



Laverton Wyndham Aquatics Inc.
LWA
(Reg No A0007899W)

Constitution

April 2021

1. NAME:

The name of the Incorporated Association is Laverton Wyndham Aquatics inc. (LWA) (in these Rules called "the Club").

2. INTERPRETATION:

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

"Casual Vacancy" means a vacancy that is caused if the officer or member:-

(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 the Secretary.

"Board" means the Board of Management of the Club.

"Financial Year" means the year ending on 30th June.

"General Meeting" means an Annual General Meeting or a Special General Meeting.

"Hearings Tribunal" means a Hearings Tribunal established under the rules of SV.

"Member" means a member of the Club.

"MPO" means a Club appointed Member Protection Officer.

"MPIO" means a SV or SAL Member Protection Information Officer.

"Member Welfare Policy" means the member welfare policy of SAL.

"Child Welfare Policy" means the child welfare policy of SAL.

"Senior Member" means a member over the age of 16 years who is entitled to vote at a General Meeting.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Club under Rule 8.

"SV" means Swimming Victoria Inc or its successor being the peak body for the administration of natatorial activities in Victoria.

"SAL" means the peak body of international swimming competition.

"The Rules" means the constitution of the Club.

Words implying any gender include the other gender.

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

"The Act" means the *Associations Incorporation 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. Purpose and Objectives:

The Club is formed to promote natatorial activities in all of its forms, and to accomplish this, shall;

- (a) affiliate and otherwise liaise with the Swimming Victoria Incorporated ("SV") and such other bodies as may be desirable to achieve these Objects;
- (b) conduct, encourage, promote, advance, control and administer natatorial activities in the Club for the benefit of the Members and the development of swimming;
- (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 and mutual benefit of the Members and swimming;
- (d) at all times to act on behalf of, in the interests of, and in conjunction, with the Members;
- (e) promote the economic and sporting success, strength and stability of the Club, and each Member, and to act interdependently with each Member in pursuit of these Objects;
- (f) ensure compliance with the rules and by-laws as amended from time to time of SV;
- (g) apply the property and capacity of the Club towards the fulfilment and achievement of these Objects;
- (h) strive for governmental, commercial and public recognition of the Club, and swimming;
- (i) through or in association with other Clubs or other entities or of itself, promote the health and safety of all Members;
- (j) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to further these Objects;
- (k) formulate or adopt and implement appropriate policies, including in relation to harassment, discrimination, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs and such other matters as arise from time to time as issues to be addressed in swimming;
- (l) represent the interests of its Members and of swimming generally in any appropriate forum;
- (m) have regard to the public interest in its operation;
- (n) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;
- (o) adopt the Australian Swimming Member Protection Policy, (as amended from time to time), and to comply with its requirements;
- (p) encourage and promote performance-enhancing drug free competition; and

- (q) undertake and or do all things or activities which are necessary, incidental or conducive to advance these Objects.

4. 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, (as set out in the membership form published on the SV website);
 - (b) shall be lodged with the Secretary of the Club; and
 - (c) shall be accompanied by the relevant entrance fee and annual subscription.
- (2) The Committee shall determine whether to approve or to reject the nomination, without having to give reasons. However the Committee has delegated this task to the Secretary.
- (3) As soon as is practicable after the receipt of the nomination the Secretary shall refer the nomination to the Committee for confirmation only.
- (4) Should the Committee reject the nomination the entrance fee and annual subscription shall be repaid.
- (5) Upon acceptance by the Committee the Secretary shall, with as little delay as possible, enter the nominees name and details in the register of members.
- (6) There are no special qualifications for membership.

5. Annual Subscription:

- (1) The annual subscription shall be the amount set by the Board each year and is due and payable at the beginning of each Swimming Year.
- (2) The Board may provide a discount for 2 or more 'Swimmer' members from the one family, in any swimming season, in the Club By-Laws.

6. General Rights of Members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 23; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—

- (a) more than 3 months have passed since he or she became a member of the Association;
and
- (b) the member's membership rights are not suspended for any reason.
- (c) the member is financial

7. Register of members:

- (1) The Secretary 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) The categories for membership fees shall be as prescribed in the By-Laws.
- (3) All members shall be registered with Swimming Victoria Inc. each year.

8. Resignation:

- (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 online membership system.
- (3) After meeting the conditions referred to in sub-rule [1 &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.
- (4) The membership of a person ceases on resignation, expulsion or death.

