

# ARMADALE KELMSCOTT SWIMMING CLUB INC.

## CONSTITUTION AND RULES

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# CONSTITUTION AND RULES

Of

## ARMADALE KELMSCOTT SWIMMING CLUB INC

### **Rule 1      Name**

- 1.0.**      The name of the Association is the Armadale Kelmscott Swimming Club Inc.

**NOTE:**      This incorporate association replaces the Kelmscott Swimming Club Inc.

### **Rule 2      Objectives of Association**

- 2.0.**      The objects of the Association are:
- 2.1.**      To promote the interests and moral, physical and social development of all financial members of the Armadale Kelmscott Swimming Club.
- 2.2.**      To promote and develop the sport of swimming and other activities through coaching and competition.
- 2.3.**      Endeavour to bring about co-operation between the parents and legal guardians of all the participating children, other citizens and the committee of the association.
- 2.4.**      To consider any grievances or complaints affecting member so the association and to use every endeavour to obtain a satisfactory resolution.
- 2.5.**      To raise funds by means of contributions and levies for the purpose of carrying out the objects of the association.
- 2.6.**      The property and income of the association shall be applied solely towards the promotion of the objectives of the association and no part of the property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

### **Rule 3      Mission Statement**

- 3.0.**      The Mission Statement states why this association exists. It is our fundamental reason for being. It should reflect our underlying philosophy of working together towards a common goal.
- 3.1.**      The Armadale Kelmscott Swimming Club's Mission Statement is:
- 3.2.**      To actively promote and maximise the development of all club swimmers through continued support, encouragement and sensitive guidance whilst endeavouring to maintain a friendly and pleasant club environment.

### **Rule 4      Powers**

- 4.0.**      The powers of the association to enable the achievements of its objectives and in addition to the powers otherwise conferred on it by these rules shall be:
- 4.1.**      Power to raise funds and acquire by purchase, lease or by exchange and the hiring of any real or personal property that may be deemed necessary or convenient for the objects or purposes of the association.
- 4.2.**      Power to affiliate with the Western Australian Swimming Association (Inc.).
- 4.3.**      Power to appoint committees for such purpose as are necessary to prosecute the affairs of the association.
- 4.4.**      Power to make representations to the Western Australian Swimming Association (Inc.).
- 4.5.**      Power to generally do all such acts and things as may be involved by or incidental to the carrying out of the objects of the association without in any way being limited by the foregoing powers.

### **Rule 5      Income and Property**

- 5.0.**      The income and property of the association wheresoever derived shall be applied solely towards the promotion of its objectives as set forth in this constitution and no portions shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its members, provided that nothing herein shall prevent the payment in good faith or remuneration to any officer or servant of the association for services actually rendered to the association.

## **Rule 6      Membership**

- 6.0.**      Membership of the association is open to:
- 6.1.**      Families who have a child or children under the age of 18 years of age. (Family membership entitles each parent or legal guardian to a singular vote at all Special and Annual General Meetings. This vote is not transferable.)
- 6.2.**      Persons over the age of 18 years.
- 6.3.**      Junior members under 18 years of age. (Junior members have no voting rights with the exception of club captains.
- 6.4.**      Persons who hold life membership with the association.
- 6.5.**      Any financial member may, at any meeting of the association, nominate honorary life members in recognition of distinguished services rendered to the association.
- 6.6.**      Nomination for life membership must be forwarded to the committee in writing signed by the proposer and the seconder 21 days prior to the next scheduled meeting date as set down by the committee.
- 6.7.**      The proposer and the seconder must be in attendance at any such committee meeting or the motion lapses.
- 6.8.**      Life members shall remain members of the association for the remainder of their natural life and shall have full voting rights at both Annual General Meetings and Special General Meetings.
- 6.9.**      Life members shall not be required to pay subscriptions, whether or not they are entitled to membership of another classification.

