



WARRINGAH AMATEUR SWIMMING ASSOCIATION

CONSTITUTION

Adopted or Amended	By Whom	Date
Adopted	Annual General Meeting	31 July 2000
Amended	Annual General Meeting	25 July 2005
Amended	Annual General Meeting	9 October 2006
Amended	Annual General Meeting	31 July 2007
Amended	Annual General Meeting	6 September 2010

Constitution of Warringah Amateur Swimming Association

1. NAME

The Association shall be called the 'Warringah Amateur Swimming Association Incorporated', herein referred to as the Association.

2. OBJECTS

The objects of the Association shall be:

- (a) to provide for the conduct, encouragement, promotion and administration of the sport of swimming for the mutual and collective benefit of our Members.
- (b) to stimulate public opinion in favour of providing and maintaining proper accommodation and facilities for competition, the teaching and the enjoyment of the sport of swimming.
- (c) to conduct and control Association competitions and to assist in the conduct of inter-club meets.
- (d) to promote co-operation between clubs, encourage and develop the standard of knowledge of officials, and promote awareness at local, club and Association level, of the value for all ages.
- (e) to keep authentic records of all matters pertaining to swimming within the Association.

3. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association, in addition to any powers it has under the Act, may adopt its own rules which may provide for:

- (a) the election of officers to control and manage the affairs of the Association;
- (b) the annual subscription to be paid by each Club within the Association;
- (c) the conduct of competitions restricted to Clubs in the Association;
- (d) the appointment of officials and to control Association competitions;
- (e) the control of its own finances; and
- (f) the making of By-Laws.

4. DEFINITIONS AND INTERPRETATIONS

4.1 Definitions

In this Constitution unless the context otherwise requires:

"Act" means the Associations Incorporation Act 2009 (NSW) and its Regulations.

"Association" means Warringah Amateur Swimming Association Incorporated.

"Association Year" means 1 October in any year to 30 September in the following year.

"By-Laws" means any by-laws made by the Association under Clause 29.

"Club" means and includes those organisations admitted to this category of membership in accordance with Clause 6.

"Committee" means the Committee of the Association elected or appointed as detailed in this Constitution.

"Constitution" means the Constitution for the time being of the Association.

"Delegate" means the person(s) elected or appointed from time to time by a Club to represent and act for and on behalf of the Club at General Meetings.

"General Meeting" means the annual or any Special General Meeting of the Association.

"Individual Member" means a registered financial member of a Club.

Constitution of Warringah Amateur Swimming Association

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registerable) relating to the Association,

“Life Member” means an Individual Member upon whom life membership of the Association has been conferred under Clause 5.2.

“Member” means a member for the time being of the Association under Clause 5.

“Objects” means the objects of the Association in Clause 2.

“Policy” means the policies made by the Association under Clause 29.

“President” means the president for the time being of the Association.

“Secretary” means the person holding office under this constitution as secretary of the Association, or if no such person holds that office, the Public Officer of the Association.

“Special Resolution” means a resolution passed:

- (a) by a General Meeting of the Association of which twenty-one (21) days’ notice of intention to move the motion has been given in accordance with this Constitution, and
- (b) by at least 75% of the persons present and voting at that meeting.

4.2 Interpretation

- (a) Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (b) In this Constitution unless the context otherwise requires:
 - (i) a reference to a function includes a reference to a power, authority and duty;
 - (ii) 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 or the performance of the duty;
 - (iii) words importing the singular include the plural and vice versa;
 - (iv) words importing any gender include the other gender;
 - (v) references to persons include corporations and bodies politic;
 - (vi) references to a person include the legal personal representatives, successors and permitted assigns of that person;
 - (vii) 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 any legislative authority having jurisdiction);
 - (viii) an expression used in the Act that is given a special meaning for the purposes of the Act, has in any Clause of this Constitution that deals with the same matter, the same meaning as in the Act; and
 - (ix) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.
- (c) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability,

