

## Table of Contents

Table of Contents.....	i
1. NAME.....	1
2. COLOURS .....	1
3. DEFINITIONS AND INTERPRETATIONS.....	1
4. OBJECTS .....	3
5. POWERS .....	3
6. MEMBERSHIP CATEGORIES .....	4
7. MEMBERSHIP REQUIREMENTS - CLUBS .....	5
8. AFFILIATED REGIONS.....	5
9. OTHER REGISTERED MEMBERS.....	6
10. DISCRETION TO ACCEPT OR REJECT APPLICATION FOR MEMBERSHIP .....	6
11. MEMBERSHIP RENEWAL.....	7
12. COMPLIANCE OF AFFILIATED REGIONS AND AFFILIATED CLUBS .....	7
13. OPERATION OF CONSTITUTION.....	7
14. AFFILIATED REGION AND AFFILIATED CLUB CONSTITUTIONS.....	8
15. MEMBERSHIP FEES .....	8
16. TERMINATION OF MEMBERSHIP.....	8
17. RESIGNATION .....	9
18. OBLIGATIONS AFTER RESIGNATION .....	9
19. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE .....	9
20. REGISTER OF MEMBERS AND AFFILIATED CLUB MEMBERS .....	9
21. MEMBER'S LIABILITY.....	9
22. MEETINGS .....	10
23. THE BOARD OF MANAGEMENT.....	10
24. ELECTION OF BOARD MEMBERS .....	1i
25. CASUAL VACANCIES .....	11
26. REMOVAL OF BOARD MEMBERS.....	11

<b>27. VOTING POWERS AT BOARD OF MANAGEMENT MEETINGS.....</b>	<b>12</b>
<b>28. MEETINGS AND QUORUM OF THE BOARD OF MANAGEMENT.....</b>	<b>12</b>
<b>29. POWERS OF THE BOARD OF MANAGEMENT.....</b>	<b>12</b>
<b>30. ANNUAL GENERAL MEETING .....</b>	<b>13</b>
<b>31. NOMINATIONS AND ELECTIONS .....</b>	<b>13</b>
<b>32. GENERAL MEETINGS.....</b>	<b>14</b>
<b>33. MAKING OF DECISIONS.....</b>	<b>14</b>
<b>34. SPECIAL GENERAL MEETINGS .....</b>	<b>15</b>
<b>35. SPECIAL RESOLUTION .....</b>	<b>15</b>
<b>36. VOTING .....</b>	<b>15</b>
<b>37. STANDING COMMITTEES .....</b>	<b>16</b>
<b>38. OTHER COMMITTEES.....</b>	<b>17</b>
<b>39. EXECUTIVE DIRECTOR .....</b>	<b>17</b>
<b>40. DISCIPLINARY COMMITTEE .....</b>	<b>17</b>
<b>41. INSURANCE.....</b>	<b>18</b>
<b>42. FINANCE .....</b>	<b>19</b>
<b>43. AMENDMENTS TO CONSTITUTION.....</b>	<b>19</b>
<b>44. MINUTES.....</b>	<b>19</b>
<b>45. COMMON SEAL.....</b>	<b>19</b>
<b>46. DOPING CONTROL .....</b>	<b>20</b>
<b>47. SERVICE OF NOTICE.....</b>	<b>20</b>
<b>48. DISSOLUTION.....</b>	<b>20</b>
<b>49. ELECTION OF STANDING COMMITTEE MEMBERS .....</b>	<b>20</b>

**APPENDICES**

<b>Application for Membership of the Association .....</b>	<b>i</b>
<b>Application for Nomination to the Board of Management .....</b>	<b>ii</b>
<b>Application for Nomination to Honorary Positions and Standing Committees.....</b>	<b>iii</b>

The International control of Swimming is administered by The Federation Internationale de Natation, of which Australia is a constituent nation. The jurisdiction over swimmers is vested in the governing body in each nation, which in Australia is Swimming Australia Limited and is descended through each State Association to its Affiliated Clubs.

This Constitution should be read in conjunction with the current FINA Handbook, the Constitution of Swimming Australia Limited, the General By-Laws, the General Rules, the Swimming Rules and the Policies of the Western Australian Swimming Association Inc.

## **1. NAME**

The Name of the Association shall be "Western Australian Swimming Association (Incorporated)" hereinafter known as Swimming WA.

## **2. COLOURS**

The colors of the Association shall be black and gold.

## **3. DEFINITIONS AND INTERPRETATIONS**

3.1. In this Constitution, headings are for convenience only and do not affect interpretation and unless the contrary indication appears:-

"ASCTA (WA)" means the Australian Swimming Coaches and Teachers' Association (WA Branch).

"Act" means the *Associations Incorporation Act 1987 (WA)*.

"Affiliated Club" means a Metropolitan Swimming Club, Country Swimming Club, School Swimming Club, or Tertiary Institution Swimming Club.

"Affiliated Club Member" means a registered member of an Affiliated Club.

"Affiliated Person" means a person who joins the Association directly as a Non-Competitive Member.

"Affiliated Region" means a region as defined by the Board.

"Associated Organization" means an aquatic discipline with similar interests to WA Swimming or recognized by ASI.

"Association" means the Western Australian Swimming Association (Incorporated) trading as Swimming WA.

"Board" means the Board of Management of the Association.

"Board Meeting" means a meeting of the Board of Management.

"Board Member" means a member of the Board of Management.

“Competitive Member” means a registered member of a Swimming Club.

“Country Swimming Club” means a Swimming Club located within a Country Region.

“Delegate” means a person duly elected or appointed by a body as its representative and notified to the Association.

“Disabled Swimmer” means a person as per criteria as sanctioned by WA Disabled Sporting Association.

“Electronic mail” means facsimile or other means of electronic transmission of data approved from time to time by the Board.

“Executive Director” means the Executive Director of the Association as appointed by the Board of Management pursuant to Section 39.

“Executive Position” means the President/Coordinator, Secretary or Treasurer of an Affiliated Region, Affiliated Club or Standing committee.

“FINA” means The Federation Internationale de Natation.