9. Board of Management:

- (1) The affairs of the Club shall be managed by a Board of Management constituted as provided in this clause.
- (2) The Board will comprise of no more than 7 persons being 5 Elected Officers and 2 Appointed Officers being (Director) and (Head Coach).
- (3) Elected and Appointed Officers have equal voting rights at Board meetings.
- (4) The Board of Management-
 - (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 of the members of the club

- (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 Public Officer to hold office in accordance with the Act and shall;
- (e) shall appoint a Member Protection Officer at the first meeting following the Annual General Meeting each year.
- (f) Shall have the power to create or amend By-laws for the efficient operation of the Club. Such By-laws shall be published to the members from time to time for their information.

10. Elected Officers:

- (1) The seven elected officers of the Club shall be:-
 - (a) a President;
 - (b) two Vice President;
 - (c) a Secretary
 - (d) a Treasurer
 - (e) a Director; and
 - (f) a Head Coach.
- (2) 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. This does not apply to the "Appointed Officers" Director and Head Coach. Though not appointed at Annual General Meeting, the Director and Head Coach will continue to hold this role until such time as the person is no longer employed by the Club with the Head Coach's responsibility. The Director and Head Coach will still be able to vote during any of the Committee's meetings.
- (3) In addition, the Board shall co-opt not more than 5 additional ordinary members to a sub- committee if and when the need arises. Such members can still be able to participate and vote at their sub - committee meetings but they will continue to hold such role only until the following Annual General Meeting.
- (4) In the event of a casual vacancy of any position on the Board – with the exception of the Secretary Director and Head Coach - that position shall be filled by the Committee from the members of the Club.
- (5) In the event of a casual vacancy of the Secretary position on the Board– that position shall be filled by the Board from the members of the Club either permanently or an interim basis within 14 days of the vacancy occurring.
- (6) The Board 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.
- (7) A Committee member may resign from the Committee by written notice to the Committee.
- (8) A person ceases to be a Board member if –
 - (a) he or she ceases to be a member of the Association; or
 - (b) he or she fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under clause 10(9);

(c) a general meeting of the Association, by special resolution, removes the Committee member from office.

(d) he or she otherwise ceases to be a Committee member by operation of section 78 of the Act.

9) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 6 months.

11. Election of Officers:

- (1) Nomination for positions on the Board 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.
- (3) If the number of nominations received for a position is equal to or less than the number provided, they shall be declared elected at the Annual General Meeting.
- (4) If more nominations are received for a position than the number provided a secret ballot shall be held.
- (5) Such a ballot shall be held at the Annual General Meeting each year. Votes must be cast personally.
- (6) The Chairperson may call for further nominations at the Annual General Meeting for any position where the number of written nominations are 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.

12. Proceedings of the Board:

- (1) The Board shall meet at least (8) times in each year, at a place and time determined by the Board
- (2) The quorum for a Board meeting shall be more than one half of the Board 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 Board:-
 - (a) the President shall preside as Chairperson;
 - (b) in his/her absence the Vice President shall preside; or
 - (c) in the absence of both, the Board shall appoint a Chairperson.
- (5) Each member of the Board shall have one vote, in the event of a tie the Chairperson shall have a second or casting vote.
- (6) Notice of Board meetings shall be given to each member of the Board, in such form as the Board determines.
- (7) The Board may act on any matter, subject to sub-clause (2), notwithstanding the absence of any member or a vacancy on the Board.

13. Secretary:

The Secretary shall:

- (a) keep minutes of the resolutions and proceedings of all meetings, and
- (b) keep a record of the names of the members present at those meetings.
- (c) maintain the register of members
- (d) keep custody of the common seal (if any) of the Association and, except for the financial records of the Club, all books, documents and securities of the Association
- (e) give to the Registrar of Incorporated Association notice of his or her appointment within 14 days after the appointment

14. Treasurer:

The Treasurer shall be responsible for:-

- (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.

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 Board determines, no more than five months after the end of the club's financial year.
- (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 confirm the minutes of any other general meetings held since the last preceding annual general meeting;
 - (d) to receive from the Board a report on the activities of the Club during the last preceding financial year;
 - (e) to receive and consider the financial affairs of the Club during the preceding financial year;
 - (f) to elect the Officers of the Club, and the new Board members to hold office until the next annual general meeting;
 - (g) to consider and determine any proposed changes to the Constitution; and
 - (h) 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 Meetings:

All general meetings, other than the annual general meeting shall be called special general meetings.

17. Special General Meetings:

- (1) The Board may, if it thinks fit convene a special general meeting of the Club.
- (2) The Board shall, on the requisition 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 requisition for a special general meeting shall state the objects of the meeting, shall be signed by the requisitioners and shall be delivered 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 General Meetings:

- (1) At any General Meeting;
 - (a) Proxy voting is permitted at any General Meetings.
 - (b) A member has one vote only
 - (c) 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.
 - (d) In the case of an equality of votes on a question the Chairman is entitled to exercise a second or casting vote.

