

Constitution

of

Crystal Brook Amateur Swimming Club Inc

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CONSTITUTION

of

Crystal Brook Amateur Swimming Club Inc

1. NAME OF ASSOCIATION

The name of the incorporated association is "Crystal Brook Amateur Swimming Club Incorporated" ("**Club**")

Incorporation Number is: **A39321**

Australian Business Number (ABN) is: **61 122 892 488**

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act 1985 (SA)*.

"**Annual General Meeting**" means a meeting of the kind described in clause 17.

"**Committee**" means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

"**Constitution**" means this constitution of the Club.

"**Committee Member**" means a member of the Committee and includes Elected Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"**Competitions**" means and includes any competition interclub meet or time trial organised for and on behalf of the Club whether by the Club SAL, SSO or RSO

"**Competitor**" means and includes a swimmer registered with SSO or such other person or body as may be prescribed by SSO.

"**Delegate**" means a person appointed by the Club to act for and on behalf of the Club and represent the Club at meetings of RSO and SSO or where else necessary.

"**Disciplinary Tribunal**" means the tribunal of the club set to deal with all disciplinary actions, matters or breaches under clauses 6.3 and 7

"**Elected Committee Member**" means a committee member appointed under clause 11.

"**Financial Reviewer**" means a suitably qualified person appointed to review financial records as per clause 25.

"**Financial year**" means the period of 12 months commencing on 1 July and ending on 30 June each year for financial records.

"**General Meeting**" means a general meeting of Members and includes the Annual General Meeting or any other Special General Meeting of the club.

"**Intellectual Property**" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images

(including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in South Australia.

“**Life Member**” means an individual appointed as a life member of the Club under clause 5.

“**Member**” means a member for the time being of the Club.

“**Membership Year**” means the period of 12 months commencing 1 October

“**NSO**” means Swimming Australia Limited (SAL)

“**Objects**” means the objects of the Club in clause 3.

“**Ordinary Resolution**” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Committee or a sub committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

“**Regulation**” means a rule, regulation, by-law or policy made by the Committee under this Constitution.

“**RSO**” means Upper North District

“**Seal**” means the common seal of the Club.

“**Special Resolution**” means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“**Sport**” means the sport of Swimming

“**SSO**” means Swimming SA Inc

“**Technical Official**” means a member who holds at least one SAL Technical Official accreditation (excluding Timekeeper accreditation)

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Committee or a sub-committee of the Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The Objects of the Club are to:

- (a) encourage, promote and advance swimming in the Region
- (b) provide swimming training
- (c) arrange, conduct and regulate state, district and club meetings, competitions and championships
- (d) affiliate and register with the RSO, SSO and NSO as applicable;
- (e) maintain and enhance the reputation of swimming and the standards of play and behaviour of Members; and
- (f) act in good faith and loyalty to ensure the maintenance and enhancement of swimming, its standards, quality and reputation for the benefit of members and all concerned with swimming
- (g) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.
- (h) will apply its profits (if any) or other income in promoting its Objects; and
- (i) is not carried on for the purpose of profit or gain to its members

4. POWERS OF THE CLUB

For furthering the Objects, the Club has the specific rights, powers and privileges conferred on it by section 25 of the Act.

5. MEMBERS

5.1 Categories of Members

The Members of the Club consist of:

- (a) Members;
- (b) Competitors;
- (c) Life Members;
- (d) Coach;
- (e) Technical Official;
- (f) such new categories of members as may be created in accordance with this constitution

5.2 Creation of new Categories of Membership

The Committee has the right and power from time to time to create new categories of membership with such rights (other than voting rights), privileges and obligations as are determined applicable, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights unless passed by special resolution. The Committee shall advise Members of the new categories and the associated rights.

5.3 Admission of Members

- (a) A new candidate for membership must complete a registration form prior to training or competing.
- (b) All members (including one parent if member is under 18 years old) must register and pay SSO online by 1st October annually.
- (c) New candidates have the option of a four (4) week trial membership, but must still complete details online
 - (i) Crystal Brook Swimming Pool entry fees may apply for the period of the trial membership
- (d) The registration form must
 - (i) be in a format approved by the Committee
 - (ii) contain full particulars of the name and address and contact details of the applicant, and
 - (iii) contain any other information prescribed by Regulation for a registration of membership
- (e) Competitors must hold a season ticket with the Crystal Brook Swimming Pool.

5.4 Discretion to accept or reject application

- (a) The Committee Members may accept or reject an application whether the applicant has complied with the requirements in clause 5.3 or not. The Committee will provide a written response to proposed members if an application has been rejected.

Membership begins on acceptance of the application by the Committee Members.

5.5 Life Members

- (a) Any Member may recommend a person for Life Membership by notice in writing to the Committee.
- (b) All life member nominations, criteria and process will be considered in accordance to the Club By-Laws.

