

ATLANTIS MASTERS SWIMMING CLUB INCORPORATED

CONSTITUTION 2010

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CONSTITUTION OF ATLANTIS
MASTERS SWIMMING CLUB INC.

1. **NAME:** The name of this Club shall be ATLANTIS Masters Swimming Club Incorporated (herein referred to as "the club").

2. **INTERPRETATION:**

In this constitution, unless the context otherwise requires:

2.1. "Masters Swimming" shall mean "Masters Swimming Australia Inc."

2.2. "the Branch" shall mean Masters Swimming Australia South Australian Branch Incorporated.

3. **COLOURS:** The Club colours shall be determined at a special meeting of the members and shall change no more often than every five (5) years.

4. **OBJECTIVES:** The objectives of the Club shall be

4.1. to promote the objectives of Masters Swimming;

4.2. the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the club;

4.3. the buying, selling and supplying of, and dealing in, goods of all kinds;

4.4. the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the club;

4.5. the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the club;

4.6. the taking of such steps from time to time as the Committee or the members in a General Meeting may deem expedient for the purpose of procuring contributions to the funds of the club, whether by way of

- donations, subscriptions or otherwise;
- 4.7. the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the Committee or the members in General Meeting may think desirable for the promotion of the objects and purposes of the club;
 - 4.8. the borrowing and raising of money in such manner and on such terms as the Committee may think fit or as may be approved or directed by resolution passed at a General Meeting;
 - 4.9. subject to the provisions of the Trustee Act 1936, the investment of any moneys of the club not immediately required for any of its objects or purposes in such manner as the Committee may from time to time determine;
 - 4.10. the making of gifts, subscriptions, or donations to any of the funds, authorities or institutions to which paragraph (a) of sub-section (1) of Section 78 of the Income Tax Assessment Act 1936 as amended of the Commonwealth relates;
 - 4.11. the establishment and support or aiding in the establishment or support of any other Association formed for any of the basic objects of the club;
 - 4.12. the purchase or acquisition and undertaking of all or any part of the property, assets, liabilities and engagements of any Association with which the club may at any time become amalgamated in accordance with the provisions of the Act and the Rules of the club; and
 - 4.13. the doing of all such lawful things as are incidental or conducive to the attainment of the basic objects of the club or of any of the objects and purposes specified in the foregoing provisions.

5. MEMBERSHIP

- 5.1. Application for admission to membership shall be made to the Registrar of the club on the prescribed form in accordance with the by-laws of the Branch;
- 5.2. As soon as practicable after the receipt of an application, the Registrar shall notify the applicant in writing that he or she has been approved for membership of the club and upon receipt of the sum payable for the annual subscription, shall enter the applicant's name in the Register of Members to be kept by the Registrar, whereupon the applicant becomes a member of the club;
- 5.3. Registrar shall notify the Committee as soon as practical the name(s) of applicants for membership.
- 5.4. The Committee may upon the written request of at least two (2) members award an Honorary Life Membership of the Club to any member who in the opinion of the Committee, has rendered eminent services to the Club over a period of time exceeding fifteen (15) years; and such life members:
 - 5.4.1. shall be exempted from the payment of annual subscriptions to the Club other than that amount which relates to membership of "Masters Swimming" at the state and national level.
 - 5.4.2 shall be entitled to all the privileges of the club.
- 5.5. A member of the club may at any time resign from the club by delivering or sending by post or email to the Secretary, a written notice of resignation;
- 5.6. Upon receipt of a notice of resignation, the Secretary shall inform the Registrar who shall remove the name of the member by whom the

notice was given from the Register of Members, whereupon that member shall cease to be a member of the club;

5.7. A right, privilege or obligation of a person by virtue of his or her membership of the club:

5.7.1. is not capable of being transferred or transmitted to another person; and

5.7.2 terminates upon the cessation of his or her membership, whether by death, resignation or otherwise; save and except that any notice of resignation shall not in itself operate to release a member from his or her obligation to the club until any subscription and/or levies or other fees payable as a result of his or her membership up to the date of his or her resignation, are paid in full;

5.8. In the event of the club being wound up, no member is liable to contribute towards the payment of the debts or liabilities of the club or the costs, charges and expenses of the winding up.

6. TERMINATION OF MEMBERSHIP

- 6.1. Should any member fail to pay any subscription, levy or other debt or liability due to the club within two months of the date the same falls due, or be guilty of misconduct or failure to abide by the rules of the Club, such member may be removed from the club by resolution of the Committee.
- 6.2. Subject to the following provisions, the Committee may expel a member from the club if, in the opinion of the Committee, the member has been guilty of conduct detrimental to the interests of the club.
- 6.3. The expulsion of a member does not take effect:
 - 6.3.1. until the expiration of 14 days after the service on the member of a notice of expulsion; or
 - 6.3.2. if the member exercises his or her right of appeal, until the conclusion of the Special General Meeting convened to hear and determine the appeal, whichever is the later date;
- 6.4. Where the Committee expels a member from the club, the Secretary of the club shall, without undue delay, cause to be served on the member a notice in writing:
 - 6.4.1. stating that the Committee has expelled the member;
 - 6.4.2. specifying the grounds for the expulsion; and
 - 6.4.3. informing the member that if he or she so desires, he or she may within fourteen days after the service of the notice on him or her, appeal against the expulsion in the manner provided.
- 6.5. A member on whom a notice of expulsion is served, may appeal against the expulsion to a Special General Meeting by delivering or sending by post to the Secretary of the club, within fourteen days

after the service of that notice of expulsion, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his or her appeal.