“Financial Year” means the twelve (12) month period commencing 1st July and terminating on the next succeeding 30th June.

“Honorary Member” means a person appointed as an Honorary Member under Section 6.3.3 and Section 9.3.

“Life Member” means a person appointed as a Life Member under Section 6.3.2 and Section 9.2.

“Mail” means Post or Electronic Mail.

“Member” means a Delegate, the President, the Vice President, a Board Member, or Registered Member of the Association.

“Non Competitive Member” is a registered member of a swimming club, who does not swim. This category would include committee members, parent helpers, officials and other adult non swimmers.

“Ordinary Resolution” means resolution other than a Special Resolution.

“Policy” means a Policy of the Association.

“President” means the person elected to the position of President of the Association in accordance with Sections 23 and 24.

“Recreational Swimmer” (Club) means a registered member of a Swimming Club, who does not compete in any meets between Swimming Clubs.

“Register” means the Register of Members and Affiliated Club Members established pursuant to Section 20.

“Registered Member” means a person appointed as a member of the Association under Section 6.

“SAL” means Swimming Australia Limited

“Standing Committee” means a Standing Committee of the Association as listed in Section 37.10.

“Standing Committee Member” means a member of a Standing Committee.

“Swimming Club” means a swimming club that is affiliated with the Association.

“Technical Official” means a registered qualified Technical Official of Swimming WA.

“Unattached Swimmer” means a person who is a member of the Association pursuant to Section 6.3.1 and Section 9.1.

“Vice President” means the person elected to the position of Vice President of the Association in accordance with Sections 23 and 24.

“Voting Member” means an Affiliated Club, or Board Member.

“WA Swimming” means the Western Australian Swimming Association Inc.

3.2. Words of the plural number shall include the singular and vice versa.

3.3. Words of the masculine gender shall include the feminine and vice versa.

3.4. A reference to a section is a reference to a section of this Constitution.

#### **4. OBJECTS**

4.1. The objects of the Association shall be:

*4.1.1.*

4.1.1.1. To promote, encourage and develop participation in swimming and related activities and to teach and encourage its teaching to children and adults and

4.1.1.2. without limiting (4.1.1.1) above, to administer, promote and encourage learn to swim, water safety activities, swimming and other natatorial sports for competitive and recreational purposes within schools and other educational institutions and the Western Australian Community and

4.1.1.3. to promote the provision of suitable facilities.

*4.1.2. To contribute to the well being, health and safety of the people of Western Australia;*

*4.1.3. To stimulate public opinion in favor of providing proper accommodation and facilities for acquiring and practicing the sport and science of swimming;*

*4.1.4. To affiliate all eligible swimming clubs with the Association and promote and foster the interests of new and Affiliated Clubs for the advancement of the sport of swimming throughout Western Australia;*

*4.1.5. To govern swimming throughout Western Australia and for that purpose to make laws, rules and regulations for the government of swimming within the Association's jurisdiction with power of amendment and repeal;*

*4.1.6. To institute, regulate and control swim meets and championships in Western Australia;*

*4.1.7. To adjudicate on all matters related to swimming and related activities arising under this Constitution or submitted by any Affiliated Club;*

*4.1.8. To affiliate with Swimming Australia Limited;*

*4.1.9. To provide optimum conditions of facilities, coaching and competition to create opportunities for high performance swimmers;*

*4.1.10. To solely apply the property and income of the Association towards the promotion of the objects of the Association; no part of that property or income shall be paid or otherwise distributed, directly or indirectly to members, except in good faith in the promotion of these objects;*

*4.1.11. To ensure that the good name and well being of ASI is not denigrated or damaged in any way by unbecoming conduct of organizations and/or individuals associated with swimming;*

*4.1.12. To ensure that the sport is kept free of performance enhancing drugs;*

*4.1.13. To implement drug testing programs in accordance with ASI protocol and supply to members information as to such programs.*

## **5. POWERS**

5.1. To give effect to the objects as specified in Section 4, the Association shall have the following powers:

*5.1.1. All the powers conferred upon an association by the Associations' Incorporation Act 1987;*

*5.1.2. To acquire, hold, deal with and dispose of any real or personal property;*

*5.1.3. To take on lease, and grant leases of real and personal property;*

*5.1.4. To open and operate bank accounts;*

*5.1.5. To invest money in any security in which trust monies may be invested or in any other manner authorized by the Board;*

*5.1.6. To borrow money upon such terms and conditions as the Board sees fit;*

*5.1.7. To give such security for the discharge of liabilities incurred by the Association, as the Board sees fit;*

*5.1.8. To appoint staff or agents to transact any business of the Association on its behalf;*

*5.1.9. To enter into any other contract the Board considers necessary and desirable;*

*5.1.10. To seek and obtain Government grants and sponsorship from Governments or other organizations and persons;*

*5.1.11. To make and accept gifts;*

*5.1.12. To participate in joint ventures and partnerships; and*

*5.1.13. To manage funds being held in trust by the Association.*

## **6. MEMBERSHIP CATEGORIES**

The Association shall have the following membership categories:

### **6.1. Affiliated Clubs**

*6.1.1. Metropolitan Swimming Clubs;*

*6.1.2. Country Swimming Clubs;*

*6.1.3. School Swimming Clubs; and*

*6.1.4. Tertiary Institution Swimming Clubs.*

Affiliated Clubs can register members with the Association in the following categories: Competitive Members, Non-Competitive Members and Recreational Members

### **6.2. Affiliated Regions**

*6.2.1. Regions as recognized by the Board;*

### **6.3. Other Registered Members**

*6.3.1. Unattached Swimmers;*

*6.3.2. Life Members;*

*6.3.3. Honorary Members;*

*6.3.4. Affiliated Persons;*

*6.3.5. Associate Organizations.*

## **7. MEMBERSHIP REQUIREMENTS – CLUBS**

7.1. The Association shall consist of such Affiliated Clubs as are affiliated with the Association and are recognized as such by the Board from time to time in accordance with this Constitution.

