d. Have custody of all books, documents, records and registers 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.

## 16. Treasurer

The Treasurer shall be holding the position of Finance Officer at Arena Joondalup. In the role of Treasurer their responsibilities will include;

- a. Be responsible for the receipt of all moneys paid to or received by, or by the Treasurer on behalf of the Club, and shall issue receipts for those monies in the name of the Club;
- b. Pay within 7 days, all monies referred to in paragraph (a) above into such accounts or accounts of the Club as the Management Committee may from time to time direct;
- c. Make payments from the funds of the Club with the authority of a general meeting or of the Management Committee and in so doing, 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;
- 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
- g. Perform such other duties as are imposed by this Constitution on the Treasurer.

## 17. Committee Vacancies

17.1 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. Is expelled as a Member

17.2 In the event of a casual vacancy occurring in the membership of the Management Committee or the Management Committee comprises less than (9) persons, the

Management Committee may appoint any Member to fill the vacancy and the Member so appointed shall hold office, subject to this Constitution, until the next annual general meeting following the date of the appointment.

#### **18. Powers of the Management Committee**

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; in consultation with the executive committee
- 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 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, providing that in so doing:
  - i. The Management Committee shall at all times retain management of the Club; and
  - ii. Any such delegation shall be non-transferable by the delegatee; and
- d. Has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Club

#### **19. Proceedings of Management Committee**

- 19.1 The Management Committee shall meet together for the dispatch of business as often as determined by the Management Committee and the President may at any time convene a meeting of the Management Committee.
- 19.2 Each Committee Member has one deliberative vote.
- 19.3 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.
- 19.4 At a Management Committee meeting a number of Committee Members equal to 50% of the Management Committee (rounded upwards) shall constitute a quorum.
- 19.5 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.
- 19.6 A Committee Member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act must comply with that section.

**20. Discipline of Members**

- 20.1 Any member who behaves in a manner detrimental to the objects of the Club may be disciplined by the Management Committee. Examples of such behaviour include abuse of officials, flouting of the rules of the Club, destruction and wilful damage of property and unbecoming behaviour and actions which bring the Club or its Members of the sport of swimming into disrepute.
- 20.2 The Management Committee shall, using such procedures as it shall from time to time determine, hear and make decisions concerning disciplinary matters referred to it by any Committee Member.
- 20.3 a) If the Management Committee considers that a Member should be considered for expulsion from membership of the Club because of conduct considered detrimental to the interests of the Club, the Management Committee shall advise the relevant Member in writing that it considers that the Member should resign or be expelled from the Club and, if within 14 days of receiving that notice the member informs the Chairpersons in writing that he or she does not wish to resign or be expelled from the Club, the Management Committee shall communicate, either orally or in writing to the relevant Member and the Voting Members:

- i. Notice of the proposed expulsion and of the time, date and place of the Management Committee meeting at which the question of that expulsion will be decided; and
- ii. Particulars of that conduct,

Not less than 30 days before the date of the relevant Management Committee meeting.

- b) At the Management Committee meeting referred to in a notice communicated under paragraph (a) above the Management Committee may, having afforded the Member concerned a reasonable opportunity to be heard by and/ or to make representations in writing to, the Management Committee, expel or decline that Member from membership of the Club and shall, forthwith after deciding whether or not so to expel that Member, communicate that decision in writing to that Member.
- c) Subject to paragraph (e) below, a Member who is expelled from membership of the Club ceases to be a Member 14 days after the day on which the decision so to expel him or her is communicated to that person.
- d) A Member who is expelled from membership of the Club shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in paragraph (c) above.
- e) When notice is given under paragraph (d) above:
  - i. The Club in a general meeting may, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, and/ or to make representation in writing to the Club at a general meeting, confirm or set aside the decision of the Management Committee to expel that Member; and

- ii. The Member who gave that notice does not cease to be a Member unless and until the decision of the Management Committee to expel him or her is confirmed by the Voting Members at a general meeting.