6.6. Upon receipt of such a requisition, the Secretary shall forthwith notify the Committee of its receipt and the Committee shall thereupon cause a Special General Meeting of members to be held within twenty-one days after the date on which the requisition is received by the Secretary.

6.7. At the Special General Meeting convened for the purpose of this rule:

6.7.1. no business other than the question of the expulsion shall be transacted;

6.7.2. Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion;

6.7.3. the expelled member shall be given an opportunity to be heard; and

6.7.4. the members present shall vote by secret ballot on the question as to whether the expulsion shall be lifted or confirmed.

6.8. If at the Special General Meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his or her membership of the club.

6.9. If at the Special General Meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect and the expelled member ceases to be a member of the club.

7. CONDUCT

- 7.1. The conduct of the Club's activities shall be in accordance with the constitution and rules of Masters Swimming. These rules may be added to by the Club but none can be changed or deleted except by the National Board of Masters Swimming.
- 7.2. The conduct and misconduct of members shall be dealt with at the discretion of the executive committee.

8. AFFILIATION

- 8.1. The Club shall affiliate each year with Masters Swimming and the Branch.
- 8.2. Affiliation may also be arranged with other organisations at the absolute discretion of the Committee subject to such terms, conditions and provisions as the Committee may from time to time determine.

9. MEETINGS

9.1. ANNUAL GENERAL MEETING

- 9.1.1. The Annual General Meeting of the Club shall be held within 8 weeks of the close of the Club's financial year (1st April - 31st March.)
- 9.1.2. At least twenty one (21) days written notice of the Annual General Meeting shall be given to each financial member.
- 9.1.3. Ten (10) financial members present at any general meeting shall constitute a quorum.
- 9.1.4. A secret ballot must be held on any question where it is demanded by a financial member.
- 9.1.5. The business of the Annual General Meeting shall be:
 - 9.1.5.1. to confirm the minutes of the previous Annual General Meeting;
 - 9.1.5.2. to receive the annual report and financial statement which shall have been properly audited;
 - 9.1.5.3. to elect the officers of the club who shall form the committee;
 - 9.1.5.4. general business.

9.2. SPECIAL GENERAL MEETINGS

- 9.2.1. Special general meetings shall be summoned by the Executive Committee or within twenty eight (28) days of the receipt of a written request made to the Executive Committee and signed by at least ten (10) financial members and setting forth the matter they propose to bring before the meeting.
- 9.2.2. At least twenty-one (21) days notice of the special general meeting shall be given to each financial member.
- 9.2.3. No business other than that listed on the notice paper shall be discussed.

10. ADMINISTRATION

10.1. EXECUTIVE COMMITTEE

- 10.1.1. The Club shall be administered by a Committee of 12, consisting of 4 Executive officers:-President, Vice President, Secretary and Treasurer, and at least 8 General Committee persons who may fill roles as required such as:
 - Club Captain,
 - Coaching Director,
 - Branch Representative,
 - Open Water swim director,
 - Registrar,
 - Fund raising organizer,
 - Social secretary,
 - Nominations Officer.
- 10.1.2. These officers together with an auditor who is preferably not a member of the Club shall be elected by the Annual

General Meeting.

10.1.3. Any other officers required by the Club shall be appointed by the Committee.

10.1.4. In the event of a casual vacancy in any office of the Committee, the Committee may appoint one of the club's members to the vacant office and the member so appointed may continue in office until the conclusion of the Annual General Meeting next following the date of his or her appointment.

10.2. NOMINATION AND ELECTION OF OFFICERS

10.2.1. Nominations for office shall be called for twenty (21) days prior to the Annual General Meeting.

10.2.2. Only financial members may nominate for office or vote for candidates (except for auditor).

10.2.3. The Chairman of the meeting **shall appoint a returning officer and two (2)** scrutineers from those present at the meeting who are not nominating for any office.

10.2.4. In the event that more than one nomination is received for a position the election for that position shall be by secret ballot.

10.2.5. All voting shall be determined by a simple majority of financial members present.

10.3. DUTIES OF OFFICERS

10.3.1. COMMITTEE

- 10.3.1.1. The Committee shall meet as often
as is necessary.
- 10.3.1.2. Four (4) members of the Committee shall constitute a
quorum at meetings provided those 4 members shall
include any two of the Executive committee.
- 10.3.1.3. The Committee may appoint individuals or sub
committees to carry out specified tasks.
- 10.3.1.4. If at a meeting both the president and the vice president
are absent the committee shall appoint a chairman for that
meeting.
- 10.3.1.5. The Committee shall assume responsibility for
addressing occupational health and safety issues arising in
relation to its activities including the formulation and
implementation of a safety code of conduct for swimmers
and incident reporting consistent with the Branch
procedures.

