

*CONSTITUTION
OF THE
CRUIZ SWIM CLUB
INCORPORATED*

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Name

1. The name of the club shall be the CRUIZ SWIM CLUB INCORPORATED, hereinafter referred to as 'the Club'.

Colours and Badge

2. The colours of the Club shall be Orange (burnt) and Black. The Club logo is as pictured immediately below:



Common Seal

3. The Club is to hold a Common Seal.
4. The Common Seal of the Club must be kept in the custody of the Secretary.
5. The Common Seal can only be attached or affixed to any instrument with the approval of the committee, and attaching the common seal must be witnessed and attested by the signatures of either two committee members or one committee member and the secretary.

Objectives

6. The objectives of the Club are:
 - a. to promote and encourage the sport of swimming;
 - b. to provide a pathway that will allow all swimmers to develop and progress to the best of their individual capabilities;
 - c. to provide an avenue for competitive participation in Club, district, regional, state and national swimming competitions;

- d. to promote an environment where a group of individuals can come together and support each other in their endeavours;
- e. to provide effective management of club related activities;
- f. to promote an environment that facilitates open communication and builds confidence and self-esteem amongst all club members;
- g. to provide an infrastructure and strategic plan that will allow for the further development of the Club;
- h. to do such things as are necessary and incidental to attain the objectives of the Club; and
- i. to affiliate to Swimming New South Wales (SNSW), Swimming Australian Capital Territory (SACT) and other kindred bodies from time to time.

Powers

- 7. The Club may do all the things permitted by law and by this Constitution that are necessary or which assist the pursuit of the Club's objectives.
- 8. Subject to the Constitution, the capacities of the Club include powers to:
 - a. consider, determine and implement courses of action to be taken in relation to the Club's objectives;
 - b. initiate projects or cooperate with other organisations concerned with promoting community interests involving the Club or its members;
 - c. raise funds in the form of subscriptions, sponsorship, fund raising activities, interest on investments or other forms of income;
 - d. manage the investment and expenditure of the Club's funds consistent with the Club's objectives;
 - e. make gifts, subscriptions or donations for purposes consistent with the Club's objectives; and
 - f. establish sub-committees and working groups as appropriate.

Funds

- 9. Only persons authorised by the committee can receive monies on behalf of the Club and make payments on behalf of the Club.
- 10. All monies received by and for the Club must be deposited as soon as practicable into an account in the name of the Club.
- 11. Financial transactions on behalf of the Club can be made:
 - a. via electronic transaction;
 - b. through a petty cash system; or
 - c. by cheque signed by any two signatories authorised by the committee.

12. Proposed Club expenditure over \$XX must be authorised by the committee or a General Meeting prior to being spent.

Membership

13. Subject to the following paragraphs, the membership of the Club shall comprise:
 - a. financial members of the Club who are:
 - i. eligible to compete in competitions as referred to below; or
 - ii. not eligible to compete;
 - b. Life members of the Club (appointed prior or after this Constitution comes into effect); and
 - c. other persons whom the committee admits to membership on terms the committee considers appropriate.
14. Membership is open to all individuals who accept the objectives and rules of the Club provided that any member who has not attained the age of 16 years shall not be entitled to vote at any meeting of the Club.
15. Individuals wishing to become members of the Club shall apply to the Committee in writing for membership.
16. The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
17. Where a member is eligible to compete in competitions, then that member:
 - a. shall use swim coaches approved by the committee; and
 - b. shall comply with any provisions relating to 'eligibility to compete', as adopted by Swimming Australia Ltd, SNSW and/or SACT.
18. Members who are not 'eligible to compete' shall be eligible to participate in the activities of the Club other than as a competitor.

Life members

19. At any Annual General Meeting of the Club any person or persons may be elected a Life member of the Club in recognition of special services rendered over a period of not less than ten years to the sport of swimming.
20. Prior to the Annual General Meeting, each nominee must be recommended to the Committee for consideration, and if approved by the Committee, be submitted for election at the Annual General Meeting of the Club and carried by a three quarters majority of those present, eligible and voting.

