

Constitution of AIF Swimming Association Inc.

* 2014

Under the Associations Incorporation Act 2009

New South Wales

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Part 1 - Preliminary

1. Name of Organisation

1.1. The name of the incorporated association is *Australian Imperial Forces (AIF) Swimming Association of Australia Incorporated* which may be abbreviated to AIF Swimming Association (in this constitution called "the Association").

1.2. In recognition of the unique historical context of the AIF Swimming Association, in addition to any other agenda items detailed further in this constitution, all gatherings, carnivals and meetings of the Association, are to commence with a ceremony, such as the Ode, recognising fallen comrades.

2. Colours

2.1. The Association colours shall be Green and Gold.

3. The Constitution

3.1. This constitution supercedes any previous constitution bearing the name of this Association but does not invalidate decisions made by the Association before this constitution was adopted.

3.2. Amendments to this constitution shall only be made at an AGM or a Special General Meeting convened for such purpose. An amending resolution shall require a seventy five per cent (75%) vote in affirmation by those present, providing a quorum is present. However, an amendment, repeal or addition is valid only if it is registered by the New South Wales Department of Fair Trading.

3.3. A copy of this constitution shall be made available to any affiliated Club or financial member upon written request to the Executive Committee.

3.4. The rights and obligations of the Clubs affiliated with the Association relate only to Association activities. This constitution shall not impose obligations on Clubs, or limit their activities as independent organisations.

4. Definitions

4.1. In this constitution, unless the contrary intention appears-

4.1.1. "the Act" means the Associations Incorporation Act 2009;

4.1.2. "the Regulation" means the Associations Incorporation Regulation 2010;

4.1.3. "committee" means the Executive Committee that is responsible for the routine management and administration of the Association;

4.1.4. "Advisory Council" means the advisory body constituted of members representing all clubs belonging to the Association;

4.1.5. "clubs" means clubs affiliated with the Association;

4.1.6. "Annual General Meeting" means a meeting of members of the Executive Committee, Advisory Council and affiliated Clubs, held annually;

4.1.7. "special general meeting" means a general meeting of the Association other than an annual general meeting which occurs at an irregular time where an issue arises

which requires input from the entire membership of the Association and is too serious or urgent to wait until the next Annual General Meeting;

4.1.8. "member" means an individual person who is a member of an affiliated club;

4.1.9. "writing" includes e-mail;

4.1.10. "present" at a meeting includes presence by electronic means such as conference call;

4.1.11. "place" of a meeting includes an electronic meeting place;

4.2. In this constitution:

4.2.1. a reference to a function includes a reference to a power, authority and duty, and

4.2.2. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

4.3. The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

5. Objects

5.1. Maintain the initial intent of the AIF Swimming Association by preserving and perpetuating practices that recognize and respect its historical context and promote the involvement of swimmers with current or past Defence Force service.

5.2. Facilitate the organisation and conduct of a competitive and social national AIF carnival for the benefit of all members.

5.3. Conduct and promote all AIF swimming and social activities in a friendly environment for the enjoyment and benefit of all members.

5.4. Foster the introduction of other existing swimming clubs into the AIF Swimming Association when required.

5.5. Apply the property and income of the Association solely towards the promotion of the objects of the association. No part of Association property or income shall be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of these objects.

Part 2 – Membership

6. Membership Generally

6.1. A Club must be affiliated with the Association to be a member.

6.2. Each Club shall pay an affiliation fee which shall be reviewed and set each year by the Association.

- 6.3. Unfinancial Clubs may lose the right to vote or participate in Association activities until all outstanding fees are paid in full.
- 6.4. Clubs will be bound by this constitution, any rules and by-laws of the Association.
- 6.5. Individual membership of the Association is gained by joining a Club that is affiliated with the Association and by paying the required club membership fee.
- 6.6. A member is to be aged 18 years or over.
- 6.7. Members and affiliated Clubs agree to be bound by this constitution, any rules and by-laws of the Association.