## **Rule 7      Membership Subscription**

- 7.0.**      The committee shall from time to time determine the amount of subscription to be paid by each member.
- 7.1.**      A financial member shall be one whose subscription is not more than 1 month in arrears.
- 7.2.**      The annual subscription is due and payable on May 15<sup>th</sup> or any other such date as set by the committee.
- 7.3.**      There are two exceptions to this rule, being;
  - (a)      in the case of financial hardship, and
  - (b)      in the case of life membership.

- 7.4.** In cases of financial hardship the committee has the power to allow payment of the fees over a structured time frame upon receiving a written application requesting same.

**Rule 8 Register of Members**

- 8.0.** The registrar shall on behalf of the association keep and maintain a register of members in accordance with section 27 of the Association Incorporation Act 1987 and that register may be so kept and maintained at their place of residence.
- 8.1.** The Registrar shall cause the name of a person who dies or ceases to be a member under rule 7(1), 9 and 10 to be deleted from the register of members.

**Rule 9 Cessation of Membership**

- 9.0.** A member who delivers notice in writing of his resignation from the association to any committee member ceases to be a member on the date the notice is tabled at any forthcoming meeting or on the date specified on their written notification.
- 9.1.** A person who resigns from the association remains liable to pay the association the amount of any subscriptions due and payable by that person to the association but unpaid at the time of the cessation.
- 9.2.** Any member whose membership subscription is more than 1 month in arrears shall be deemed to be un-financial, struck from the register of members and shall cease to hold membership of the association.

**Rule 10 Expulsion of Members**

- 10.0.** If the committee considers a member's conduct is not in conformity with the associations adopted Statement of Common Values or Mission Statement and hereby deemed detrimental to the interests of the association, the committee shall convene a grievance committee to hear the allegations against the member and offer the affected member an opportunity to explain his / her actions.
- 10.1.** After hearing both sides of the argument the grievance committee shall make a recommendation to the general committee whether, in their opinion, the matter should be considered for expulsion.
- 10.2.** The grievance committee shall consist of the President, Senior Vice President, Junior Vice President and 1 other committee member.

- 10.3.** In the interest of fairness, any member of committee personally involved in the grievance shall remove themselves from the grievance committee.
- 10.4.** If the grievance committee of the association considers that a member should be expelled because they consider their conduct is not in conformity with the association's adopted Statement of Common Values or Mission Statement and thereby deemed detrimental to the interests of the association, the head of the grievance committee shall communicate their finding to the general committee who in turn will advise the affected member of –
- (a) Their intention to expel and the time, date and place of the committee meeting at which the question of expulsion will be decided; and
  - (b) The particulars of such unsatisfactory conduct,
- Not less than 21 days before the date of the committee meeting referred to in paragraph 10.4(a)
- 10.5.** At the committee meeting referred to in paragraph 10.4(a) the committee may, having afforded the affected member a reasonable opportunity to be heard by, or make representations in writing to, the committee, expel or decline to expel that member from membership of the association and shall, forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member.
- 10.6.** Any member expelled ceases to be a member of the association after a period of 14 days has elapsed since the committee ruling and such member has not appealed the decision.
- 10.7.** Any member so expelled may appeal the committee decision in writing to the committee within 14 days to have the matter heard at a Special General Meeting.
- 10.8.** When notice is given of intention to appeal, the association, at the Special General Meeting may, after affording the member concerned a reasonable opportunity to be heard by the association in the Special General Meeting, confirm or set aside the decision of the committee to expel that member.
- 10.9.** The member who gave notice of appeal does not cease to be a member of the association until the decision of committee to expel him is accepted by the member or ratified by a 75% majority vote of all members present at the convened Special General Meeting.

## **Rule 11      Committee Composition**

- 11.0**      Membership of committee is open to all financial members of the association over the age of 18 years.
- 11.1**      The association shall be managed by a committee comprising of;
- A President
  - A Senior Vice President
  - A Junior Vice President
  - A Secretary
  - A Treasurer
  - A Registrar / Recorder
  - A Coaching Co-ordinator
- Not less than 4 other persons.
- 11.2.**      All members of committee shall be financial members of the associations and elected to membership of that committee at an Annual General Meeting, Special General Meeting or Committee Meeting.
- 11.3**      A person cannot be elected or hold office if they have been convicted of any property offence contained within the provisions of the Criminal Code and equivalent legislation for all other States and Territories of Australia.
- 11.4.**      A person cannot be elected or hold office if they have been convicted of any property offence contained within the provisions of a similar Act in any other country.

