

BENDIGO EAST SWIMMING CLUB

**INCORPORATION
Reg No 000A281**



CONSTITUTION

As at 20 May 2013

**This constitution must be read in conjunction with Club
Bylaws, Policies and Guidelines**

1. **NAME:**

The name of the Incorporated Association is “**BENDIGO EAST AMATEUR SWIMMING CLUB Inc**”
(In these Rules called “the Club”).

2. **INTERPRETATION:**

(1) In these rules unless the contrary intention appears:-

“**Casual Vacancy**” means an officer of the Club or a ordinary member of the committee, who;

- (a) ceases to be a member of the Club: or
- (b) becomes insolvent under administration within the meaning of the Corporations Law: or
- (c) resigns from office by notice in writing given to Secretary

“**Committee**” means the Committee of Management of the Club.

“**Financial Year**” means the year ending as determined by Swimming Victoria (SV) Constitution .

“**General Meeting**” means General Meeting of Club members.

“**Annual General Meeting**” means meeting of Club members held annually held on such a date as the Committee determines, in line with Consumer Affairs Victoria.

“**Special General Meeting**” means meeting of Club members to deal with specific matters identified by the Committee or by request of members.

“**Hearings Tribunal**” means a Hearings Tribunal established under the rules of Swimming Victoria.

“**Member**” means a registered member of the Club.

“**Senior Member**” means a member over the age of 16 years

“**Ordinary Member**” means a member of the Committee who is not an officer of the Club under Section 8 (3).

“**SV**” means Swimming Victoria Inc or its successor being the peak body for the administration of swimming activities in Victoria.

“**The Rules**” means the constitution of the Club.

“**Gender**” words implying any gender include the other gender.

Words implying the singular shall include the plural and vice versa.

“The Act” means the *Associations Reform Act 2012*.

“The Regulations” means the Regulations under the Act.

- (2) In these Rules, a reference to the Secretary of a Club is a reference:-
- (a) where a person holds office under these Rules as Secretary of the Club, to that person; and
 - (b) in any other case to the Public Officer of the Club.

3. MISSION:

1. Promote the sport of swimming among people in the City of Bendigo and surrounding suburbs
2. Create a safe, healthy and supportive environment that provides a professional level of coaching and support for swimmers of all levels through commitment to the Club values
3. Create future leaders for the community

4. OBJECTIVES:

1. The Club is formed to promote swimming activities and to accomplish this, shall:
 - (a) provide an environment for members to develop within swimming
 - (b) provide opportunities for participation and excellence in swimming,
 - (c) support members to enjoy the health, lifestyle and social benefits of swimming.
 - (d) maintain and advance the pool amenity for the safe and efficient use of all swimmers
 - (e) develop and encourage coaching personnel to achieve their best, either by qualification or experience.
2. To achieve these objectives the club shall:
 - (a) affiliate and otherwise liaise with the SV and such other bodies and / or clubs;
 - (b) conduct, encourage, promote, advance, and administer swimming activities in the Club
 - (c) act in good faith and loyalty to ensure the maintenance and enhancement of the Club and swimming, its standards, quality and reputation for the collective benefit of the Members
 - (d) ensure the financial sustainability of the Club

- (e) ensure compliance with the rules and by-laws as amended from time to time of SV
- (f) strive for better practice in all matters including governmental, commercial and public recognition of the club, and implementation of appropriate policies, including in relation to harassment, discrimination, equal opportunity, equity, drugs in sport including alcohol, health, safety, junior and senior programs and such other matters as arise from time to time as issues to be addressed
- (g) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, and
- (h) undertake and or do all things that are reasonable and / or necessary to advance the Club objectives.

5. APPLICATION FOR MEMBERSHIP:

- (1) A nomination of a person for membership of the Club:-
 - (a) shall be in writing, in the form approved by the Committee, that meets all of the requirements of Swimming Victoria Inc;
 - (b) shall be lodged with the person responsible nominated by the committee for membership of the Club; and
- (2) As soon as is practicable after the receipt of the nomination the person responsible for membership shall refer the nomination to the Committee.
- (3) The Committee shall determine whether to approve or to reject the nomination, without having to give reasons.
- (4) Should the Committee reject the nomination, club fees paid in advance of the termination date shall be repaid. SV fees reimbursement will managed by SV on a case by case basis.
- (5) Upon acceptance by the Committee the nominated officer shall, with as little delay as possible, enter the nominees name and details in the register of members.

6. ENTRANCE FEE AND ANNUAL SUBSCRIPTION:

- (1) The entrance fee and annual membership will be reflected in the Club Fees Policy.

7. REGISTER OF MEMBERS:

- (1) The Secretary or delegate is responsible for the keeping and maintenance of a register of members in which shall be entered the full name, address and date of admission of each member and the register shall be available for inspection and copying by members for the purposes of convening a special general meeting of the Club upon request unless prohibited by any relevant legislation.
- (2) Members shall be registered with Swimming Victoria Inc. each year.
- (3) The categories for membership fees shall be as prescribed in the Club Fees Policy.