7. *Nomination for Club Membership of the Association*

- 7.1. A nomination of a Club for membership of the Association:
- 7.1.1. must be made in writing on an application form in such terms and containing such information as the committee may require;
- 7.1.2. must be lodged with the secretary of the association.
- 7.2. As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- 7.3. As soon as practicable after the committee makes that determination, the secretary must:
- 7.3.1. notify the Club, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
- 7.3.2. if the nomination was approved, request the Club to pay (within the period of 28 days after receipt by the nominee of the notification) the fees payable under this constitution by an affiliated Club.
- 7.4. The secretary must, on payment by the Club of the required amount, enter or cause to be entered the Club's name in the register of affiliated Clubs and, on the Club name being so entered, the Club becomes a member of the Association.
- 7.5. Individual membership of an affiliated Club is to be in accordance with the requirements of that Club.

8. *Life Membership*

- 8.1. Life membership of the Association may only be granted under the following conditions:
- 8.1.1. Nominations must be submitted by a committee member or affiliated Club in writing no less than one month prior to the AGM of any year giving full details of service and reasons for the submission. If the nomination receives the full

endorsement of the executive committee, voting papers will be then forwarded to all affiliated clubs for return prior to the AGM. A majority of all affiliated clubs' votes will be required for the election of all Life Members.

8.1.2. The person nominated shall have served a minimum of seven (7) years on the committee of the Association. Those years may not necessarily be consecutive years, or

8.1.3. A person who has not served on the Association committee, but who has served fifteen (15) years in another voluntary capacity for and on behalf of the Association. Those years may not necessarily be consecutive years, or

8.1.4. Any person, who does not qualify under the above provisions who is deemed to have rendered outstanding, valuable and faithful service, to the aims and objects of the Association.

8.1.5. Life Member Awards will be presented at the National Carnival following election.

9. Cessation of Membership

9.1. A Club ceases to be a member of the Association:

9.1.1. if it ceases to be operational;

9.1.2. if it resigns its membership;

9.1.3. if it is expelled from the Association; and

9.1.4. if it fails to comply with this constitution or any other Association rules or by-laws.

9.2. A person ceases to be a member of the Association:

9.2.1. if the person dies;

9.2.2. if the person resigns membership;

9.2.3. if the person is expelled from the association or affiliated Club; and

9.2.4. if **the person** fails to comply with this constitution or any other Association rules or by-laws.

10. Membership Entitlements Not Transferable

10.1. An obligation of a Club or member by reason of membership of the Association:

10.1.1 is not capable of being transferred or transmitted to another Club or person;

10.1.2 terminates on cessation of the Club's affiliation or person's membership, unless the obligation is for fees and subscriptions owing to the Association at the time of cessation of membership.

11. Resignation of Membership

11.1. An affiliated Club of the Association may resign from membership by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the Club's intention to resign and, on the expiration of the period of notice, the Club ceases to be a member.

11.2. If an affiliated Club of the association ceases to be a member under subclause 11.1 and in every other case where a member or Club ceases to hold membership or affiliation, the secretary must make an appropriate entry in the register of Clubs recording the date on which the Club ceased to be affiliated.

11.3. Resignation of individual membership of an affiliated Club is to be in accordance with the requirements of that Club.

12. Register of Clubs

12.1. The secretary of the Association must establish and maintain a register of affiliated Clubs of the association by forwarding a Club Membership Return, on an annual basis, that requires Clubs to provide, as a minimum:

12.1.1. the name, residential or postal address, phone number, and email address of the principal office bearers and delegates of the Clubs; and

12.1.2. membership figures as at the end of the previous season, showing service, non-service, male and female members.

12.2. The register of Clubs must be kept in New South Wales at the association's official address.

12.3. The register of Clubs must be open for inspection, free of charge, by any member of the association at any reasonable hour.

12.4. An affiliated Club may obtain a copy of any part of the register on payment of any applicable administrative cost

12.5. If a Club requests that any information contained on the register about a member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

12.6. A Club, office bearer or member must not use information about a person obtained from the register to contact or send material to the person, other than for:

12.6.1. the purposes of sending a Club or person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the association, or

12.6.2. any other purpose necessary to comply with a requirement of the Act or the Regulation.