Constitution of Warringah Amateur Swimming Association

without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

5. MEMBERS

5.1 Members of Association

The Members of the Association shall consist of:

- (a) the Clubs, which subject to this Constitution, shall be represented by Delegates who have the right to attend, debate and vote at General Meetings for and on behalf of their Club;
- (b) Individual Members who may attend General Meetings but otherwise have no right to debate or vote at General Meetings (unless also a Delegate);
- (c) Life Members of the Association, who may attend and debate but not vote at General Meetings of the Association (unless also a Delegate); and
- (d) Patrons of the Association.

5.2 Life Members

- (a) The Association may appoint Individual Members, who have performed outstanding service to the Association for a period of not less than seven (7) years, as Life Members in recognition of their efforts in furthering the interests of the Association.
- (b) A Life Member may only be elected by Special Resolution at an Annual General Meeting.
- (c) A nomination for life membership may only be made by the Committee.
- (d) Nominations for life membership must be submitted to the Association and must be received by the Secretary twenty-one (21) days prior to the relevant Annual General Meeting.
- (e) Nominations for life membership shall be examined by the Committee. After reviewing the nomination and completing any relevant enquiries, the Committee shall make a recommendation to the Annual General Meeting in relation to the nomination.
- (f) Upon life membership being conferred, the person's details shall be entered upon the register. A person shall become a Life Member from the time their life membership is formally announced.
- (g) Not more than three (3) Life Members shall be elected in any Association year.

6. CLUBS

6.1 Clubs

The Association shall consist of Clubs recognised and admitted to membership by the Committee.

6.2 Admission of Clubs

- (a) A Club applying for membership of the Association must have no fewer than twenty (20) persons as members. If admitted to membership, the Club must immediately register those twenty (20) Individual Members with the Association.
- (b) The Secretary of the Association must, as soon as practicable after receiving an enquiry relating to admission, provide the Club with appropriate membership information and the application for affiliation.

Constitution of Warringah Amateur Swimming Association

6.3 Compliance of Clubs

Each Club shall:

- (a) provide the Association not later than thirty (30) days after its Annual General Meeting a list of the names of the office bearers elected at the meeting; and
- (b) maintain, in a form and with such details as are acceptable to the Association, a register of all its members. Each Club shall provide a copy of the register at a time and in a form acceptable to or required by the Association and shall provide prompt and regular updates of that register to the Association when requested by the Committee.

6.4 Operation of Constitution

The Association and the Members agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and the sport of swimming are to be conducted, encouraged, promoted and administered by the Association;
- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of swimming, its standards, quality and reputation for the collective and mutual benefit of the Members;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of swimming and its maintenance and enhancement;
- (d) to make full and proper disclosure to each other of all matters of importance to the Association and swimming;
- (e) to ensure that no Member acquires a material or financial advantage at the expense of the Association or swimming;
- (f) to operate with mutual trust and confidence in pursuit of the Objects;
- (g) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects; and
- (h) to act for and on behalf of the interests of swimming, the Association and the Members.

7. SUBSCRIPTIONS AND FEES

- (a) The funds of the Association are to be derived from annual membership fees and such additional fees as decided at the Annual General Meeting of the Association.
- (b) Fees including annual membership fees payable by Members (or any category of Member) to the Association, the basis of, the time for and the manner of payment shall be as decided at the Annual General Meeting of the Association.
- (c) Monies payable to the Association by the Clubs under Clause 7(b) shall be forwarded to the Association for the Association's use by such dates as are prescribed by the Committee.
- (d) Any Club which has not paid all monies due and payable by that Club to the Association, shall (subject to the Committee's discretion), have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until the monies are fully paid or otherwise at the Committee's discretion.
- (e) Where the Committee exercises its discretion under Clause 7(d) and imposes a penalty on a Club which or who has not paid all monies due and payable by that Club to the Association, the Rules of natural justice are hereby expressly excluded and do not apply to the imposition of that penalty.