## **Rule 12      Committee Term of Office**

- 12.0.**      The elected members of Committee shall take office at the rising of the Annual General Meeting at which they were elected and shall hold office until the next Annual General Meeting when all positions will be declared vacant.
- 12.1.**      A member of the committee shall cease to hold office if they cease to be a financial member of the association, or if they resign their office, or if by reason of infirmity, absence or any other reason the committee is of the opinion that they have ceased to be an effective member of committee.
- 12.2.**      If at any time the number of members of the committee is less than 12 an additional member or members may be appointed by the committee to fill the vacancies. A committee member appointed this way shall hold office until the next Annual General Meeting or Special General Meeting called for the purpose of electing office bearers.

- 12.3.** The committee has the power to co-opt additional committee members from time to time. These will hold office until the next Annual General Meeting or Special General Meeting called for the purpose of electing office bearers.

**Rule 13      Committee Powers**

- 13.0.** The association shall be managed when a General Meeting is not in session by the committee of management which shall have power to control and manager the affairs and finances of the association but shall be responsible to the General Meeting.
- 13.1.** The committee of management shall meet to attend to its business as often as it considers necessary, but at least once per calendar month.
- 13.2.** The committee of management shall have the power to declare vacant the seat of any of its members who, without leave or reasonable excuse, is absent from 3 consecutive meetings of the committee. The committee in its absolute discretion shall determine what constitutes reasonable excuse. Vacancies so caused on the committee shall be filled at the next available opportunity.
- 13.3.** The committee of management shall have the power to declare vacant the seat of any of its members who, without leave or reasonable excuse, is absent from any committee meeting referred to in Rule 24 (7). The committee in its absolute discretion shall determine what constitutes reasonable excuse. Vacancies so caused on the committee shall be filled at the next available opportunity.
- 13.4.** The committee of management shall have the power to hire or fire any coach regardless of whether remuneration is paid or such coach is hired as a volunteer, if in the opinion of the committee the coach is not acting in the best interests of the association or in accordance with the underlying principles of the association.
- 13.5.** The committee of management may form sub-committees to deal with particular aspects of its work. Such sub-committees shall be responsible to the committee of management. Sub-committees so formed shall have a lease one member of its committee of management included and that member shall chair the sub-committee and report back to the committee of management their findings, results or recommendations.



## **Rule 14      Duties of President**

- 14.0.**      The President shall preside at all meetings of the association to maintain order and administer the rules impartially.
- 14.1.**      The President will ensure all expenditure is authorised by the committee.
- 14.2.**      The President shall present a report to each Annual General Meeting dealing generally with the position of the association.
- 14.3.**      The President may authorise any extraordinary expenditure up to a level as predetermined by the committee.
- 14.4.**      If on any matter whereby a vote is called during any meeting and such vote is tied the President shall have the deciding vote in addition to his ordinary vote.
- 14.5.**      The President may delegate committee members to perform all such tasks and duties as deemed necessary to properly conduct the affairs, financial and otherwise, of the association and to pursue its objectives.
- 14.6.**      The President shall be an ex-officio member of all sub-committees formed to pursue the objectives of the association.
- 14.7.**      During any absence or incapacity of the President, the Senior Vice President has the authority to act for, and on behalf of the President and when so acting, shall have all the rights, powers, duties and responsibilities of the President, whether implied or expressed under the Constitution and Rules.
- 14.8.**      In the absence or incapacity of both the President and the Senior Vice President from any meeting the Junior Vice President shall take the chair and have all the rights and responsibilities as specified under sub-rule 14.7.

## **Rule 15      Duties of Secretary**

- 15.0.**      The Secretary shall co-ordinate the correspondence of the association.
- 15.1.**      Keep full and correct minutes of the proceedings of the committee and of the association.
- 15.2.**      Maintain a register of financial and ex-officio members.
- 15.3.**      Have custody of all documents of the association excluding financial records, securities and the like.