5.6 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Club and the RSO, SSO and NSO with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of both the Club and Swimming; and
- (c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, the RSO, SSO, NSO or Swimming.

5.7 Register of Members

- (a) The Club must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
- (c) In addition to the Act the register may contain such other information as the RSO, SSO and/or NSO determine. A copy of the register will be held on file with the SSO as required.
- (d) Members must provide the Club with the details required to keep the register complete and up to date.

5.8 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Club and each Member is bound by this Constitution and the Regulations.
- (b) Each Member is also bound by the rules and regulations governing competitions in which the Member participates.
- (c) Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted to membership of the RSO, SSO and NSO.
- (d) Membership, once accepted, will be valid for the remainder of the membership year.

6. CESSATION OF MEMBERSHIP

6.1 General

A Member ceases to be a Member of the Club if:

- (a) the Member dies;
- (b) the Member is declared bankrupt;
- (c) the Member resigns from membership in accordance with clause 6.2; or
- (d) the Member is reported to authorities for any criminal offence involving minors; or
- (e) the Member is expelled from the Club under clause 6.3.

6.2 Notice of Resignation

A Member may resign from membership of the Club with one month's notice in writing to the Club. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

6.3 Expulsion for Breach

- (a) Subject to clause 6.3(d) but despite anything contained in any Regulation made under clause 7(a), the Committee may expel a Member from membership of the Club if, in the opinion of the Committee, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (b) The Committee may, in its discretion, convene a disciplinary tribunal under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the Committee about the appropriate consequences of its findings. The Committee may rely on the findings and recommendations of the disciplinary tribunal.
- (c) The committee may, in its discretion, suspend a member whilst an investigation is proceeding either by the club or relevant authorities to ensure the Safe Sport Framework is maintained by the Club.
- (d) A member may not be expelled under clause 6.3(a) unless the Member has been afforded natural justice.

6.4 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Club (including, without limitation, its Intellectual Property) and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former Member.

6.5 Membership may be Reinstated

- (a) Nothing in this clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 6 may be reinstated at the discretion of the Committee without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

6.6 Refund of Membership Fees

Membership fees or subscriptions paid by the former Member may, at the Committee's discretion, be reimbursed. Club membership fees paid to the Club, RSO, SSO and NSO are not pro rated and non-refundable.

7. DISCIPLINE

- (a) The Committee Members may refer a complaint by a Club or an Individual Member for investigation or determination by a disciplinary tribunal:
 - (i) where a Club or an Individual Member has breached this Constitution;
 - (ii) where a Club or an Individual Member has breached the Club RSO, SSO or NSO rules or By-Laws;
 - (iii) where a Club or an Individual Member has acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Club, RSO, SSO, NSO and/or swimming; or
 - (iv) where a Club or an Individual Member has brought the Club, RSO, SSO, NSO or swimming into disrepute.
- (b) Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the disciplinary tribunal. The findings of the disciplinary tribunal shall be binding on all parties.
- (c) Any matters will be referred to the Safe Sport Framework and policies.

8. SUBSCRIPTIONS AND FEES

- (a) The Committee will:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) On admission to membership a new Member must pay the current full year's subscription.
- (c) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree to terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.

9. POWERS OF THE COMMITTEE

9.1 General powers of Committee

- (a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee which may exercise the powers of the Club for that purpose.
- (b) The Committee must perform its functions in pursuit of the Objects and in the interests of the Club as a whole, having regard to the Club's position in the

structure of Swimming in South Australia and their role in supporting Swimming's reputation in the State.

9.2 Limitation

The Committee may not cause the Club to disaffiliate from the RSO, SSO or NSO without a Special Resolution of the Members in a General Meeting.

10. COMPOSITION OF THE COMMITTEE

10.1 Composition of the Committee

The Committee will comprise of a minimum of five (5) and up to eleven (11) Elected Committee Members, as elected under clause 11.

10.2 Portfolios

The Committee may allocate portfolios to Committee Members as per by-laws and roles and responsibilities.

11. ELECTED COMMITTEE MEMBERS

11.1 Nominations

- (a) The Committee must call for nominations for Elected Committee Members at least twenty-one (21) days prior to the Annual General Meeting.
- (b) The Committee may, when it calls for nominations, indicate which portfolios on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

11.2 Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee;
- (d) be a member of the club; and
- (e) be delivered to the Club not less than seven (7) days before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Committee Member positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (c) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections to be conducted by secret ballot and passed by Ordinary Resolution.

- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 12.1.