13. Fees and Subscriptions

13.1. An affiliated Club of the Association must, on admission, and in each subsequent financial year, pay to the Association a membership fee as determined by the executive committee.

13.2. Unfinancial Clubs may lose the right to vote or participate in Association activities until all outstanding fees are paid in full.

14. Clubs Liabilities

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

15. Resolution of Disputes

15.1. A dispute between a Club and another Club (in their capacity as members) of the Association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983. However, in the first instance, and where possible, consideration by the executive committee should be given to resolving any dispute at the lowest possible level.

15.2. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

15.3. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

16. Disciplining of Clubs/Members

16.1. A **written** complaint may be made to the committee by any Club or person that a member of the association:

16.1.1. has refused or neglected to comply with a provision or provisions of this constitution, rules and by-laws or

16.1.2. has wilfully acted in a manner prejudicial to the interests of the Association.

16.2. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

16.3. If the committee decides to deal with the complaint, the committee:

16.3.1. must cause notice of the complaint to be served on the Club or member concerned, and

16.3.2. must give the Club or member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

16.3.3. must take into consideration any submissions made by the Club or member in connection with the complaint.

16.4. The committee may, by resolution, expel the Club or member from the Association or suspend the Club or member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

16.5. If the committee expels or suspends a Club or member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the Club or member of the action taken, of the reasons given by the committee for having taken that action and of the Club or member's right of appeal.

16.6. The expulsion or suspension does not take effect:

16.6.1. until the expiration of the period within which the Club or member is entitled to appeal against the resolution concerned, or

16.6.2. if within that period the Club or member exercises the right of appeal, unless and until the Association confirms the resolution, whichever is the later.

17. *Right of Appeal of Disciplined Club/Member*

17.1. A Club or member may appeal to the association **in writing** against a resolution of the committee, within 7 days after notice of the resolution is served on the Club or member, by lodging with the secretary a notice to that effect.

17.2. The notice may, but need not, be accompanied by a statement of the grounds on which the Club or member intends to rely for the purposes of the appeal.

17.3. On receipt of a notice from a Club or member, the secretary must notify the committee which is to convene a special general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

17.4. At such a special general meeting of the Association:

17.4.1. no business other than the question of the appeal is to be transacted,

17.4.2. the committee and the Club or member must be given the opportunity to state their respective cases orally or in writing, or both, and

17.4.3. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked, except that the Club or member being disciplined shall not be permitted a vote.

17.5. The appeal is to be determined by a simple majority of votes cast by members of the Association eligible to vote on the resolution.

Part 3 - The committee

18. *Management Structure*

18.1 Routine management and administration of the Association shall be vested in an Executive Committee, elected by the members at the AGM for a period of one

year, consisting of office bearers in accordance with this constitution. A register of these appointments is to be kept in accordance with the Act.

18.2 Where future direction or policy for the Association is to be considered, Advisory Council meetings will be held. At these meetings, the Advisory Council, comprising up to two (2) delegates from each affiliated Club will be called on to meet with and provide advice to the Executive Committee. This is to occur at least three times during a financial year and may be conducted in conjunction with Executive Committee or other meetings, and is to be minuted in accordance with the Act.

18.3 Regional Clubs, when not attending, may appoint delegates to represent them at meetings providing that the delegate is a member of an affiliated Club. Delegates acting on behalf of a Regional Club, prior to any meeting, are to ascertain the position of the Club on matters to be discussed at the meeting in question, and subsequently to advise them of meeting outcomes.

19. Powers of the Executive Committee

19.1. Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the committee:

19.1.1. is to control and manage the affairs of the Association, and

19.1.2. may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of affiliated Clubs of the Association, and

19.1.3. has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

20. Composition and Membership of the Committee

20.1. The **Executive Committee** is to consist of:

20.1.1. the office-bearers of the Association, one of whom is also to be the nominated Public Officer of the Association, in accordance with NSW DFT requirements,

20.1.2. at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the Association, and

20.1.3. the committee may create other committee positions as required.