## 21. Financial Responsibilities of The Club

- a. The annual club membership payments will be received by Arena Joondalup. Fifty (50) percent of these membership fees will be paid directly to the club at the end of each month, the remaining 50% will be retained by Arena Joondalup. These fees will assist in payment of additional casual coaching wages as a result of coaching staff attending competitions representing the Arena Swim Club, in addition to assisting the payment of permanent fulltime coaching salaries
- b. The remaining 50% of the income derived from club membership fees and club fundraising shall be utilised by the Arena Swim Club in meeting its obligations in relation to:
  - Assist with associated costs for coaching staff to attend swim competitions, including interstate and state events.
  - All other operational costs associated with the ongoing operations of the Arena Swim Club.

## 23. Executive Committee

22.1 An Executive Committee shall consist of;

- a. Arena Joondalup Centre Manager
- b. Arena Joondalup Program Co-ordinator
- c. Arena Joondalup Head Swim Coach
- d. Arena Joondalup Club President
- e. Arena Joondalup Club Vice President

22.2 The Executive Committee will meet on a monthly basis, or as determined by the Executive, to discuss and establish the policy and directional settings for the Club.

22.3 The Executive Committee will not be involved in the day to day decision making powers of the Arena Swim Club, however will form the link between the Club and the Arena Management

## 23. General Meetings

23.1. The Management Committee:

- a. May at any time convene a special general meeting;
- b. Shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 24 of the Act; and
- c. Shall, within 30 days of receiving a request in writing to do so from not less than (25) Voting Members, convene a special general meeting for the purpose specified in that request.

- 23.2 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
- 23.3 If a special general meeting is not convened within the relevant period of 30 days referred to in Clause 23.1 (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.
- 23.4 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 particulars of all Voting Members; and
  - b. The Club shall pay the reasonable expenses of convening and holding the special general meeting.
- 23.5 Subject to Clause 23.7, 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.
- 23.6 In the case of an annual general meeting, the order in which business is to be transact 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 person(s) to fill the roles of:
    - i. President (Chairperson)
    - ii. Vice President (Vice Chairperson)
    - iii. Secretary
    - iv. Treasurer
    - v. Registrar
    - vi. (13) Committee Membersfor 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.

23.7 All general business items for discussion at the Annual General Meeting must be submitted to the club in writing a minimum of 7 working days prior to the nominated meeting date.

23.8 The Secretary shall give to all Voting Members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

## 24 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

24.1 At a General Meeting (10) Voting Members present in person constitute a quorum.

24.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Clause 23.5 or 23.7

- a. As a result of a request or notice referred to in Clause 23.1(c) or as a result of action taken under Clause 23.3 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 14.2(a) above, the general meeting stands adjourned to the same time on the same day in the following week.

24.3 If within 30 minutes of the time appointed by Clause 24.2(b) for the resumption of an adjourned general meeting a quorum is not present, the Voting Members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.

24.4 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.

24.5 There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

24.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under Clause 23.5 of the adjourned meeting as if that general meeting were a fresh general meeting.

24.7 At a general meeting:

- a. An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
- b. A special resolution put to the vote shall be decided in accordance with section 25 of the Act.

24.8 A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with Clause 24.9.

24.9 At a general meeting, a poll may be demanded by the President at the General Meeting or by three (3) or more Voting Members present and, if so demanded, shall be taken in such manner as the President directs.

- 24.10 If a poll is demanded and taken under Clause 24.9 in respect of any ordinary resolution, a declaration by the President of the result adjournment shall be taken on that demand being made.
- 24.11 A poll demanded under Clause 24.9 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken on that demand being made.

**25. NOMINATIONS AND ELECTIONS OF COMMITTEE MEMBERS**

- 25.1 (a) nominations for each position comprising the Management Committee shall be submitted in writing to the Secretary not less than 21 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 nomination confidential until the period for nominations closes and shall include all such nominations in the agenda of the relevant annual general meeting.  
(b) notwithstanding Clause 25.1. above, the President may call for additional nominations at the Annual General Meeting for positions where no nominations have been received.
- 25.2 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 and scrutineers (2).
- 25.3 On any ballot between two or more candidates, the person obtaining a simple majority of votes shall be elected to the Management Committee.
- 25.4 If on any ballot between two candidates, such candidates receive an equal number of votes, then the President shall decide by lot between the candidates.
- 25.5 At the conclusion of voting, the returning officer shall declare the result of each ballot.