11.4 Term of Appointment for Elected Committee Members

- (a) Subject to clause 11.4(b), the term of office of each Elected Committee Member begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Elected Committee Member to have a particular qualification or clearance (for example, as per SSO requirements), the Elected Committee Member's must obtain their qualification or clearance prior to commencing on the committee.
- (c) Subject to clause 11.4(d), the term of office of each Elected Committee Member ends at the conclusion of the next Annual General Meeting following their election, but the Elected Committee Member is, subject to clause 11.4(d), eligible for re-election.
- (d) Following the adoption of this Constitution, no person who has served as an Elected Committee Member for a period of ten (10) consecutive years, is eligible for election as an Elected Committee Member until the next Annual General Meeting following the date of conclusion of their last term as an Elected Committee Member, unless there are not enough nominations to fill the elected committee positions.

12. VACANCIES ON THE COMMITTEE

12.1 Casual Vacancies

Any casual vacancy occurring in the position of Elected Committee Member may be filled by the remaining Elected Committee Members. A person appointed to fill a casual vacancy holds office until the end of the next Annual General Meeting.

12.2 Grounds for Termination of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) suffers from mental or physical incapacity;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns from his or her office by notice in writing to the Club;
- (f) is absent for three (3) consecutive meetings of the Committee without an apology of absence provided to the Committee;
- (g) holds any office of employment with the Club;
- (h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest;
- (i) is removed by the Members in General Meeting; or

would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

12.3 Committee May Act

If there are less than five (5) members on the Committee, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Member to a number sufficient to constitute a quorum.

13. MEETINGS OF THE COMMITTEE

13.1 Committee to Meet

- (a) The Committee must meet as often as it considers necessary each year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Committee Member may at any time convene a meeting of the Committee, giving at least seven (7) days notice prior to the meeting date, to the other Committee Members.
- (c) All members are entitled to attend committee meetings, however, only committee members are entitled to vote as per Clause 13.3.

13.2 Attendance by Telephone

A Committee Member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

13.3 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided on the show of hands, by Ordinary Resolution.

- (a) Each Committee Member has one (1) vote on any question.
- (b) In the event of a tied vote the question is declared null-in-void and can be retabled at a later time

13.4 Resolutions not in Meeting

- (a) the Committee may pass a resolution without a Committee Meeting being held, by voting via electronic transmission or written format. The resolution is passed when the last Committee Member replies.
- (b) Any document referred to in this clause may be in the form of electronic transmission.
- (c) A resolution passed under this clause must be recorded appropriately and tabled at the next committee meeting.

13.5 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is:

- (a) if the number of Committee Members then in office is an even number, half of the number of Committee Members plus one; or
- (b) if the number of Committee Members then in office is an odd number, half of the number of Committee Members rounded up to the next whole number.

13.6 Chairperson

The Committee must appoint one of the Committee Members as its chairperson. The chairperson will act as chair of any Committee meeting or General Meeting at which he or she is present and unless the Committee decides otherwise is the nominal head of the Club. If the chairperson is not present, or is unwilling or unable to preside at a Committee meeting the remaining Committee Members must appoint another Committee Member to preside as chair for that meeting only.

13.7 Committee Members' Interests

The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.

14. EXECUTIVE

The Committee may, from time to time, employ personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Committee determines.

15. DELEGATIONS

The Committee may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Committee that are specified in the instrument of delegation, other than:

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Committee by the Act, by any other law, or by resolution of the Club in General Meeting.

16. SEAL

- (a) The Club will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Committee and every use of the Seal must be recorded in the minute books of the Club. The affixing of the Seal must be witnessed by two (2) Committee Members or by one Committee Member and another person authorised by the Committee for that purpose.

17. ANNUAL GENERAL MEETING

An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.

18. GENERAL MEETINGS

18.1 General Meetings may be held

The Committee may, whenever it thinks fit, convene a General Meeting of the Club.

18.2 Requisition of General Meetings

- (a) On the requisition in writing of not less than five per cent (5%) of the total number of Members, the Committee must, within one month after the receipt of the requisition convene a General Meeting for the purpose specified in the requisition.

- (b) Every requisition for a General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Committee does not cause a General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a General Meeting to be held not later than two (2) months after the receipt of the requisition.
- (d) A General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

19. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Member by the means authorised in clause 31.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) call for nominations for election of Committee Members under clause 11;
 - (iii) call for business to be tabled from members
- (d) At least six (6) days prior to a General Meeting, the agenda must be given to those members entitled to receive notice and must include:
 - (i) Any items relevant to clause 20
 - (ii) Any business tabled by Members as per clause 19 (c)
 - (iii) All nominations for committee positions as submitted under clause 11

20. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and the election of Committee Members under this Constitution.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 20 (a), is special business.

21. PROCEEDINGS AT GENERAL MEETINGS

21.1 Quorum

A quorum at a General Meeting shall consist of nine (9) financial members as defined in clause 22 (c).

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.