8. RESIGNATION AND TRANSFER:

- (1) A member of the Club who has paid all monies due and payable by a member of the Club may resign from the Club by giving one month's writing of his/her intention to resign.
- (2) A member may transfer to another club during his/her currency of registration provided all obligations financial and otherwise have been discharged to the Club. The member shall make application on the SV transfer form.
- (3) After meeting the conditions referred to in 7(1) and 7(2):
 - (a) the member ceases to be a member, and
 - (b) the Secretary must record in the register of members the date on which that member ceased to be a member.

9. COMMITTEE:

- (1) The affairs of the Club shall be managed by a Committee of Management constituted as provided in this clause.
- (2) **The Committee:-**
 - (a) shall control and manage the business and affairs of the Club
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers which are required by these Rules to be exercised by a General Meeting.
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts as they deem essential for the proper management of the affairs of the Club.
 - (d) shall appoint a Secretary to hold office in accordance with the Act.
 - (e) establish an **Executive Committee** of the Club as specified in the By Laws.

- (3) Each officer of the Club shall hold office until the completion of the Annual General Meeting next held following their election or appointment. They shall be eligible for re-election.
- (4) In addition to the officers of the Club there shall be **two** (2) ordinary members of the Committee elected at the Annual General Meeting. Members shall hold office until the completion of the Annual General Meeting next held following their election or appointment. They shall be eligible for re-election.
- (5) In the event of a casual vacancy of any position on the Committee, that position shall be filled by the Committee from the members of the Club.
- (6) The Executive Committee have the power to coopt additional members for the specific roles in accordance with the Bylaws.
- (7) The Committee shall have the power to create or amend Bylaws for the efficient operation of the Club. Such Bylaws shall be published to the members from time to time for their information.

10. ELECTION OF COMMITTEE:

- (1) Nomination for positions on the Committee shall be in writing, signed by two (2) members of the Club. The written acceptance of the nomination by the nominee shall be endorsed on the nomination form.
- (2) The nomination form shall be delivered to the Secretary at least seven (7) days prior to the Annual General Meeting. The election will be held at the Annual General Meeting.
- (3) A nominee must receive 51% of votes to be elected. If there is only one nomination received for a position, the chairman will call for a show of hands for voting.
- (4) If more than one nomination is received for a position, a secret ballot shall be held.
- (5) Votes must be cast personally.
- (6) The Chairman may call for further nominations for any position where the number of written nominations is not equal to or more than the number provided. Any such nominations must be made by a member, seconded by another member and accepted by the nominee. The Chairman shall put the nomination to a vote in accordance with 9 (4) and 9 (5)(6).

11. VACANCIES:

- (1) The office of a Committee position becomes vacant if the elected officer:
 - (a) ceases to be a member of the Club; or
 - (b) becomes bankrupt under administration within the meaning of the Corporations Law; or
 - (c) resigns from office by notice in writing given to the Secretary

12. PROCEEDINGS OF THE COMMITTEE:

- (1) The Committee shall meet at least four (4) times in each year, at a place and time determined by the Committee.
- (2) The quorum for a Committee meeting shall be more than one half of the Committee membership.
- (3) If a quorum is not present within 30 minutes of the starting time for the meeting, the meeting shall be deferred for a week at the same place and time.
- (4) At meetings of the Committee:-
 - (a) the President shall preside;
 - (b) in their absence the Vice President shall preside; or
 - (c) in the absence of both, the Committee shall appoint a Chairman.
- (5) Each member of the Committee shall have one vote, in the event of a tie the Chairman shall have a second or casting vote.
- (6) Notice of Committee meetings shall be given to each member of the Committee, in such form as the Committee determines.
- (7) The Committee may act on any matter, subject to sub-clause (2), notwithstanding the absence of any member or a vacancy on the Committee.

13. MINUTES OF MEETINGS:

- (1) The Secretary of the Club must keep minutes of the resolutions and proceedings of each general meeting, and each Committee meeting, together with a record of the names of persons present at these meetings.

14. FUNDS:

- (1) The Treasurer shall be responsible for ensuring:
 - (a) collection all monies due to the Club, and the making of all payments authorised by the Committee; and
 - (b) keeping of accurate accounts and books of the Club with full details of receipts and payments by the Club.
 - (c) All cheques and other negotiable instruments must be signed by 2 authorised persons.
 - (d) annual independent audit of all financial matters.
- (2) The assets and income of this Club shall be applied solely to the furtherance of the clubs mission and objectives. No portion of those funds shall be distributed directly or in-directly to the members of the organisation except in the case of bona-fide compensation for services rendered or expenses incurred on behalf of BESC.

