

# **CONSTITUTION OF PHOENIX MASTERS SWIMMING CLUB**

## **INCORPORATED**

### **1 Name**

The name of the incorporated Association is **PHOENIX MASTERS SWIMMING CLUB INCORPORATED**, referred to herein as 'the Association'.

### **2 Definitions**

'Committee' means the Committee of management of the Association

'General Meeting' means a General Meeting of Members of the Association convened in accordance with these rules

'Member' means a Member of the Association

'Special Resolution' means a Special Resolution as defined in the Act

'the Act' means the Associations Incorporation Act 1985

'the Regulations' means the Associations Incorporation Regulations 2008

### **3 Objects of the Association**

The objects of the Association are to;

- (a) become affiliated with Masters Swimming at a National and State level,
- (b) promote and administer Masters Swimming for adults at a Club level,
- (c) arrange, conduct and oversee activities consistent with the aims of Masters Swimming in Australia,

- (d) maintain and enhance Masters Swimming as a sport through adherence to the standards applicable from time to time and
- (e) undertake all things and activities which are necessary, incidental or conducive to the advancement of these Objects.

#### **4 Powers of the Association**

**4.1** The Association shall have all the powers conferred by section 25 of the Act to further the objects of the Association.

**4.2** The Association shall have the power to create By Laws and policies which shall bind the Association and the Members in relation to the conduct of the activities of the Association.

#### **5 Membership**

##### **5.1 Adult Members**

Any person over the age of 18 years who supports the objects, rules and policies of the Association and the sport of Masters Swimming in Australia and agrees to be bound by such rules and policies and who applies for Membership of the Association may be accepted by the Association as a Member following the completion of the required registration process required by the Association from time to time and the payment of the Association's subscription fee.

##### **5.2 Subscriptions**

a) The subscription fees for Membership shall be such sum (if any) as the Committee shall determine from time to time.

b) The subscription fees for renewing Members shall be payable annually before 1 January or at a time that the Committee determines.

c) Any Member whose subscription is outstanding as at 1 January and thereafter shall cease to be a Member of the Association, provided that the Committee may reinstate such a person's Membership on such terms as it thinks fit.

### **5.3 Resignations**

A Member may resign from Membership of the Association by giving written notice to the Secretary or public officer of the Association. Any resigning Member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

### **5.4 Register of Members**

A register of Members must be kept and contain:

- a) the name and address of each Member
- b) the email address of each Member
- c) the phone number of each Member and
- d) the date on which each Member was admitted to, or resigned from, the Association.

### **5.5 Expulsion of a Member**

a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.

b) Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Committee at which the matter will be determined.

c) The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to 5.5d below), cease to be a Member 14 days after the Committee has communicated its determination to the Member.

d) It shall be open to a Member to appeal the expulsion to the Association at a General Meeting. The intention to appeal shall be communicated to the Secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the Member.

e) In the event of an appeal under 5.5d above, the appellant's Membership of the Association shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Association in General Meeting after the appellant has been heard by the Members of the Association, and in such event Membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

## **6 The Committee**

### **6.1 Powers and duties**

a) The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in General Meeting.

b) The Committee has the management and control of the funds and other property of the Association.

c) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

d) The Committee shall appoint a public officer as required by the Act.

## **6.2 Appointment**

a) The Committee shall be comprised of a President, Vice President, Secretary, Treasurer and up to five Committee Members.

b) The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation.

The first Committee shall hold office until the first annual General Meeting after incorporation. At this time and at each subsequent Annual General Meeting all positions shall be declared vacant and a new Committee elected by the Members.

c) A retiring Committee Member shall be eligible to stand for re-election without nomination. Subject to 6.3 (d), no other person shall be eligible to stand for election unless a Member of the Association has nominated that person at least 5 days before the meeting by sending the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee.

d) In the event that there are insufficient nominations to fill all Committee positions, the chairperson of the Annual General Meeting may call for nominations from the floor of the meeting.

e) The Committee may appoint a person to fill a casual vacancy, and such a Committee Member shall hold office until the next annual General meeting of the Association and shall be eligible for election to the Committee without nomination.