- 15.4.** Forward the names of all office bearers to Western Australian Swimming Association within 30 days of their election to office.

**Rule 16 Duties of Treasurer**

- 16.0.** The Treasurer shall be responsible for the receipt of all monies paid to or received by him on behalf of the association and shall issue receipts for those monies in the name of the association.
- 16.1.** Pay all monies received into such account or accounts as the committee of management may from time to time decide.
- 16.2.** Make payments from the funds of the association with the authority of a general meeting of committee provided the cheques are duly signed by himself and one other committee member as appointed by the committee of management for that purpose.
- 16.3.** Whenever so directed to do so by the President, submit to a meeting a report, balance sheet or financial statement in accordance with that direction.
- 16.4.** Have custody of all securities, books and documents of a financial nature and accounting records of the association.
- 16.5.** Perform any other such duties as required.

**Rule 17 Duties of Registrar**

- 17.0.** The Registrar shall keep and maintain a record of all members of the club who participate in competitive events.
- 17.1.** Ensure all such swimmers are duly registered with the Western Australian Swimming Association as competitors in their appropriate divisions and enter their WASA registration numbers in the club records.
- 17.2.** Ensure all competitive members entries and fees are forwarded to the relevant organising body.

**Rule 18 Inspection of Books and Documents**

- 18.0.** The books and documents of the association may be inspected from time to time by any financial or ex-officio member of the association on such terms and conditions as may be established from time to time by the committee of management.

- 18.1.** The committee of management shall make every endeavour to make the books and documents available to such member within one calendar month of receiving such request.

**Rule 19      The Honorary Auditor**

- 19.0.** At the January Committee of Management meeting there shall be appointed an Honorary Auditor who shall audit the statement of accounts, balance sheet and any other monetary document of the association and shall certify same.
- 19.1.** Report any discrepancies to the Committee of Management of the association forthwith either verbally or by written communication.
- 19.2.** In addition of the annual audit, make such audits as may from time to time be directed by the committee of management of the association.

**Rule 20      Casual Vacancies in Membership of Committee**

- 20.0.** A casual vacancy occurs in the office of a committee member when the committee member;
- 20.1.** dies,
- 20.2.** resigns by notice in writing delivered to any committee member and such notice is tabled at any subsequent meeting,
- 20.3.** is convicted of any property offence contained within the provisions of the Criminal code or any such other equivalent interstate or overseas legislation,
- 20.4.** is convicted of any offence contained within the provisions of the Association Incorporation Act,
- 20.5.** is permanently incapacitated by ill health or
- 20.6.** is absent for three consecutive committee meetings without excuse or reasonable cause, the committee in its absolute discretion will determine what constitutes reasonable cause.

**Rule 21      Notice of Meetings**

- 21.0.** The Committee of Management will advise all members of the association its intended schedule of meetings for the year at each Annual General Meeting.

- 21.1.** Each member of committee will be given at least 7 days' notice of each committee meeting referred to in Rule 13.2.
- 21.2.** In the case of any General Meeting each financial member of the association shall be given at least 21 days' notice of the intended meeting and the purpose of the meeting.
- 21.3.** The Secretary may give notice by –
- (a)** Personally advising the member,
  - (b)** Sending it by post to the member to their last nominated address appearing in the associations register.
- 21.4.** When a notice is sent by post under sub-rule 3(b) such notice shall be deemed to be properly effected if the notice was sent by ordinary prepaid mail.