15. ANNUAL GENERAL MEETING:

- (1) The Club shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such a date as the Committee determines, in line with Consumer Affairs Victoria.
- (3) Written notification shall be provided to all members of the Club at least 21 days prior to the date of the annual general meeting setting out the agenda of the meeting.
- (4) The ordinary business of the annual general meeting shall be:-
 - (a) apologies;
 - (b) to confirm the minutes of the last preceding annual general meeting;
 - (c) to receive from the Committee a report on the activities of the Club during the last preceding financial year;
 - (d) to receive and consider an audited statement of the financial affairs of the Club during the preceding financial year;
 - (e) to elect the Officers of the Club, and the new Committee members to hold office until the next annual general meeting;
 - (f) to consider and determine any proposed changes to the Constitution; and
 - (g) to conduct any general business of which due notice has been given.
- (5) The annual general meeting is in addition to any other general meetings that may be held during the year.

16. GENERAL MEETING:

- (1) All general meetings, other than the annual general meeting shall be called general meetings.

17. SPECIAL GENERAL MEETING:

- (1) The Committee may, if it thinks fit convene a special general meeting of the Club.
- (2) The Committee shall, on the request in writing of members representing not less than 10% of the total membership of the Club, convene a special general meeting of the Club. The special general meeting shall be held within 45 days of the date the requisition is received by the Secretary.
- (3) The request for a special general meeting shall state the objects of the meeting, shall be signed by the members requesting the meeting and shall be sent to the address of the Secretary.
- (4) The same notice and method as is provided for the Annual General Meeting shall be given for Special General Meetings.

18. VOTING AT ANNUAL, SPECIAL AND GENERAL MEETINGS:

- (1) At any General Meeting;
 - (a) Proxy voting is not permitted
 - (b) All votes shall be cast personally
 - (c) A member has one vote only
 - (d) A vote shall be conducted by a show of hands or such other method as determined by the Chairman. The result of the vote shall be declared by the Chairman and shall be final.
 - (e) In the case of an equality of votes on a question the Chairman is entitled to exercise a second or casting vote.

19. PROCEEDING AT ANNUAL, SPECIAL AND GENERAL MEETINGS:

- (1) The quorum for any General Meeting shall be at least six members of the Club.
- (2) Only senior members are eligible to vote in person at any General Meeting.
- (3) At General Meetings of the Club:-
 - (a) the President shall preside;

- (b) in his absence the Vice President shall preside; or
- (c) in the absence of both, the meeting shall appoint a Chairman.

- (4) If a quorum is not present within 30 minutes of the scheduled time for commencement of the meeting it shall be adjourned to the same time in the next week and, unless another place is specified by the Chairman at the time of adjournment, at the same place. At the adjourned meeting the quorum shall be half of the quorum specified in clause 19.1. If a quorum is not attained within 30 minutes of the scheduled time for commencement the meeting shall lapse.

20. ALTERATION OF RULES AND STATEMENT OF PURPOSE:

- (1) This Constitution may only be amended at a General Meeting of the Club, where due notice of the proposed rule changes have been provided to the members.
- (2) To amend this Constitution a majority of 3/4ths of the members present eligible to vote and voting in favour of the proposal is required.
- (3) Proposed amendments to this Constitution shall be approved by Swimming Victoria Inc before they are submitted to the Registrar as an authorised change to these Rules.

21. Winding Up or Cancellation:

- (1) The Club shall not be dissolved unless a motion is advanced at a General Meeting of which due notice has been given, and 3/4ths of the members eligible to vote, have unanimously agreed to the proposal.
- (2) In the event of the Club being wound up or the cancellation of the Incorporation of the Club, the assets of the Club shall be forwarded to Swimming Victoria Inc to be held in trust for a period of five (5) years. Should the Club not be reformed in this time the assets shall be used for the promotion and development of swimming within Central Victoria (District 15)
- (3) Under no circumstances shall the assets of the Club be distributed amongst the membership of the Club.

22. Custody of Records:

- (1) Unless provided otherwise within these Rules, the Secretary shall keep in their custody and control all relevant documents and securities of the Club for a period of five years.

- (2) All relevant documents of the Club shall be available for inspection and copying by any member of the Club upon request having given reasonable notice.
- (3) A request for inspection may be refused by the Committee where it is unreasonable, or the Club is legally entitled or obliged to do so.

23. The Seal:

- (1) The Club has elected not to use a Common Seal.
- (2) Any document that would have required the use of the Common Seal shall be authorised by the Committee and shall be countersigned by two authorised members of the Committee.

24. Grievance:

Where a member of the Club has a grievance arising from their involvement in the activities of the Club, whatever that may be, it shall be dealt with in accordance with the Club's Grievance Policy.

25. Acceptance of Authority

By signing the Application for Membership Form, the applicant acknowledges that he is bound by The Rules of the Club, Swimming Victoria Inc, Swimming Australia Limited and FINA for the time being in force.

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