20.2. The office-bearers of the Association are as follows:

20.2.1. the Honorary President,

20.2.2. the Honorary Vice-President,

20.2.3. the Honorary Treasurer,

20.2.4. the Honorary Secretary,

20.2.5. the Honorary Assistant Secretary, and

20.2.6. the Honorary Carnival Director.

20.3. A committee member may hold up to 2 offices (other than both the president and vice-president offices).

20.4. Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

20.5. Any person who is not a member of the committee may attend and participate in committee meetings by invitation passed by resolution of the committee, but, as he or she is not a member of the committee, may not vote. Such a person may carry out any activities as directed by the committee.

20.6. Public officer. The Association's committee must appoint a public officer in accordance with the Act. This will normally be the current President of the Association.

21. Election of Committee Members

21.1. Nominations of candidates for election as office-bearers of the Association or as ordinary committee members:

21.1.1. must be made in writing by a member of the Association and must have the written consent of the candidate, and

21.1.2. must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

21.2. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

21.3. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

21.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

21.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

21.6. The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

21.7. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the Association.

22. Casual Vacancies

22.1. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution,

until the conclusion of the annual or special general meeting next following the date of the appointment.

22.2. A casual vacancy in the office of a member of the committee occurs if the member:

22.2.1. dies, or

22.2.2. ceases to be a member of the association, or

22.2.3. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

22.2.4. resigns office by notice in writing given to the secretary, or

22.2.5. is removed from office under the clause "Removal of Committee Members", or

22.2.6. becomes a mentally incapacitated person, or

22.2.7. is absent without the consent of the committee from 3 consecutive meetings of the committee, but only after resolution to that effect by the committee, or

22.2.8. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

22.2.9. is prohibited from being a director of a company under Part 2D.6

(Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

23. Removal of Committee Members

23.1. The Association in general meeting may by resolution remove any member of the committee from office before the expiration of the member's term of office. The committee member being removed shall not be permitted a vote on this resolution. The general meeting may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

23.2. If a member of the committee to whom a proposed resolution referred to in the previous subclause makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Committee Meetings and Quorum

24.1. The Executive Committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine. This may be facilitated by the use of electronic media where possible.

24.2. Additional meetings of the Executive Committee may be convened by the president or by any member of the committee.

24.3. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as

may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

24.4. Notice of a meeting given under subclause 24.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

24.5. Committee meetings may be conducted by conference call or other form of electronic communication.

24.6. Four or more members of the Executive Committee shall constitute a quorum for the transaction of the business of a meeting of the Executive Committee. For meetings of the Advisory Council, a quorum of three Executive Committee members and representation from 10 affiliated Clubs is required.

24.7. No business is to be transacted by the committee or Advisory Council unless a quorum is achieved and if, within half an hour of the time appointed for the meeting, a quorum is not achieved, the meeting is to stand adjourned to the same hour of the same day and in the same place in the following week.

24.8. If at the adjourned meeting a quorum is not achieved within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

24.9. At a meeting of the committee:

24.9.1. the president or, in the president's absence, the vice-president is to preside, or

24.9.2. if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

25. Delegation by Committee to Sub-Committee

25.1. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

25.1.1. this power of delegation, and

25.1.2. a function which is a duty imposed on the committee by the Act or by any other law.

25.2. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

25.3. A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

25.4. Despite any delegation under this clause, the committee may continue to exercise any function delegated.

25.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

25.6. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

25.7. A sub-committee may meet and adjourn as it thinks proper.

26. Voting and Decisions

26.1. Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by it are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

26.2. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

26.3. Subject to clause 24.6, the committee may act despite any vacancy on the committee.

26.4. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meetings

27. Annual General Meetings – Holding of

27.1. The association must hold its annual general meetings:

27.1.1. within 6 months after the close of the association's financial year, or

27.1.2. within such later time as may be allowed by the DFT Regulations.