21. A Life member shall be entitled to attend and speak to any motion at all meetings of the Club and shall have such other privileges as may be decided upon from time to time by the Club.
22. A Life member shall be eligible for election to office or the Committee with full voting power. However, a Life Member shall not be entitled to vote at any meeting of the club unless otherwise qualified, as an actively participating member of the Club.

Membership fees

23. Members shall pay such fees, including an annual subscription fee, as are determined by the Club at an Annual General Meeting.
24. All members, other than the Patron, Vice-Patrons and Life members shall be liable for an annual subscription fee.
25. Membership fees shall fall due on the first day of October of each year. The Club year and the financial year of the Club shall run from 1 April to 31 March the following year.

Register

26. The Club must keep a register of members showing the name, address, contact details, date of commencement of membership and date of cessation of membership for each member.
27. The register is to be maintained and kept up to date by the membership secretary of the Club, or other person as authorised by the committee.

Cessation

28. A person ceases to be a member of the Club if the person:
 - a. dies;
 - b. resigns from membership by notice in writing;
 - c. is expelled from the Club; or
 - d. fails to pay outstanding membership fees within three months of the due date.

Disciplinary procedures

29. If the Executive committee forms the view that a member has:
 - a. wilfully refused or neglected to comply with the Club Constitution, Club by-laws, Rules and/or other procedures; or
 - b. wilfully acted in a manner prejudicial to the Club's interests;

the Executive committee may, by resolution, expel the member from the Club or suspend the member from the rights and privileges of membership for a specified period.

30. Where the Executive committee passes such a resolution, the secretary must, as soon as possible, provide a written notice to the member the subject of the resolution which:
 - a. sets out the Executive committee's resolution and the grounds on which it is based; and
 - b. sets a time, place and date between 14 and 28 days after service of the notice at which the member can attend before the Executive committee in relation to the resolution and provide either oral or written representations in relation to the resolution.
31. At the meeting to consider the resolution, the Executive committee must:
 - a. give the member an opportunity to make oral representations;
 - b. give due consideration to any oral representations made at the meeting or written submissions provided to the Executive committee by the member at or before the meeting; and
 - c. by resolution decide whether to confirm or revoke the Executive committee's earlier resolution.
32. If the Executive committee confirms its earlier resolution, the secretary must, within seven days after the confirmation, provide a written notice to the member:
 - a. informing them of the confirmation and of their right of appeal to a general meeting; and
 - b. advising them they have seven days from receipt of the notice to lodge an appeal.
33. A resolution confirmed by the Executive committee does not take effect:
 - a. until the end of the seven day appeal period within which the member is entitled to appeal against the resolution, and where the member does not exercise their right of appeal within that period; or
 - b. if, within that period, the member exercises the right of appeal, unless and until the general meeting confirms the resolution as set out below.
34. A member has seven days from receipt of the Executive committee's confirmation to provide the secretary with written notice of their intention to appeal the resolution.
35. If the member appeals within the timeframe, the secretary must notify the Executive committee, which must then call a general meeting of the Club

within 28 days of the secretary receiving the notice or as soon as possible thereafter.

36. At the general meeting:
 - a. the appeal is the only issue to be considered at the meeting;
 - b. the Executive committee and member must be given the opportunity to make oral and/or written representations in relation to the appeal; and
 - c. the members present must vote by secret ballot on the question of whether the resolution made by the Executive committee should be confirmed or revoked.

Committee

37. The Club shall have its affairs controlled and managed by the committee.
38. The committee:
 - a. may exercise all functions that may be exercised by the Club, other than those functions that are required by the Constitution to be exercised by the Club in a general meeting; and
 - b. has the power to perform all acts and do all things that appear to the committee to be consistent with the Club's objectives or necessary or desirable for the proper management of the affairs of the Club.
39. The committee has the power to approve swim coaches on terms the committee considers appropriate.
40. The committee consists of:
 - a. the office bearers of the Club; and
 - b. up to eight other members.
41. The office bearers of the Club, who will comprise the Executive committee of the Club, comprise:
 - a. the President;
 - b. Vice President;
 - c. Secretary;
 - d. Treasurer;
 - e. Race Secretary;
 - f. Public officer;

- g. at least one coaching representative, who may also fill one of the other Executive committee positions; and
- h. any other positions considered necessary.