7.2. Every affiliated Club, with the exception of School Clubs, which enjoy incorporated status through a Parents and Citizens Association, a Parents and Friends Association, or a similar allied body, shall be incorporated in terms of the "Association Incorporation Act".

7.3. A swimming club wishing to affiliate with the Association in one of the membership categories specified in Section 6.1 shall, with its application for membership on the form in Appendix One, forward to the Executive Director a list of its Office Bearers, members and a copy of its Constitution.

7.4. Each Affiliated Club shall lodge with the Executive Director its name and colors. The name and colors of each Affiliated Club is subject to the approval of the Board.

7.5. An affiliation fee shall be paid to the Association prior to an Affiliated Club registering swimmers.

7.6. In order to be granted membership, the club shall have a minimum number of registered members as set down by the Board in Policies from time to time.

7.7. An Affiliated Country Club shall also be a member of an Affiliated Region.

7.8. Each Swimming Club shall, once in every year, forward to the Executive Director an audited statement of the financial affairs of the Swimming Club acceptable to the Executive Director. Such statement shall be in the hands of the Executive Director within three (3) months after the close of the financial year of the Swimming Club. The Board shall have the right at any time to investigate the financial affairs of any Swimming Club.

7.9. The Board may call upon any Affiliated Club to produce its records and membership books to enable the Board to ascertain whether all fees have been paid to the Association for each member of the Affiliated Club. An Affiliated Club, whose contribution is one (1) month in arrears, shall be liable to be struck off the roll of the Association and shall not be allowed to rejoin until all arrears have been paid.

## **8. AFFILIATED REGIONS**

8.1. The Association shall have such Affiliated Regions as are recognized by the Board from time to time in accordance with this Constitution.

8.2. The boundaries of each Affiliated Region shall be as determined by the Board from time to time.

8.3. Each Affiliated Region shall administer the sport of swimming in its Region subject to, and in accordance with, this Constitution.

8.4. A Region wishing to affiliate with the Association shall, with its application for membership on the Form in Appendix One, forward to the Executive Director a list of its Office Bearers, members and a copy of its Constitution.

8.5. An affiliation fee shall be paid to the Association prior to a Region being granted affiliation.

8.6. Each Affiliated Region shall, once in every year, forward to the Executive Director an audited statement of the financial affairs of the Affiliated Region, acceptable to the Executive Director. Such statement shall be in the hands of the Executive Director within three (3) months after the close of the Financial Year of the Affiliated Region. The Board shall have the right at any time to investigate the financial affairs of any Affiliated Region.

## **9. OTHER REGISTERED MEMBERS**

9.1. A person may join the Association as an Unattached Swimmer if he or she resides more than ten (10) kilometers from the nearest Affiliated Club but shall not be a member of any other Affiliated Club.

9.2. Life Members shall be elected by the members at the Annual General Meeting with the minimum requirement being ten (10) years meritorious service to the Association or the sport of swimming.

9.3. The Association may have the minimum following Honorary Members, who shall be elected at the Annual General Meeting: (Amd October 08)

*9.3.1. Patron;*

*9.3.2. Two (2) Vice Patrons;*

*9.3.3. Two (2) Honorary Solicitors; and*

*9.3.4. Two (2) Honorary Medical Officers.*

9.4. A person may join the Association as an Affiliated Person.

9.5. An Associate Organization may join the Association as in Section 6.3.5 and pay an annual affiliation fee.

9.6. All duly registered members of a State Association or any other affiliated body are deemed to be members of Swimming Australia Limited.

9.7. This Association and its registered members are bound by the constitution, rules and by-laws (as amended from time to time) of Swimming Australia Limited and FINA.

9.8. The Board has the right from time to time to create new categories of non voting Membership.

## **10. DISCRETION TO ACCEPT OR REJECT APPLICATION FOR MEMBERSHIP**

10.1. The Board may accept or reject an application for membership and shall not be required or compelled to provide any reason for such acceptance or rejection.

10.2. Where the Board accepts an application, the applicant shall become a Member. Membership of the Association shall be deemed to commence upon acceptance of the application by the Board. The Executive Director shall amend the register accordingly as soon as practicable.

10.3. Where the Board rejects an application, the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

## **11. MEMBERSHIP RENEWAL**

11.1. Affiliated Regions and Affiliated Clubs shall reapply for membership with the Association in accordance with the procedures set down by the Board in Policies from time to time.

11.2. Upon reapplying, an Affiliated Region or Affiliated Club shall lodge with the Association an updated copy of its constitution (including all amendments) and provide details of any change in its Delegate, and any other information reasonably required by the Board. Each Affiliated Region and Affiliated Club shall ensure that its constitution is amended in conformity with amendments made to this Constitution.

## **12. COMPLIANCE OF AFFILIATED REGIONS AND AFFILIATED CLUBS**

It is a condition of affiliation that each Affiliated region and Affiliated Club shall:

12.1. adopt the Objects and rules which reflect and which are in conformity in all material respects with this Constitution;

12.2. apply its property and capacity solely in pursuit of the Objects and swimming;

12.3. at all times act for the joint advantage of the Association, the Members and swimming;

12.4. do all that is reasonably necessary to enable the Objects to be achieved;

12.5. act in good faith and loyalty to maintain and enhance the Association and swimming, its standards, quality and reputation for the collective and mutual benefit of the Members and swimming;

12.6. at all times operate with and promote mutual trust and confidence between the Association and the Members in pursuit of the Objects; and

12.7. at all times act on behalf of and in the interests of the Members and swimming.

## **13. OPERATION OF CONSTITUTION**

The Association, Affiliated Regions, Affiliated Clubs and other members agree:

13.1. that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and the sport of swimming are to be conducted, encouraged, promoted and administered in Western Australia;

13.2. to act in good faith and loyalty to each other to ensure the maintenance and enhancement of swimming, its standards, quality and reputation for the collective and mutual benefit of the Members;

13.3. not to do or permit to be done any act or thing which might adversely affect or; derogate from the standards, quality and reputation of swimming and its maintenance and enhancement;

13.4. to make full and proper disclosure to each other of all matters of importance to the Association and swimming;

13.5. to ensure that no Member acquires a material or financial advantage at the expense of the Association or swimming;

13.6. to operate with mutual trust and confidence in pursuit of the Objects;

13.7. to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects;

13.8. to act for and on behalf of the interests of swimming, the Association and the Members; and

13.9. that should an Affiliated Region or Affiliated Club have administrative, operational or financial difficulties, the Board may, in its absolute discretion, act to assist that Affiliated Region or Affiliated Club in whatever manner and on such conditions as it considers appropriate.