**26. MINUTES OF MEETING OF CLUB**

- 26.1 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 the holding of each general meeting or Management Committee meeting, as the case requires, in a minute book kept for that purpose.
- 26.2 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.
- 26.3 When minutes have 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.

## 27. VOTING RIGHTS OF MEMBERS

- 27.1 Subject to this Constitution, each adult Member present in person at a general meeting is entitled to one deliberative vote.
- 27.2 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 all general meetings. Any such appointment shall be so made by a 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.
- 27.3 A person appointed under Clause 27.2 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 general meeting.

## 28. CONSTITUTION OF CLUB

- 28.1 The Club may alter or rescind the rules of this Constitution, or make rules additional to rules of this Constitution, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- 28.2 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.

## 29. COMMON SEAL OF CLUB

- 29.1 The Club shall have a common seal on which its corporate name shall appear in legible characters.
- 29.2 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.
- 29.3 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.
- 29.4 The common seal of the Club shall be kept in the custody of the Secretary or of such other person as the Management Committee from time to time decides.

## 30. SERVICE OF NOTICES.

- 30.1 For the purpose of these rules, a notice may be served by or on behalf of the Club upon any Member either personally or by sending it by post to the Member at the Member's address as shown in the Register.
- 30.2 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.

30.3 Notices may be served on the Club in accordance with Clause 41 of the Act.

**31. INSPECTION OF RECORDS OF THE CLUB**

A member may at any reasonable time having given reasonable notice, inspect without charge, the books, documents, records and securities of the Club.

**32. CLUB COACH**

The Club Head Coach shall be the Head Swim Coach as employed by the Western Australian Sports Centre Trust and therefore is an employee of the WA Sports Centre Trust. The Management Committee through the President and Treasurer, shall have input via the Executive Committee, into the employment and ongoing responsibilities of the Head Coach. The Centre Manager of Arena Joondalup and the Chief Executive Officer of the WA Sports Centre Trust will have the responsibility to make any decisions in relation to remuneration, employment contractual conditions and all other issues relating to the employment of the Head Coach.

**33. DELEGATES TO WA SWIMMING ASSOCIATION (INC.) (WASA)**

The Management Committee will appoint a Member as a delegate to attend meetings of WASA, 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.

**34. REGISTRATION WITH WA SWIMMING ASSOCIATION (INC.) (WASA)**

All Swimming members shall be registered with WASA as Competitive Swimmers, Recreational Swimmers or Non-Competitive Members as required under the rules of that Association.

**35. RULES FOR COMPETITIONS AND MEETS**

The Management Committee may from time to time, make rules as to the conduct of the competitions and meets held by the Club, the appointment of officials and the award of prizes. Any rules so made shall be of effect until rescinded by the Management Committee.

**36. DISSOLUTION**

36.1 The Club may be wound up by a special resolution of a special general 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.

36.2 If upon the winding up of the Club, any property of the Club remains after 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 having objects similar to those of the Club; or

(b) for charitable or benevolent purpose,

which incorporated association or purposes, as the case requires, shall be determined by resolution of the Voting Members of the Club when authorising and directing the Management Committee under section 34(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the club.

If upon the winding up of the Club and funds remain, after satisfaction of the debts and liabilities of the Club and costs, charges and expenses of that winding up, that funds shall be distributed:

To the WA Swimming Association (Inc.) to be held in trust, should the club reform at a later date.

### **37. SAVING AND INTERIM PROVISIONS**

- 37.1 This Constitution will come into effect as from the date of the special general meeting convened to approve this Constitution, proposed to be convened on Wednesday, 10<sup>th</sup> May 2000.
- 37.2 Each person who is a Committee Member immediately prior to the effective date of this Constitution will continue to act as a Committee Member in accordance with this Constitution.
- 37.3 The policies of the Club in force immediately preceding the adoption of this 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.
- 37.4 As from the effective date of this Constitution existing, Life Members of the Club shall be deemed to be Life Members of the Club.

### **38. NAME CHANGE**

The name of the club may only be changed by special resolution in accordance with Clause 18 of the Act.