Committee meetings

- 42. The committee shall meet as often as necessary to conduct the business of the Club and not less than eight occasions in the 12 month period following any Annual General Meeting. Any member of the club may attend these meetings.
- 43. Notice of a committee meeting shall be given at the previous committee meeting or by such other means as the committee may decide.
- 44. The quorum for committee meetings shall be three committee members elected at the previous Annual General Meeting or appointed under the provisions relating to casual vacancies.
- 45. The committee may function validly provided its number is not reduced below the quorum. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be dissolved.
- 46. Questions arising at any committee meeting shall be decided by the majority of votes of those present, eligible and voting. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- 47. Committee meetings can be held face to face, via telephone or video link or via such other means as the committee considers appropriate.

Office bearers

- 48. The President or, in the absence of the President, the Vice-President, shall act as Chairperson at each General Meeting and committee meeting of the Club.
- 49. If the President and Vice-President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as Chairperson.
- 50. The Secretary shall keep, or nominate other committee members to keep, the records of the business of the Club including the rules, register of members, minutes of all General and committee meetings and a file of correspondence. These records shall be available for inspection by any member and shall be held in the custody of the Secretary or other committee member.
- 51. The Treasurer shall ensure that all monies received by the Club are paid into an account in the name of the Club.

52. The Treasurer shall ensure that correct books and accounts are kept, showing the audited financial affairs of the Club. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer or other committee member.
53. The Public Officer must be 18 years of age or older and a resident of Australian Capital Territory.
54. When a vacancy occurs in the position of Public Officer, the committee shall within 14 days notify the appropriate ACT government agency on the prescribed form and appoint a new Public Officer.
55. The Public Officer may be an office bearer, committee member or any other person regarded as suitable for the position by the committee.
56. The committee must keep in their custody and control all records, books and other documents relating to the Club.
57. Any member may inspect such records, unless in the opinion of the secretary doing so could create a conflict of interest or breach of privacy, in which case the member will be provided with written reasons for why access was not provided.

Term of committee

58. The office bearers and the other members of the committee shall be elected at each Annual General Meeting.
59. Each committee member shall hold office from the date of their election or appointment until the conclusion of the next Annual General Meeting, unless their position becomes vacant before then as a result of the member:
 - a. dying;
 - b. ceasing to be a member of the Club;
 - c. resigning (in writing) from the committee position;
 - d. being removed from the committee position;
 - e. becoming bankrupt or personally insolvent;
 - f. in the case of the Public Officer, if they are no longer resident in the Australian Capital Territory;
 - g. suffering from a mental or physical incapacity; or
 - h. being absent without the consent of the committee from three successive committee meetings without providing reasonable justification for those absences to the satisfaction of the committee.
60. Retiring committee members are eligible for re-election.

61. A Club member appointed by the committee may fill any casual vacancy occurring in the committee. Where insufficient nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.

General meetings

62. General meetings are the basic management structure of the Club, and are to facilitate interaction between the committee and the rest of the Club's membership.
63. The Club shall convene the Annual General Meeting of the members of the Club in each year and within the period up to 31 May after the expiration of each financial year of the Club.
64. The Annual General Meeting shall receive for adoption from the committee a recommendation indicating the names of persons who, having been invited, have agreed to grant their patronage to the Club for the ensuing Club year for the positions of a Patron and up to three Vice-Patrons.
65. At least 14 days notice of all General Meetings and notices of motion shall be given to members by such means as may be determined by the committee.
66. No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting.
67. In the case of the Annual General Meeting the following business shall be transacted whether specified or not:
 - a. confirmation of the minutes of the last Annual General Meeting and any recent General Meeting;
 - b. receipt of the committee's report upon the activities of the Club in the last Club and Financial year;
 - c. election of office bearers and up to eight other members of the committee;
 - d. receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last Club Financial year, including:
 - i. income and expenditure;
 - ii. assets and liabilities; and
 - iii. mortgages, charges and other securities.
68. The quorum for the Annual General Meeting shall be a minimum of eight club members eligible to vote.
69. Voting at General Meetings shall be by a show of hands unless a secret ballot is required. Decisions shall be made by a simple majority vote.