## **6.3 Proceedings of Committee**

a) The Committee shall meet either in person or by electronic means for the dispatch of business at least quarterly.

b) Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the chair of the meeting shall have a casting vote in addition to a deliberative vote.

c) A quorum for a meeting of the Committee shall be one half of the Members of the Committee.

d) A Member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The Member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual General Meeting of the Association.

#### **6.4 Disqualification of Committee Members**

The office of a Committee Member shall become vacant if a Committee Member is:

a) disqualified from being a Committee Member by the Act,

b) expelled as a Member under these rules,

c) permanently incapacitated by ill health or

d) absent without apology from more than four meetings in a financial year.

#### **7 The Seal**

7.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.

7.2 The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minutes of the Association.

7.3 The affixing of the seal shall be witnessed by the President or the Secretary of the Association.

## **8 Meetings**

### **8.1 Annual General meetings**

a) The Committee shall call an Annual General Meeting in accordance with the Act and these rules.

b) The first Annual General Meeting shall be held within 18 Months after the incorporation of the Association, and thereafter within three months after the end of its financial year.

c) The order of the business at the meeting shall be:

- the confirmation of the minutes of the previous annual General meeting and of any special General meeting held since that meeting,
- the election of Committee Members,
- the appointment of auditors, if required under the Act,
- the consideration of the accounts and reports of the Committee and any auditor and
- any other business requiring consideration by the Association in a General Meeting.

### **8.2 Special General meeting**

a) The Committee may call a Special General Meeting of the Association at any time.

b) Upon a requisition in writing of not less than 10% of the total number of Members of the Association, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

c) Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.

### **8.3 Notice of General Meetings**

- a) Subject to 8.3b, at least 14 days' notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the Association to any Member by email to the address appearing in the register of Members.

### **8.4 Proceedings at General Meetings**

- a) Ten Members present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- c) Subject to 8.4d, the President shall preside as chairperson at a General Meeting of the Association.
- d) If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee Member or one of their own number to be the chairperson of that meeting.



### **8.5 Voting at General Meetings**

- a) Subject to these rules, every Member of the Association has only one vote at a meeting of the Association.
- b) Subject to these rules, a question for decision at a General Meeting, including a Special Resolution, must be determined by a majority of Members who vote in person or by proxy, at that meeting.
- c) Unless a poll is demanded by at least five Members, a question for decision at a General Meeting must be determined by a show of hands.

### **8.6 Poll at General meetings**

- a) If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

### **8.7 Special and ordinary resolutions**

- a) A Special Resolution of the Association has the meaning defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

### **8.8 Proxies**

A Member shall be entitled to appoint in writing a natural person who is also a Member of the Association to be their proxy, and attend and vote at any General meeting of the Association.

## **9 Minutes**

- a) Proper minutes of all proceedings of General meetings of the Association and of meetings of the Committee shall be kept by the Secretary.
- b) The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Members of the Committee (as relevant) at a subsequent meeting.
- d) Where minutes are kept and confirmed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **10 Dispute Resolution**

The dispute resolution procedure adopted by Masters Swimming Australia from time to time is to be applied to the resolution of any disputes between Members or Members and the Association, subject to the Act.

## **11 Financial Reporting**

### **11.1 Financial year**

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 Months commencing on 1 July and ending on 30 June of each year.

### **11.2 Accounts to be kept**

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

### **11.3 Accounts and reports to be laid before Members**

The accounts together with the Treasurer's statement thereon shall be laid before Members at the Annual General meeting.

### **12 Prohibition against securing profits for Members**

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

### **13 Alteration of the Rules**

- a) These rules may be altered (including an alteration to the Association's name) by Special Resolution of the Members of the Association.
- b) The alteration shall be registered as required by the Act.
- c) The registered rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

#### **14 Winding up**

The Association may be wound up in the manner provided for in the Act by the passing of a special resolution by the Members of the Association and in accordance with the Act.

#### **15 Application of surplus assets**

a) If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its Members.

b) Such organisation or organisations shall be identified and determined by a resolution of Members in General Meeting.