21.2 Chairperson to preside

The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the chairperson of the Committee is a nominee; or
- (b) where the chairperson of the Committee has a conflict of interest.

If the chairperson of the Committee is not present or is unwilling or unable to preside, the Members present must appoint another Committee Member to preside as chair for that meeting only.

21.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Members under clause 18.2, the meeting will lapse; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in clause 21.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

21.4 Recording of Determinations

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

22. ATTENDANCE AND VOTING AT GENERAL MEETINGS

- (a) Each Member, as defined in Clause 5, is entitled to attend General Meetings.
- (b) The financial reviewer (if applicable) is entitled to attend General Meetings, but not to vote.
- (c) Each financial member over the age of 18 is eligible to vote in person or via proxy or postal vote at General Meetings.
- (d) Each eligible voting member has one (1) vote on any question.
- (e) The committee may invite relevant guests to attend General Meetings, but they are not entitled to vote
- (f) The chair of a General Meeting does not have a casting vote.
- (g) At any meeting a resolution put to the vote of the meeting will be decided on a show of hands and by result of ordinary resolution, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
 - (i) the chairperson;
 - (ii) a simple majority of Members present at the meeting; or
 - (iii) unless required under the Act or this Constitution to be put to a Special Resolution.
- (h) In the event of a tied vote up to two (2) revotes will be performed and if no resolve, the motion is declared defeated.

23. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the Disciplinary Tribunal as per By-Laws.
- (d) The Committee may prescribe additional grievance procedures in Regulations consistent with this Clause 23.
- (e) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

24. RECORDS AND ACCOUNTS

- (a) The Club must comply with its obligations under of the Act in respect of accounts, records and minutes.
- (b) The Club must provide copies of its reviewed financial accounts, annual report and other associated documents as per SSO Constitution

25. REVIEWER OF FINANCIAL RECORDS

The Committee may if deemed necessary appoint a person suitably qualified to:

- (a) review financial records for the completed financial year to be presented at the Annual General Meeting.
- (b) review from time to time financial records as deemed necessary by the committee
- (c) the person appointed to review financial records must not be a current elected committee member

26. APPLICATION OF INCOME

26.1 The income and property of the Club must be applied solely towards the promotion of the Objects.

26.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

26.3 Subject to clause 26.4, nothing in clauses 26.1 or 26.2 prevents a payment in good faith to any Member:

- (a) in accordance with clauses 3 and 26.1 where that Member is a not-for-profit entity with a similar purpose to the Club;
- (b) for any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
- (c) for goods supplied to the Club in the ordinary and usual course of operation;
- (d) for interest on money borrowed from any Member;
- (e) for rent for premises demised or let by any Member to the Club;
- (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.

26.4 No payment made under clause 26.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

27. WINDING UP

Subject to this Constitution, the Club may be wound up, deregistered or amalgamated in accordance with the Act.

28. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 28(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.
- (c) Refer also the Act Section 43 and also ATO/ACNC requirements if applicable

29. CONSTITUTION

29.1 Alteration of Constitution

- (a) This Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (b) Notice of any proposed repeal or alterations must be given in writing to the Secretary 21 days prior to the General Meeting and be included on the Agenda.

30. REGULATIONS

30.1 Committee to formulate Regulations

The Committee may make and amend rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of club competitions or events (including but not limited to the rules of competition and codes of conduct);
- (b) the conduct of meetings;
- (c) the resolution of disputes;
- (d) discipline of Members for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Club and its affairs.

The Regulations must be in accordance with the Objects, Constitution and swimming rules of the Club and to the constitution and any regulations made by the RSO or SSO.

30.2 Regulations Binding

All Regulations are binding on the Club and all Members.

30.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to the Members.

31. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally, by sending it through the post in an envelope addressed to the Member at the Member's last known place of business, by electronic transmission, by its insertion on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club at its registered office, by sending it through the post in an envelope addressed to the Club at the registered office or by electronic transmission.

- (c) The Club will make every effort to respond and/or acknowledge as necessary to notices received within 48 hours of receiving them and expects members to do the same.

32. PATRONS AND VICE PATRONS

- (a) The Club at its Annual General Meeting may appoint annually on the recommendation of the Committee a chief patron subject to approval of that person or persons.
- (b) A Vice-Patron may be approved by the Committee during the year, if they deem appropriate and of benefit to the Club.

33. INDEMNITY

- (a) Every Committee Member and employee of the Club is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Club must indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Club;
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Club; and
 - (iii) Committee Members must be registered members of the Club, with SSO and NSO to receive insurance coverage.

34. TRANSITIONAL PROVISIONS

34.1 Continuing Membership

Each person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Committee, is the category most appropriate for that Member.

34.2 Committee Members

For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

34.3 Regulations deemed applicable

All rules, by-laws, policies and regulations of the Club in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.