10.3.2. **THE PRESIDENT**

The President:

- 10.3.2.1. shall chair all meetings. In his or her absence the vice president shall act as the president.
- 10.3.2.2. In the event of a tied vote on any matter, may exercise a casting vote in addition to his or her deliberative vote.
- 10.3.2.3. shall prepare and submit a report of the Club's activities to the Annual General Meeting and to the Branch.

10.3.3. **THE VICE PRESIDENT**

The Vice President shall:

- 10.3.3.1. assist the president in discharging his or her duties.
- 10.3.3.2. act as the President during the President's absence.

10.3.4. **THE SECRETARY**

The Secretary shall:

- 10.3.4.1. give notice of all general meetings to all financial members.
- 10.3.4.2. keep an accurate record of all meetings excepting where a minutes secretary has been appointed for this purpose.
- 10.3.4.3. receive and record receipt of all mail, referring same to the committee members as necessary.
- 10.3.4.4. inform the Branch Secretary of Masters Swimming of Club activities and changes in officers.

10.3.4.5. forward member registrations with payment to the Club Registrar.

10.3.4.6. if instructed by the Committee, forward to the Branch Secretary: an annual club report and financial statement, times for Top 10, and award claim forms.

10.3.5. THE TREASURER

The Treasurer shall be responsible for:

10.3.5.1. the collection and accounting for all monies payable to or received by the Club.

10.3.5.2. the presentation of accounts for payment to the Committee for approval and for their payment following approval.

10.3.5.3. the depositing of all monies received by the Club in an account with a bank or building society approved by the committee and the withdrawal of monies as approved by the Committee.

10.3.5.4. the presentation of an audited statement of income and expenditure and balance sheet for the preceding year to the Annual General Meeting.

10.3.6. THE AUDITOR

The Auditor

- 10.3.6.1. need not be a member of the Club.
- 10.3.6.2. shall examine the accounts of the Club at least once each year and shall express his opinion in writing as to the correctness of the statement of income and expenditure and balance sheet.

10.3.7. THE CLUB CAPTAIN

- 10.3.7.1. The Club Captain shall be responsible for the selection and entering of relay teams at interclub swim meets.

10.3.8. THE COACHING DIRECTOR

The Coaching Director shall:

- 10.3.8.1. at the direction of the committee, engage, appoint and terminate the services of coaches as required.
- 10.3.8.2. arrange the appointment and attendance of coaches at training sessions.
- 10.3.8.3. organise and supervise swim programs suitable to the abilities and the needs of the members.

10.3.9. BRANCH DELEGATE

The Branch Delegate shall:

- 10.3.9.1. attend Branch meetings and inform the Branch of Club activities
- 10.3.9.2. convey information and reports from the Branch to the committee.

11. INCOME AND PROPERTY OF THE CLUB

11.1. The income and property of the club, however derived, shall be applied solely towards the promotion of the objects and purposes of the club and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any member of the club.

11.2. The club shall not:

11.2.1. appoint a person who is a member of the Committee to any office to the holder of which there is payable any remuneration by way of salary, fees or allowances; or

11.2.2. pay to any member any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).

11.3. Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the club of:

11.3.1. remuneration in return for services actually rendered to the club by the servant or member or for goods supplied to the club by the servant or member in the ordinary course of business including the provision of coaching services; or

11.3.2. interest at a rate not exceeding twelve per cent on monies lent to the club by the servant or member; or

11.3.3. a reasonable and proper sum by way of rent for premises let to the club by the servant or member.

12. INDEMNITY

The Club shall indemnify all office bearers and members against liability which arises from the performance, in the proper manner, of any duties for or on behalf of the Club.

13. AMENDMENT OF THE CONSTITUTION

This constitution shall not be added to or amended except by an affirmative vote of two-thirds of the total financial members present at a special general meeting which has been called for this purpose, at which at least thirty (30) members or at least twenty per cent (20%) of total financial members, whichever is the fewer, are present. Any proposed amendment shall be notified in writing to all financial members at least twenty one (21) days before such meeting is to be held.

14. DISPUTES.

14.1. Subject to this rule, a dispute between a member of the club, in his or her capacity as a member, and the club shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986, as amended.

14.2. Nothing in this rule effects the operation or effect of the rule relating to expulsion of members.

15. SEAL OF THE CLUB

15.1. The seal of the club shall be in the form of a rubber stamp, inscribed with the name of the club and the word "Seal" or the words "Common Seal";

15.2. The seal of the club shall not be affixed to any instrument except by the authority of the Executive Committee, and the affixing thereof shall be attested by the signatures of two members of the Executive Committee and the attestation is sufficient for all purposes that the seal was affixed by authority of the Executive Committee.

15.3. The seal shall remain in the custody of the Secretary.

16. NOTICES.

Any notice to a member hereunder shall be deemed to be properly given if delivered personally, posted or emailed to the member's last known address and shall be deemed to have been received on delivery or within one week after postage or transmission.