#### **14. AFFILIATED REGION AND AFFILIATED CLUB CONSTITUTIONS**

14.1. It is a condition of affiliation that the constituent documents of each Affiliated Region and Affiliated Club shall clearly reflect the Objects with such incidental variations as are necessary or appropriate.

14.2. Each Affiliated Region and Affiliated Club shall take all steps necessary to ensure its constituent documents are in a form acceptable to the Association and shall ensure its documents are amended in conformity with future amendments to this Constitution.

#### **15. MEMBERSHIP FEES**

15.1. Each Affiliated Region shall in each Financial Year pay to the Association an affiliation fee.

15.2. Each Affiliated Club shall in each Financial Year pay to the Association, membership fees being:

*15.2.1. an affiliation fee, and*

*15.2.2. a capitation fee for each of its members, which will include Insurances and the SAL capitation fee. (AMD October 08)*

15.3. Each Associate Organization shall in each Financial Year pay to the Association membership fees being an affiliation fee.

15.4. Each Unattached Swimmer shall pay each year to the Association, membership fees being an amount equal to twice the amount of the capitation fee for a Competitive Member.

15.5. Each Affiliated Person shall in each Financial Year pay to the Association a membership fee.

15.6. Life Members and Honorary Members of the Association shall not pay any fees to the Association.

15.7. The Board shall fix affiliation and membership fees for each Financial Year and may vary those fees from year to year. The Board is to notify members of the affiliation and membership fees for the following Financial Year prior to the 30th day of April each Financial Year.

15.8. The Association shall rebate to Affiliated Regions, a percentage of the annual capitation and affiliation fees as determined by the Board from year to year.

## **16. TERMINATION OF MEMBERSHIP**

16.1. A Member ceases to be a Member of the Association if:

*16.1.1. being an individual, that Member dies;*

*16.1.2. membership is not renewed;*

*16.1.3. that Member resigns by notice in writing to the Executive Director.*

## **17. RESIGNATION**

An Affiliated Region, Affiliated Club or other member may resign from the Association upon giving written notice to the Association. The resignation shall come into effect upon receipt of the notice by the Association.

## **18. OBLIGATIONS AFTER RESIGNATION**

In the event that an Affiliated Region, Affiliated Club or other member resigns from the Association, the Affiliated Region, Affiliated Club or other member shall fulfill all the obligations to the Association up to and including the date of resignation.

## **19. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

19.1. A right, privilege or obligation, which a Member has by reason of being a Member of the Association;

*19.1.1. is not capable of being transferred or transmitted; and*

*19.1.2. ceases upon termination of membership.*

## **20. REGISTER OF MEMBERS AND AFFILIATED CLUB MEMBERS**

20.1. The Executive Director shall establish and maintain a Register specifying the names and contact details of:

*20.1.1. the Board Members, including the offices held by the Board Members and the persons who are authorized to use the Common Seal of the Association;*

*20.1.2. Regions;*

*20.1.3. Clubs;*

*20.1.4. Affiliated Club Members and*

*20.1.5. other Registered Members.*

20.2. The Register shall record the date on which an Affiliated Region, Affiliated Club,

or other member joined the Association.

20.3. The Register shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association.

## **21. MEMBER'S LIABILITY**

21.1. The liability of an Affiliated Region, Affiliated Club or member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up the Association is limited to the amount, if any, unpaid by the Affiliated Region, Affiliated Club or member in respect of amounts payable pursuant to Section 15.

## **22. MEETINGS**

22.1. The following are meetings at which business of the Association may be transacted:

*22.1.1. Board of Management Meeting;*

*22.1.2. Annual General Meeting;*

*22.1.3. General Meeting; and*

*22.1.4. Special General Meeting.*

## **23. THE BOARD OF MANAGEMENT**

23.1. The Board of Management shall consist of:

*23.1.1. President;*

*23.1.2. Vice President;*

*23.1.3. Four (4) Board Members;*

*23.1.4. ASCTA (WA) Delegate.*

23.2. To be eligible for election each Board member shall be a member of the Association.

23.3. Upon being elected as a Board member, a person shall immediately retire from any executive position of any Affiliated region, Affiliated Club or Standing Committee.

23.4. A Board Member shall not be an employee of the Association.

23.5. Each Board Member, subject to this Constitution, shall hold office for a period of two (2) years. At the completion of a Board Member's term of office, the vacancy thereby created, shall be filled by way of an election at the Annual General Meeting. This does not include the position of the ASCTA (WA) Delegate.

23.6. A Board Member shall be eligible to be re-elected to the Board at the completion of his term of office.

23.7. Three Board Members will be elected in alternate years. This does not include the position of ASCTA (WA) Delegate.

23.8. No Board Member shall serve on the Board for more than ten (10) consecutive years.

23.9. A person declared bankrupt by the Court, is not eligible for election to the Board of Management of WA Swimming.

23.10. A bankrupt shall become eligible for election to the Board of Management of WA Swimming, upon his/her bankruptcy being discharged.

## **24. ELECTION OF BOARD MEMBERS**

24.1. Nomination for vacant positions on the Board shall be called six (6) weeks prior to the Annual General Meeting.

24.2. Nomination of candidates for election as Board Members shall be made in writing, on the nomination form, Appendix 2.

24.3. A nominee shall be a member of the Association over the age of 18 years.

24.4. A nomination shall be rejected if it is not signed by both nominators and the nominee. If the nominator is an Affiliated Club, the nomination shall be signed by the Secretary or President of the Affiliated Club. Nominators shall be registered members of the Association.