19. Proceedings at General Meetings:

- (1) The quorum for General Meetings shall be at least 10% of the financial members of the Club who are eligible to vote at the Annual General Meeting.
- (2) Only currently financial senior members who have attained the age of 16 years 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 17.1. If a quorum is not attained within 30 minutes of the scheduled time for commencement the meeting shall lapse.

20. Use of Technology

A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other

- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to

21. Alteration of Rules and Statement of Purposes:

- (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 60% of the financial 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.

22. Winding Up or Cancellation:

- (1) The Club shall not be wound up unless a decision is taken at a General Meeting of which due notice has been given, and 75% of the financial members present, eligible to vote and voting have 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 Victoria.
- (3) Under no circumstances shall the assets of the Club be distributed amongst the membership of the Club.

23. Funds:

The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and any other sources that the Board considers.

24. Cheques:

All cheques or electronic banking shall be signed or electronically authorised by at least two persons authorised by the Board.

25. Custody of Records:

- (1) Unless provided otherwise within these Rules, the Secretary shall keep in his custody and control all relevant documents and securities of the Club.
- (2) Subject to clause 25.4 all relevant documents of the Club shall be available free of charge for inspection and copying by any member of the Club upon request having given reasonable notice.
- (3) Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following:
 - (a) its membership records
 - (b) its financial statements
 - (c) its financial records
 - (d) records and documents relating to transactions, dealings, business or property of the Club
 - (e) minutes of general meetings of the incorporated association, including financial statements submitted at a general meeting

- (4) A request for inspection may be refused by the Board where it is unreasonable, or the Club is legally entitled or obliged to do so.

26. 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 Board and shall be countersigned by two authorised members of the Board.

27. Member Welfare:

- (1) Where a member of the Club has a grievance arising from their involvement in the activities of the Club, whatever that may be, with another member, officer or employee of the Club, and that member considers that the grievance warrants investigation and action by the Club that member shall follow the procedure in this clause. If the grievance is a matter which is dealt with in the Swimming Australia Member Protection Policy it shall be dealt with in accordance with the Member Protection Policy - General Information and Procedures.

(2) Member Protection Officer:

- (a) The Club shall appoint an MPO at the beginning of each swimming season.
- (b) The Club shall communicate the identity of the MPO to its members following their appointment each year.
- (c) Where a grievance arises the member shall contact the Club MPO, who has been appointed by the Board, and advise that they have a grievance that they wish to discuss. Where a grievance is to be submitted in writing it should be addressed clearly to the Club MPO, and marked "Private and Confidential".

(3) Action by the MPO:

- (a) Where a grievance has been received by the Club MPO, they shall as soon as practicable, discuss the grievance with the aggrieved party. The Club MPO may take whatever steps and conduct whatever investigations necessary to determine whether a grievance is legitimate.
- (b) Where the Club MPO determines that the grievance is legitimate he shall take all necessary steps to resolve the grievance. They may recommend to the Board what they considers an appropriate action.
- (c) Where the Club MPO determines that the grievance is not legitimate he shall advise the aggrieved party accordingly in writing. If the aggrieved party is not satisfied with the Club MPO determination they may appeal to the Club Board.
- (d) Where the Club MPO is unable to resolve a grievance or considers the grievance of a very serious nature they shall a contact Swimming Victoria or Swimming Australia Member Protection Officer and seek to have it resolved in accordance with the Swimming Australia Member Welfare Policy or Child Welfare Policy – General information and procedures.

- (e) All grievances received by the Club MPO, and all information surrounding the circumstances of a grievance which is discovered by the Club MPO on investigation, shall be confidential and may only be communicated to the Board.

(4) Procedures by a Member Protection Officer

In investigating a grievance and/or determining its legitimacy, the Club MPO shall observe the rules of natural justice.

28. Discipline of Members

The Board may refer the following matters to SV with a request that they be investigated or determined by the **Hearings Tribunal** in its sole discretion:

- (a) an allegation or grievance (not being vexatious, trifling or frivolous) by a complainant (who may be, but need not be, a Member) that a Club or Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Committee or duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Club and/or swimming; or
 - (iii) brought the Club or swimming into disrepute; or
 - (iv) breached the Member Protection Policy of SAL, or any other policy or rule of SAL; or any policy or rule of SV; or
 - (v) committed an act of misconduct.

and any such Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of SV set out in the SV Constitution or By-Laws.

- (b) the members of the Hearings Tribunal
 - (i) may be Board members, members of the Club or anyone else; but
 - (ii) must not be biased against, or in favour of, the member concerned

29. 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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