## **Rule 22      General Meetings**

- 22.0.** The Committee –
- 22.1.** May at any time convene a Special General Meeting,
- 22.2.** Shall convene an Annual General Meeting each calendar year and by no later than the 31<sup>st</sup> of May of each such year,
- 22.3.** Shall within 1 calendar month of receiving a request in writing from not less than 15 financial members convene a Special General Meeting for the purpose specified in that request, or
- 22.4.** Shall within 1 calendar month of receiving a notice of appeal under Rule 10.4 convene a Special General Meeting of the purpose of determining such appeal.
- 22.5.** The members making any request under sub-rule 3 shall state in their request the purpose for which the Special General Meeting convened is required and sign the request.
- 22.6.** If a Special General Meeting is not convened in accordance with the written request under sub-rule 3 the members who made the request may themselves convene a Special General Meeting as if they were the committee of management so long as they themselves have advised all financial members of the association of the meeting date, time and purpose.
- 22.7** If a Special General Meeting is not convened in accordance with the appeal under sub-rule 4 the member subject to the appeal may himself convene a Special General Meeting as if he were the committee of management so long as he / she advises all financial members of the association of the meeting date, time and purpose.

- 22.8.** If any member fails to comply with Rule 21.3 and 21.4 any such convened meeting will be deemed illegal.
- 22.9.** A record of membership will be made available to any member enacting sub-rules 22.6 and 22.7.
- 22.10.** In either sub-rule 6 or 7 any such meeting shall be required to comply with Quorum requirements for General Meetings as set out in Rule 24.
- 22.11.** In either case as listed in the foregoing provisions of sub-rule 6 or 7 the association shall be liable for all reasonable costs incurred in convening the Special General Meeting.
- 22.12.** The order of business in any General Meeting shall be –
- 22.13.** (a) Consideration of Accounts and Reports of the Committee,  
(b) Election of Office Bearers (if applicable),  
(c) Any other business deemed necessary.

### **Rule 23 Committee Meetings**

- 23.0.** The Committee of Management shall meet together for the dispatch of business not less than once in each calendar month and the President may convene any number of other meetings of the committee he deems necessary.
- 23.1.** Association members although not committee members are entitled to attend all committee meetings and are permitted to be involved in any such discussions placed before it. However, association members who are not committee members are not entitled to a deliberate vote when the committee is required to vote on any issued placed before it.
- 23.2.** The procedure and order of business to be followed at any committee meeting shall be determined by the committee members present at the committee meeting.
- 23.3.** A committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Association Incorporation Act shall comply with that section.

### **Rule 24 Quorum in Proceedings at Meetings**

- 24.0.** At any General Meeting 20 members constitute a quorum.
- 24.1.** If within 30 minutes after the nominated commencement time of any General Meeting there is not a quorum present the General Meeting lapses.

- 24.2.** The Committee or any other member entitled to, under these rules, may call another General Meeting in 7 days to discuss the matters proposed to be dealt with under the General Meeting referred to in sub-rule (1).
- 24.3.** If within 30 minutes after the nominated commencement time of any subsequent General Meeting as referred to in sub-rule (2) there is not a quorum present the members present may proceed with the business of that General Meeting as if a Quorum were present.
- 24.4.** Any General Meeting referred to in sub-rule (3) shall only proceed if the committee, member or members calling such meeting have advised all association members of the date, time and purpose of the General Meeting.
- 24.5.** At any Committee Meeting five members or one half of the Committee, whichever is the greatest, shall constitute a Quorum.
- 24.6.** Any Committee Meeting where a Quorum is not met will be postponed for a period of seven days to enable all Committee members to be advised that their non-attendance at any postponed meeting without leave or reasonable excuse may lead to their removal from office upon the commencement of the postponed meeting regardless of the number of Committee members present.
- 24.7.** The members of the Committee present at any postponed Committee Meeting in their absolute discretion may determine what constitutes a reasonable excuse for any Committee member to be absent from this meeting.

**Rule 25      Minutes of Meetings**

- 25.0.** The Secretary shall cause full and correct minutes of each meeting to be taken.
- 25.1.** All minutes so taken shall be completed within 7 days and handed to the President or such person chairing the meeting for checking of accuracy.
- 25.2.** All checked minutes may then be placed in the appropriate minute register.
- 25.3.** The minutes will then be tabled at the next Committee Meeting, where if accepted as accurate by members present, such fact will be included in the minutes of this meeting.

- 25.4.** When minutes have been checked and signed as accurate they shall, until the contrary is proved, be evidence that the meeting referred to in the minutes was duly convened and all proceedings and appointments purporting to have been made at the meeting have been validly made.