24.5. Nominations shall close with the Executive Director twenty-one (21) days prior to the date of the Annual General Meeting.

24.6. If the number of nominations received is less than or equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

24.7. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held in accordance with the provisions of Section 31.

24.8. If insufficient nominations are received, any vacant positions remaining on the Board are to be taken as casual vacancies.

24.9. The Board position of the ASCTA (WA) Delegate shall be nominated annually by ASCTA (WA).

## **25. CASUAL VACANCIES**

25.1. A casual vacancy in the office of a Board Member occurs if the Board Member:

*25.1.1. dies;*

*25.1.2. resigns office by notice in writing given to the Executive Director;*

*25.1.3. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;*

*25.1.4. is removed from office pursuant to Section 26 and Section 28.6; or*

*25.1.5. otherwise, as per Section 24.8, or*

*25.1.6. becomes a bankrupt.*

25.2. In the event of a casual vacancy occurring in accordance with Section 16.1 the Board shall appoint a successor until the next Annual General Meeting.

## **26. REMOVAL OF BOARD MEMBERS**

26.1. A Board Member may be removed from office by a Special Resolution of the Association for conduct unbecoming or for conduct bringing swimming into disrepute”.

26.2. Upon receiving a valid requisition for a Special General Meeting at which a Special Resolution to remove any such person is to be proposed, the Executive Director shall give notice in writing of such Special Resolution to the person(s) concerned and shall if required by such person(s) circulate to all members of the Association any written communication of reasonable length provided it does not contain any illegal, offensive or defamatory material.

26.3. At the Special General Meeting the person whose removal is proposed shall have the right to address the Meeting.

26.4. Any removal of any Board Member shall be without prejudice to any legal claim he or she may have against the Association or that the Association may have against him in respect of matters arising before such removal.

26.5. A Board Member shall be removed from the Board of Management, if found to be an undischarged Bankrupt and if the Board Member does not declare his Bankruptcy to the Board of Management and offer his resignation.

## **27. VOTING POWERS AT BOARD OF MANAGEMENT MEETINGS**

27.1. The Chairman shall be entitled to a deliberate vote, and in the event of a tied vote, the Chairman shall exercise a casting vote.

27.2. Each individual Board Member present shall have one (1) vote.

## **28. MEETINGS AND QUORUM OF THE BOARD OF MANAGEMENT**

28.1. The Board shall meet at least ten (10) times during the Financial Year at such place and times the Board may determine.

28.2. Additional Board Meetings may be convened by the President or any other member of the Board.

28.3. Oral or written notice of a Board Meeting shall be given by the Executive Director to each member of the Board at least forty eight (48) hours before the time appointed for the meeting.

28.4. Any four (4) members of the Board shall constitute a quorum for the transaction of business of a Board Meeting.

28.5. When a Board Meeting lapses for want of a quorum, the Executive Director shall convene a second Board Meeting within a period of fourteen (14) days.

28.6. If any elected Board Member shall be absent for three (3) consecutive Board Meetings without the consent of the Board, his seat shall be declared vacant and the position shall be filled by a nominee of the Board at the next Board Meeting. In addition, the Board shall have the power in the case of repeated irregular attendances on the part of any elected Board Member, after due notice, to declare the seat vacant and nominate a replacement.

28.7. In the absence of both the President and the Vice President at a Board Meeting, a Board Member, elected by the Board Members present, shall preside.

28.8. Minutes of Board Meetings shall be open for inspection by any Member of the Association.

28.9. Upon a request in writing, the Executive Director shall supply to the Secretary of an Affiliated Region or Club a copy of the minutes of a Board Meeting.

28.10. Subject to this Constitution, the procedure and order of business to be followed at a Board Meeting shall be determined by the Board Members present at the Board Meeting.

## **29. POWERS OF THE BOARD OF MANAGEMENT**

29.1. The Board, subject to the Act and this Constitution, shall have full power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and the objects of the Association.

29.2. At the first Board Meeting after each Annual General Meeting the Board shall appoint, as in the Policies, the following:

*29.2.1. the Disciplinary Committee;*

*29.2.2. the Selection Committee;*

*29.2.3. members of the Swimming WA/WAIS Committee;*

*29.2.4. the Facilities Taskforce;*

*29.2.5. the Information Technology and Computing Group;*

*29.2.6. the Constitution and Policies Committee;*

*29.2.7. the Life Members Committee.*

## **30. ANNUAL GENERAL MEETING**

30.1. The Annual General Meeting of the Association shall be held no later than the 30 October in each Financial Year on such day as the Board may determine.

30.2. Not less than six (6) weeks before the date of the Annual General Meeting, the Executive Director shall send to all Board Members, Affiliated Regions and Clubs and other Registered Members of the Association, notice of the date and place of the Annual General Meeting.

30.3. At least fourteen (14) days before the date of the Annual General Meeting, the Executive Director shall send a notice to all Board Members, Affiliated Regions, Clubs and other Registered Members including all nominations received, an

agenda for the Meeting and applicable forms.

30.4. The Annual General Meeting shall transact the following business:

*30.4.1. receive the reports described in Section 42.5;*

*30.4.2. elect Board Members, Honorary Members, Life Members and Standing Committee Members;*

*30.4.3. transact any other business, proper notice of which has been given according to Section 30.3.*

30.5. At any Annual General Meeting, Board Members and Affiliated Clubs shall be entitled to one vote each.

30.6. At any Annual General Meeting, each Affiliated Club may be represented by one (1) Delegate, who may vote on behalf of the Affiliated Club. The Delegate shall be a Registered Member of the Association.

30.7. Within one (1) month after the Annual General Meeting, the Executive Director shall supply to the Secretary of each Affiliated Region and Club, a copy of the minutes of the Annual General Meeting.

30.8. The quorum at the Annual General Meeting shall be a minimum of sixteen (16) Voting Members, which shall include four (4) Board Members.

30.9. In the absence of both the President and Vice President, a Board Member, elected by the voting members present, shall preside.