28. Annual General Meetings – Calling of and Business at

28.1. The annual general meeting of the association is, subject to the Act and to clause 27 [Annual General Meetings – Holding of](#), to be convened on such date and time as the committee thinks fit, and at a place determined by the committee.

28.2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- 28.2.1. The Ode and welcome to all participants,
- 28.2.2. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- 28.2.3. to receive from the committee reports on the activities of the association during the last preceding financial year,
- 28.2.4. to elect office-bearers of the association and ordinary committee members,
- 28.2.5. to receive and consider any financial statement or report required to be submitted to members under the Act, and
- 28.2.6. General business submitted in accordance with para 30.

28.3. An annual general meeting must be specified as such in the notice convening it.

29. Special General Meetings – Calling of

29.1. The Executive Committee may, whenever it thinks fit, convene a special general meeting of the association.

29.2. The Executive Committee must, on the requisition in writing of at least 5 per cent of the total number of affiliated Clubs, convene a special general meeting of the association.

29.3. A requisition of affiliated Clubs for a special general meeting:

- 29.3.1. must state the purpose or purposes of the meeting, and
- 29.3.2. must be signed by a representative of the Club making the requisition, unless submitted by email, and
- 29.3.3. must be lodged with the secretary, and
- 29.3.4. may consist of several documents or emails in a similar form, each signed or emailed by one or more of the affiliated Clubs making the requisition.

29.4. If the Executive Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Clubs for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

29.5. A special general meeting convened by an affiliated Club or members as referred to in subclause 29.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

30. Notice

30.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 60 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. This is to ensure Regional Clubs have adequate warning to arrange attendance.

30.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 30 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause 30.1, the intention to propose the resolution as a special resolution.

30.3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under subclause 28.2.

30.4. A Club desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Club.

31. Quorum and Voting Rights for General Meetings

31.1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

31.2. Four Executive Committee members present (being members entitled under this constitution to vote at a general meeting) plus representation from 10 affiliated Clubs, constitute a quorum for the transaction of the business of a general meeting.

31.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

31.3.1. if convened on the requisition of members, is to be dissolved, and

31.3.2. in any other case, is to stand adjourned to the same day in the following month at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

31.4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

32. Presiding Member

32.1. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

32.2. If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33. Adjournment

33.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

33.2. If a general meeting is adjourned for 30 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

33.3. Except as provided in subclauses 33.1 and 33.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of Decisions

34.1. A question arising at a general meeting of the Association is to be determined by either:

34.1.1. a show of hands, or

34.1.2. if on the motion of the chairperson or if three or more members present at the meeting decide that the question should be determined by a written ballot, **a written ballot is to be conducted.**

34.2. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

34.3. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35. Special Resolutions

35.1. A special resolution may only be passed by the Association in accordance with section 39 of the Act.

36. Voting

36.1. On any question arising at a general meeting of the Association a Club has one vote only.

- 36.2. The following members have voting rights at a general meetings:
- 36.2.1. Individual Office Bearers of the Executive Committee,
 - 36.2.2. Affiliated Clubs, through personal representation (could include electronic attendance), and
 - 36.2.3. Affiliated Clubs, through their authorised delegate (with written advice).
- 36.3. Life members can attend general meetings and be involved in any discussions, but are not eligible to vote on motions.
- 36.4. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

37. Proxy Votes

- 37.1. Proxy voting can be undertaken at or in respect of a general meeting or a committee meeting.
- 37.2. Proxy votes may be submitted electronically.

38. Postal Ballots

- 38.1. The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause [17 Right of Appeal of Disciplined Club/Member](#)).
- 38.2. A postal ballot may be conducted by electronic means such as email.
- 38.3. A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 – Miscellaneous

39. Insurance

- 39.1. The Association is to effect and maintain adequate and appropriate insurance coverage in accordance with the requirements of the Act.

40. Funds – Source

- 40.1. The funds of the Association are to be derived from joining fees and **annual affiliation fees from Clubs/members**, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- 40.2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank.