70. All votes shall be given personally and there shall be no voting by proxy.
71. In the case of an equality of votes the person appointed to chair the General Meeting shall have a second or casting vote. Except where, in relation to the election of an office bearer, an equality of votes shall be resolved by lot to eliminate the unsuccessful candidate.
72. Nominations of candidates for election as office bearers or other committee members may be made at the Annual General Meeting.
73. If within half an hour of the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the following week at the same time and, unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned, at the same place.
74. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

Special resolution

75. A special resolution may be passed by a General Meeting of the Club in order to:
 - a. change the name of the Club;
 - b. change the Constitution of the Club;
 - c. make or amend By-Laws of the Club;
 - d. amalgamate with another swimming club;
 - e. voluntarily wind up the Club and distribute the property of the Club;
 - and
 - f. suspend, disqualify or expel a member of the Club.
76. A special resolution shall be passed in the following manner:
 - a. a notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution;
 - b. the notice must give details of the proposed special resolution and give at least 21 days notice of a meeting;
 - c. a quorum must be present at the meeting;
 - d. at least a three quarter majority of those present, eligible and voting must vote in favour of the resolution, with the exception of resolutions related to disciplinary matters, which requires only a simple majority.

77. A special resolution to change the name of the Club, Constitution or objectives shall be of no effect until such time as SNSW and SACT or their successor bodies have approved it.

Miscellaneous

78. The Club shall effect and maintain insurance as required by law, together with any other insurance regarded as necessary by the Club.
79. The Club shall affiliate with and remain affiliated with SNSW and SACT or their successor bodies, and shall to the extent permissible by this Constitution comply with any lawful and reasonable direction of those bodies.

By-Laws and Rules

80. A General Meeting may from time to time make and amend such By-Laws as may be necessary for the purposes of attaining the objectives of the Club.
81. The By-Laws made or amended at a General Meeting:
- a. shall take effect immediately or at such later date as the General Meeting shall determine; and
 - b. shall not be inconsistent with this Constitution or inconsistent with any rules adopted or recognised by SNSW and SACT or their successor bodies, unless those bodies have given their prior written approval to the By-Laws.
82. The Committee may from time to time make and amend such Club Rules as may be necessary for the purposes of attaining the objectives of the Club.
83. The Club Rules made or amended by the Committee:
- a. may adopt wholly or in part any rules relating to the conduct of swimming or swimming competitions as prescribed by SNSW and SACT or their successor bodies;
 - b. shall not be inconsistent with the Constitution or inconsistent with any rules adopted or recognised by SNSW and SACT or their successor bodies, unless those bodies have given their prior written approval to the Club Rules;
 - c. shall take effect immediately or at such later as the Committee shall determine; and
 - d. shall be presented at the next Annual General Meeting of the Club for consideration and approval. If the Annual General Meeting does not approve the Club Rules, they shall cease to have effect from the date of that meeting.

Liability

84. The Members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of winding up the Club except to the amount of any unpaid membership fees relating to the individual member.

Winding up

85. In the event of the winding up or the cancellation of the incorporation of the Club, the remains of all assets, after the satisfaction of all its debts and liabilities, shall not be paid to or distributed amongst the members of the Club. These assets shall be given or transferred to some other institution or institutions having objectives similar, or in a part similar to the objectives of the Club. This institution(s) shall also prohibit the distribution of its or their property among its or their members. Such institutions shall be determined by the members of the Club, at or before the time of dissolution or in default, thereby be disposed of in a manner provided for in the legislation under which the Club is incorporated.

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