30.10. When any Annual General Meeting lapses for want of a quorum, the Executive Director shall convene a second meeting within a period of fourteen (14) days.

## **31. NOMINATIONS AND ELECTIONS**

31.1. Nominations for Standing Committees shall be submitted in writing to the Executive Director not less than twenty-one (21) days prior to the Annual General Meeting. Such nomination shall be on the form Appendix Three. The Executive Director shall include all such nominations in the agenda of the Annual General Meeting in question.

31.2. If insufficient nominations are received to fill all positions, the President shall call for nominations from the floor. Where, at the conclusion of the election process, vacancies still exist, they shall be treated as casual vacancies and filled in accordance with Section 37.11.

31.3. Where a ballot is required, the elections shall be conducted by secret postal or electronic mail ballot on forms prepared by the Executive Director, and closing no later than midday on the normal working day preceding the Annual General Meeting.

31.4. Where a ballot is required, the Board shall appoint the returning officers.

31.5. The count shall be determined using the preferential ballot as defined by the Australian Electoral Commission (AEC) from time to time.

31.7. At the conclusion of voting, the returning officer shall declare the result of each ballot in the following manner, namely the President shall state the number of ballot papers issued with respect to each ballot, the number of formal votes cast in each ballot, and if agreed by all candidates, the number of votes received by each candidate.

## **32. GENERAL MEETINGS**

32.1. Between 1 and 3 General Meetings be held in each Financial year, not including the AGM, as determined appropriate by the Board. (Amd April 2009)

32.2. Not less than twenty-one (21) days notice of the meeting, the motions to be put at the meeting, particulars of the business to be transacted at the meeting and the order in which the business is to be transacted, shall be given to the Board Members, Affiliated Regions and Clubs and other Registered Members.

32.3. At any General Meeting, Board Members and Affiliated Clubs shall be entitled to one vote each.

32.4. At any General Meeting, each Affiliated Club may be represented by one (1) Delegate, who may vote on behalf of the Affiliated Club. The Delegate shall be a Member of the Association.

32.5. The quorum at any General Meeting shall be a minimum of sixteen (16) Voting Members, which shall include four (4) Board Members.

32.6. When any General Meeting lapses for want of a quorum, the Executive Director shall convene a second meeting within a period of fourteen (14) days, when the business shall be transacted, provided the members then present, number not less than half the number required for a quorum.

32.7. In the absence of both the President and Vice President, a Board Member, elected by the voting members shall preside.

32.8. Any Member of the Association, on giving reasonable notice to the Executive Director, may inspect the Minutes of any General Meeting.

32.9. Within one (1) month after each General Meeting the Executive Director shall supply to the Secretary of each Affiliated Club, a copy of the minutes of the General Meeting.

## **33. MAKING OF DECISIONS**

33.1. A question arising at an Annual General or General Meeting of the Association is to be determined on a show of hands of Voting Members.

33.2. At a General Meeting of the Association, a poll may be demanded by the Chairman or by at least three (3) Delegates present in person at the meeting.

## **34. SPECIAL GENERAL MEETINGS**

34.1. Special General Meetings may be held as required and may be convened by a motion of the Board or on a written request by not less than twelve (12) Voting Members, which request shall state the purpose for which the Special General Meeting concerned is requested.

34.2. Not less than five (5) working days notice of the meeting and the purpose for which the meeting has been called shall be given to the Board Members, Affiliated Regions, Affiliated Clubs and other Registered Members.

34.3. No business except that for which the meeting has been called, shall be transacted at any Special General Meeting.

34.4. At any Special General Meeting, Board Members and Affiliated Clubs shall be entitled to one (1) vote each.

34.5. Each Affiliated Club may be represented by one (1) Delegate, who may vote on behalf of the Affiliated Club. The Delegate shall be a Registered Member of the Association.

34.6. The quorum at a Special General Meeting shall be a minimum of sixteen (16) Voting Members, which shall include four (4) Board Members.

34.7. In the absence of both the President and Vice President, a Board Member, elected by the voting members present, shall preside.

34.8. Within one (1) month after a Special General Meeting, the Executive Director shall supply to the Secretary of each Affiliated Region and Club, a copy of the minutes of the Special General Meeting.

## **35. SPECIAL RESOLUTION**

Special Resolution means a resolution passed by a majority of not less than 75% of the votes cast.

## **36. VOTING**

36.1. Voting powers, other than for elections in 31.3, at the Annual General Meeting, General and Special General Meetings shall be as follows:

*36.1.1. The Chairman shall be entitled to a deliberate vote and in the event of a tied vote, the Chairman shall exercise a casting vote;*

*36.1.2. Each Board Member and Affiliated Club shall have one vote;*

*36.1.3. All votes shall be given personally or by Mail;*

*36.1.4. Life Members may address any Annual General Meeting, General or Special General Meeting but may not vote;*

*36.1.5. No Delegate shall represent more than one Club;*

*36.1.6. No Board member shall be a Delegate for an Affiliated Club;*

*36.1.7. An employee of the Association shall not be entitled to act as a Delegate for a Club at such meetings, nor be entitled to vote on its behalf.*

36.2. Notwithstanding Section 35.1 of this Constitution, the Board may at its discretion, submit a proposed motion to a Mail vote.

36.3. Any such Mail vote shall be in accordance with the following procedure:  
*36.3.1. The Executive Director shall, upon receipt of the directive as aforesaid, as soon as possible, dispatch a copy of the proposed resolution to each Voting Member.*

*36.3.2. Such dispatch shall be, at the discretion of the President, either by post or by Electronic Mail and shall be accompanied by a notice stating the date on which the voting shall close and whether the voting is by post or Electronic Mail.*

*36.3.3. The dispatch of the proposed resolution and notice shall be deemed to have been received by each Voting Member in the case of dispatch by:*

*36.3.3.1. Post - five (5) working days after posting;*

*36.3.3.2. Electronic Mail - at the conclusion of the day of dispatch.*

36.4. All votes shall be received by the Executive Director in the case of:

*36.4.1. Postal Votes - within fourteen (14) days of dispatch of the proposed motion and notice, unless otherwise advised;*

*36.4.2. Electronic Mail - (including facsimile and e-mail) no later than midday on the normal working day preceding the meeting.*

36.5. Upon the close of voting, the Chairman shall examine the votes as received and advise each Voting Member the result of the voting so received.