40.3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41. Funds – Management

41.1. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

41.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

42. Financial Reporting and Audit Requirements

42.1 The financial affairs and trading records of the Association are to be managed and audited in accordance with the requirements of the Act.

43. Change of Name, Objects and Constitution

43.1. An application to the DFT for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

43.2. No part of the constitution of the Association shall be repealed or altered and no new additions shall be made save by at least three quarters or greater of the total number of votes in the Association being voted in favour of the resolution at a general meeting and fourteen days notice of the intention to propose any such change shall be given to the secretary who shall give at least twenty one days notice of a general meeting to consider the resolution to every member.

44. Custody of Books

44.1. Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

45. Inspection of Books

45.1. The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

45.1.1. records, books and other financial documents of the Association,

45.1.2. this constitution,

45.1.3. minutes of all committee meetings and general meetings of the association.

45.2. A member of the Association may obtain a copy of any of the documents referred to in subclause 45.1 on payment of a fee as determined by the committee.

46. Service of Notices

46.1. For the purpose of this constitution, a notice may be served on or given to a person:

46.1.1. by delivering it to the person personally, or

46.1.2. by sending it by pre-paid post to the address of the person, or

46.1.3. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

46.2. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

46.2.1. in the case of a notice given or served personally, on the date on which it is received by the addressee, and

46.2.2. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

46.2.3. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47. Financial Year

47.1. The financial year of the Association is:

47.1.1. the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and

47.1.2. each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

48. By-Laws

48.1. The Executive Committee of the Association may formulate, issue, adopt, interpret and amend the Association By-Laws, excluding National Carnival rules and directions, for the proper advancement, management and administration of the Association. Such By-Laws must be consistent with the Constitution and any policy directives of the Advisory Council.

48.2. All By-Laws are binding on the Association, affiliated Clubs and all Members.

48.3. All amendments, alterations, interpretations or other changes to the By-Laws shall be advised to Clubs and Members by means approved by the committee and prepared and issued by the Association. The Association shall take reasonable steps to distribute the information to Members.

49. Association Property

49.1 All assets, real or liquid, standing in the name of the Association shall be administered jointly by the Executive Committee.

49.2 A former Committee member must ensure that all documents and property of the Association in their possession are delivered to the Public Officer of the Association within 14 days of vacating office.

49.3 The name, symbol and letterhead of the Association shall only be used by the Association for the purposes of identification and publicity; this use can only be authorised by the Executive Committee.

50. Dissolution

50.1 The Association shall dissolve if a resolution to this effect is carried by a Special General Meeting convened therefore, and any such resolution shall require a 75% majority affirming vote of all affiliated Clubs.

50.2 In the event of dissolution, after meeting all debts and liabilities, any property or funds shall be distributed in a manner decided by a 75% majority of affiliated Clubs, at a Special General Meeting called for that purpose.

Part 6 – National Carnival

51. General

51.1. The Annual National Carnival shall be coordinated and controlled by the Carnival Director, on a date and at a venue decided by the Executive Committee/ Advisory Council. The Carnival Director shall maintain a program, scoring and data entry system and any other matters relevant to the carnival, as directed by the Executive Committee and Advisory Council. This may be undertaken/conducted electronically during the course of the planning year.

51.2. Any proposed changes to agreed programs and or rules are to be submitted for ratification to the Advisory Council.

52. Eligibility

52.1 Irrespective of affiliated Clubs' rules and regulations, in regards to membership, the following clauses will apply to all who compete at any carnival conducted by the Association:

52.1.1 Competitors must be bona fide members of affiliated Clubs of the Association, with no less than three months membership prior to the closing of entries to the carnival.

52.1.2 Competitors are categorised as follows:

52.1.2.1 Service swimmers. Swimmers in this category must have served at some time in one of the armed forces either, Army, Navy, or Air Force, either full time or reserve personnel (for a period not less than six months), this service is to be checked and certified by the parent Club, and if required by the Association, proof of this service is to be provided; and

52.1.2.2 Non service swimmers. Competitors who do not qualify under 52.1.2.1.