**Rule 26      Voting Rights of Members**

- 26.0.** Family Membership entitles each parent to a deliberate vote at all General Meetings.
- 26.1.** Junior members (under 18 years) unless Committee members are not entitled to a vote at any meeting, with the exception of those junior members mentioned in sub-rule (2).
- 26.2.** Club Captains are entitled to a single deliberate vote at any General Meeting.
- 26.3.** Other than those mentioned in the above sub-rules, all other members of the Association are entitles to a single deliberate vote in any General Meeting.
- 26.4.** All Committee Members are entitled to a deliberate vote in all Committee Meetings.
- 26.5.** In any issue at any General Meeting that is subject to an equality in the votes the President will have a casting vote in addition to his deliberate vote.
- 26.6.** In any issue at any Committee Meeting that is subject to an equality in the votes the President will have a casting vote in addition to his deliberate vote.

**Rule 27      Rules of Association**

- 27.0.** The Association may alter or rescind these rules, or make additional rules as the Committee thinks appropriate.
- 27.1.** The rules bind every member and the Association to the same extent as it every member and the Association had signed and sealed these rules and agreed to be bound by their provisions.

**Rule 28      Bylaws**

- 28.0.** The Committee has the power to approve Bylaws covering;
- (a) Club Colours
  - (b) Club Badge and Insignia

- (c) Swimming Competitions and events
- (d) Trophies
- (e) Sponsorship
- (f) Club Captains
- (g) Points competition for club swims
- (h) Any other items not covered by these rules

**Rule 29 Common Seal**

- 29.0.** The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 29.1.** The common seal of the Association shall not be used without express authority of the Committee and every use of that common seal shall be recorded in the minutes of any such meeting.
- 29.2.** The affixing of the common seal of the Association shall be witnessed by any combination of two of the three Presidents, the Secretary and the Treasurer.
- 29.3.** The common seal shall be kept in the custody of the Secretary or such other person as the Committee determines.

**Rule 30 Standing Orders / Rules of Debate**

- 30.0.** All motions must be moved and seconded.
- 30.1.** Speakers must only speak once on any issue.
- 30.2.** Time limits can be imposed on speakers.
- 30.3.** The mover of the motion may reply.
- 30.4.** Speakers must keep to the point of the motion.
- 30.5.** Debate will stop when there are no more speakers on one side or when allotted time expires.
- 30.6.** Only someone who hasn't spoken may move that the motion be put.

**Rule 31 Procedure for Handling Dissent**

- 31.0.** If a member of the Association believes a decision is wrong and should be reversed he should rise and say "I challenge (or dissent from) your ruling".



- 31.1. The chairperson must then vacate the chair and the senior most deputy (or if none is available, someone elected by the meeting) takes the chairperson's chair.
- 31.2. The acting chairperson must then ask the dissenter to state his reasons for the challenge.
- 31.3. The chairperson (who vacated the chair) then has an opportunity to outline the reasons for his ruling. Both speakers should refer to the relevant Rules and their interpretations.
- 31.4. No other person is allowed to speak.
- 31.5. The acting chairperson then puts forward the motion "That the chairperson's ruling be upheld".
- 31.6. The members present including the dissenter and the chairperson (who vacated the chair) then vote on the motion.
- 31.7. If the motion is carried the chairperson returns to the chair and carries on from that point. If the motion is lost the chairperson returns to the chair and carries on from the point before the ruling subject to the challenge.

**Rule 32 Provision for Dissolution**

- 32.0. At a Special General Meeting called by the Committee in conformity with Rule 21 the members present may, but a 75% majority vote, by special resolution, resolve to dissolve the Association.

**Rule 33 Distribution of Assets on Dissolution**

- 33.0. If on winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, the property shall be distributed,
  - (a) To another incorporated association, or
  - (b) For charitable or benevolent purposes.

Which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the committee under section 33(3) of the Association Incorporation Act 1987, to prepare a distribution plan for the distribution of the surplus property of the Association.