36.6. A vote on any proposed motion captured by authenticated electronic voting systems via an independent registered organisation, convening an authorised election on behalf of Swimming WA, shall be valid and binding in all respects (Amd October 08)

## **37. STANDING COMMITTEES**

37.1. The Board may, by instrument in writing, delegate to one or more Standing Committees, the exercise of the functions of the Board as required.

37.2. To be eligible to become a member of a Standing Committee a person shall be a registered member of the Association.

37.3. With the exception of the Country Swimming Committee, they shall be elected at the Annual General Meeting, hold office for two (2) years and shall be eligible for re-election.

37.4. With the exception of the Country Swimming Committee, one half of the members of all Standing Committees shall be elected in each alternate year.

37.5. Members of Committees shall decide the position of Coordinator.

37.6. Country Swimming Committee Members shall be elected by their respective region, and shall be that Region's respective Coordinator, hold office for one (1) year, and shall be eligible to be re-elected. All members of the Country Swimming Committee shall be registered members of the Association and shall be resident in the Region they represent.

37.7. The Coordinator of the Country Swimming Committee shall be elected by the Country Clubs, shall hold office for two (2) years and shall be eligible to be reelected.

37.8. No Coordinator of a Standing Committee shall serve as a Coordinator of that Standing Committee for more than six (6) consecutive years.

37.9. The President and Executive Director are ex-officio on all Standing Committees in a non-voting capacity.

37.10. The Association shall have the following Standing Committees:

*37.10.1. Technical Education and Officials Committee;*

*37.10.2. Competitions Planning Committee;*

*37.10.3. Competitions Organizing Committee;*

*37.10.4. Country Swimming Committee;*

*37.10.5. Finance Committee;*

*37.10.6. Open Water Swimming Committee and*

*37.10.7. Other committees as and when required.*

37.11. A casual vacancy in the position of a Standing Committee Member occurs if:

*37.11.1. the Standing Committee Member dies;*

*37.11.2. the Standing Committee Member resigns office by notice in writing given to the Executive Director;*

*37.11.3. the Standing Committee Member becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or*

*37.11.4. there are insufficient nominations to fill all committee positions at the Annual General Meeting.*

37.12. In the event of a casual vacancy occurring in accordance with Section 37.11, the Board shall appoint a successor until the next Annual General Meeting. In the case of the Country Swimming Committee, Members shall act on the advice of that Committee.

## **38. OTHER COMMITTEES**

38.1. The Association shall recognize the following committees:

*38.1.2. Affiliated Regional Swimming Committees.*

## **39. EXECUTIVE DIRECTOR**

39.1. The Board shall appoint an Executive Director of the Association who may be paid such remuneration and be allowed such expenses as the Board may from time to time determine.

39.2. The Executive Director shall carry out duties designated by the Board in the job description.

39.3. The Executive Director shall have custody of all documents belonging to the Association.

39.4. The Executive Director shall attend all Board Meetings and keep full and correct minutes of all resolutions and proceedings of all Board meetings, every Annual General Meeting and the General and Special General Meetings, in books provided for that purpose.

39.5 The Executive Director shall be delegated such governance and authority limits as determined by the Board of Management.

#### **40. DISCIPLINARY COMMITTEE**

40.1. The Executive Director may refer any of the following matters to the Disciplinary Committee for determination:

An allegation that an Affiliated Region and/or Affiliated Club and/or any Member has:

*40.1.1. submitted a false and/or inaccurate statement in the application for membership or affiliation of the Association; or*

*40.1.2. breached, failed, refused or neglected to comply with a provision of the Constitution, or any other resolution or determination of the Association, Board or any duly authorized committee; or*

*40.1.3. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association and/or swimming in Western Australia; or*

*40.1.4. prejudiced the Association or swimming in Western Australia or brought the Association or swimming in Western Australia into disrepute; or*

*40.1.5. has acted contrary to the best interests of swimming.*

40.2. The Executive Director shall communicate, in writing, to the Affiliated Region, Affiliated Club or Member:

*40.2.1. notice of the proposed Disciplinary Committee hearing and of the time, date and place of such hearing; and*

*40.2.2. particulars of the allegation,*

not less than thirty (30) days before the date of the Disciplinary Committee hearing or such shorter period as the Executive Director in informal consultation with the Board may determine is appropriate if the issue is urgent.

40.3. The Disciplinary Committee shall, subject to this Constitution, have the power to discipline an Affiliated Region, Affiliated Club, or Member by means of expulsion, suspension, fine or reprimand.

40.4. All Affiliated Regions, Affiliated Clubs and Members shall be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association, whether under the (Policies) By-Laws or as otherwise determined by the Board under this Constitution.

40.5. Any Affiliated Region, Affiliated Club or Member appearing before the Disciplinary Committee shall not be represented by a legal practitioner.

40.6. Any Affiliated Region, Affiliated Club or Member appearing before the Disciplinary Committee shall be informed of any decision by the Executive Director as soon as practicable.

40.7. Any Affiliated Region, Affiliated Club or Member dissatisfied with any decision of the Disciplinary Committee shall have the right of appeal to the Board, whose decision shall be final.

40.8. Any such appeal shall be lodged in writing to the Executive Director within fourteen (14) days of notification by the Executive Director of the decision by the Disciplinary Committee.

## **41. INSURANCE**

41.1. The Association shall effect and maintain insurance as required by any legislation relating to the Workers Compensation Act.

41.2. In addition to the insurance required under Section 41.1 the Association shall effect and maintain other insurance as the Board thinks fit.

## **42. FINANCE**

42.1. All funds of the Association shall be deposited into the Association's account at such bank or recognized financial institution as the Board may determine.

42.2. All accounts due by the Association shall be paid in accordance with Board policy.

42.3. A statement showing the financial position of the Association shall be tabled at each Board and General Meeting.

42.4. Proper books of account and records of all financial and other transactions shall be maintained in respect of each Financial Year and all books and records shall be open for inspection by the Association auditor.

42.5. A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to the financial report.

42.6. The accounts, books and all financial records of the Association shall be audited in each Financial Year.

42.7. The signatories to the Association's accounts shall be any two of the following:

*42.7.1. President;*

*42.7.2. Vice President;*

*42.7.3. Executive Director;*

*42.7.4. Nominated Board Member.*

## **43. AMENDMENTS TO CONSTITUTION**

This shall be the only Constitution of the Association and shall not be altered, varied, added to, or repealed unless by Special Resolution.

## **44. MINUTES**

44.1. Minutes of the proceedings of every Board Meeting, General, Special General, and Annual General Meeting, shall be entered in a Minute Book.

44.2. The Minutes, when signed by the presiding Chairman, shall be conclusive evidence that the proceedings minuted were regular and actually took place as minuted at a meeting duly convened and held.

44.3. The Minutes shall be binding on all Members of the Association, except as to

irregular proceedings so declared and annulled at a Special General Meeting called for that purpose and held within three (3) months after the holding of such Special General Meeting, by Special Resolution.

44.4. A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

#### **45. COMMON SEAL**

45.1. The common seal of the Association shall be kept in the custody of the Executive Director.

45.2. The common seal shall not be affixed to any instruments except by the authority of the Board and the affixing of the common seal shall be attested in the presence of the President and by the signatures of two (2) Board Members all of whom shall subscribe their names as witnesses and every use of a common seal shall be recorded in the minute book referred to in paragraph 44.1.

#### **46. DOPING CONTROL**

46.1. Drug testing programs may be conducted as per ASI protocol and instructions and action may be taken from time to time.

#### **47. SERVICE OF NOTICE**

47.1. For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any Member at the Member's address as shown in the Association Register.

47.2. Where a document is sent to a person by properly addressing, preparing and dispatching to the person, the documents shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served.

*47.2.1. in the case of post - five (5) working days after posting;*

*47.2.2. in the case of Electronic Mail - at the conclusion of the day of dispatch.*

#### **48. DISSOLUTION**

48.1. The Association may be wound up by a Special Resolution of a Special General Meeting called with not less than twenty-one (21) days notice. The notice of Meeting shall specifically state the purpose of the Meeting. No postal votes will be accepted.

48.2. If upon winding up 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 winding up, the surplus property shall be distributed:

*48.2.1. to another incorporated association having objects similar to those of the Association;*

*48.2.2. for charitable purposes.*

48.3. The incorporated association for charitable or benevolent purposes, specified in Section 48.2, as the case may be, shall be determined prior to winding up the

Association by ordinary Resolution of the Voting Members of the Association authorizing and directing the Board to prepare a distribution plan for distribution of the surplus property of the Association.

#### **49. ELECTION OF STANDING COMMITTEE MEMBERS**

Following the adoption of two year terms for Standing Committees (other than the Country Swimming Committee and Technical Committee), the following will apply at the first subsequent Annual General meeting:

Half the members receiving the highest number of votes will be elected for a two year term, and the half receiving the lesser number of votes will be elected for a one year term.

**Western Australian Swimming Association (Inc.)**  
(Incorporated under the Associations Incorporation Act 1987)

**Appendix One**

**Application for Membership of the Association**

a/an:

- Region
- Metropolitan Swimming Club,
- Country Swimming Club
- School Swimming Club
- Tertiary Institution Swimming Club
- Unattached Swimmer,
- Individual
- Associate Organization

address \_\_\_\_\_ postcode \_\_\_\_

telephone \_\_\_\_\_ fax \_\_\_\_\_

mobile: \_\_\_\_\_ e-mail: \_\_\_\_\_

hereby apply to become a member of the above named Incorporated Association in the above marked category. In the event of admission as a member, I agree to be bound by the rules of the Association for the time being in force.

\_\_\_\_\_  
(Signature of Applicant)

(Region/Club membership to be signed by President/Coordinator/Secretary)

\_\_\_\_\_  
Date

**Appendix Two**  
**Application for Nomination to the Board of Management**

I \_\_\_\_\_  
of \_\_\_\_\_, postcode \_\_\_\_\_

(address)

being a member of the above Association, hereby accept nomination to become a member of the Board of Management in the position of:

**! President**

**! Vice President**

**! Member**

(Mark one only)

In the event of my admission as a Board of Management member, I agree to be bound by the rules of the Association for the time being in force and abide by the Board Code of Ethics.

\_\_\_\_\_  
(Signature of Nominee)

\_\_\_\_\_  
Date

**Nominator**

I \_\_\_\_\_ as a member of the Western Australian Swimming Association, nominate the above, who is personally known to me, for membership of the Association's Board of Management.

\_\_\_\_\_  
(Signature of Nominator)

\_\_\_\_\_  
Date

**Seconder**

I \_\_\_\_\_ as a member of the Western Australian Swimming Association, second the above nomination, who is personally known to me, for membership of the Association's Board of Management.

\_\_\_\_\_  
(Signature of Seconder)

\_\_\_\_\_  
Date

**Western Australian Swimming Association (Inc.)**  
(Incorporated under the Associations Incorporation Act 1987)

**Appendix Three**

**Application for Nomination to Honorary Positions and Standing Committees**

I \_\_\_\_\_

of \_\_\_\_\_

(address)

\_\_\_\_\_ postcode \_\_\_\_\_

Telephone: (H) \_\_\_\_\_ (W) \_\_\_\_\_ (Fax) \_\_\_\_\_

Mobile: \_\_\_\_\_ E-mail \_\_\_\_\_

Hereby nominate for an Honorary Position or to become a member of a Standing Committee of the above named Association.

**Honorary Position:** \_\_\_\_\_

**Committee:** \_\_\_\_\_

In the event of my admission, I agree to be bound by the rules of the Association for the time being in force.

\_\_\_\_\_  
(Signature of Applicant)

\_\_\_\_\_  
Date