Constitution of Warringah Amateur Swimming Association

8. REGISTER OF MEMBERS

8.1 Association to Keep Register

The Association shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

8.2 Inspection of Register

- (a) Having regard to privacy and confidentiality considerations and subject to Clause 8.2(b), an extract of the register, excluding the address of any Member, shall be available for inspection (but not copying), upon reasonable request.
- (b) The extract of the register can only be inspected by Clubs and only in relation to Individual Members in their Club.

9. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and they are bound by this Constitution, the By-Laws, the Policies and the Rules;
- (b) they shall comply with and observe this Constitution, the By-Laws, the Policies and the Rules and any determination, resolution or policy which may be made or passed by the Committee or any duly authorised committee;
- (c) by submitting to this Constitution, the By-Laws, the Policies and the Rules they are subject to the jurisdiction of the Association;
- (d) this Constitution, the By-Laws, the Policies and the Rules are made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and swimming;
- (e) this Constitution, the By-Laws, the Policies and the Rules are necessary and reasonable for promoting the Objects and particularly the advancement and protection of swimming; and
- (f) they are entitled to all benefits, advantages, privileges and services of the Association membership.

10. DISCONTINUANCE OF MEMBERSHIP

10.1 Notice of Cessation

Where a Club ceases to be a member of the Association an entry, recording the date on which the Club ceased to be a Member shall be recorded in the register.

10.2 Forfeiture of Property Rights

A Club ceasing to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property, including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Club shall be returned to the Association immediately.

10.3 Forfeiture of Representation Rights

Where a Club ceases to be a Member it shall also forfeit all representation rights at General Meetings.

10.4 Membership May be Reinstated

Club Membership which has been withdrawn under this Constitution may be reinstated on application in accordance with this Constitution.

Constitution of Warringah Amateur Swimming Association

10.5 Individual Members and Clubs

Where a Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Club may continue to be recognised by the Association to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Committee.

11. DISCIPLINE OF MEMBERS

11.1 Discipline of Clubs

- (a) The Committee may take disciplinary action against a Club if the Club:
 - (i) does not comply with any of the provisions of this Constitution, or
 - (ii) acts in a way considered to be injurious or prejudicial to the objectives or interest of the Association; or
 - (iii) has membership fees in arrears for at least three months.
- (b) Before taking any action, the Committee may give a full and fair opportunity to the Club to show why action should not be taken.
- (c) If, after considering all representations made, the Committee decides to take disciplinary action against a Club, the Club will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association as set out in this Constitution and/or the By-Laws.

11.2 Discipline of Individual Members

- (a) Where the Committee is advised or considers that an Individual Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, the Policies and the Rules or any resolution or determination of the Committee;
 - (ii) acted in a manner unbecoming of a member or prejudicial to the Objects and interests of the Association and/or swimming; or
 - (iii) brought the Association or swimming into disrepute;

the Committee may commence or cause to be commenced disciplinary proceedings against that member, and that member will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association as set out in its Constitution and/or By-Laws.

11.3 Jurisdiction to Hear Matters

The Association may choose not to accept an appeal or other matter under this Clause where it considers it has been properly addressed by a Club.

11.4 Non Application of Clause 11

This Clause 11 shall not apply to any incident or matter to which the By-Laws, the Policies or the Rules apply and which include a disciplinary procedure. Any disciplinary matter which may be dealt with in accordance with the By-Laws, the Policies or the Rules shall be dealt with in accordance with the disciplinary procedure set out in such By-Laws, Policies or Rules.

Constitution of Warringah Amateur Swimming Association

12. DELEGATES

12.1 Appointment of Delegates

- (a) Each Club shall be entitled to appoint such number of persons as determined in the By-Laws to be its delegates at General Meetings of the Association. Clubs shall appoint their Delegates for such term as is deemed appropriate by the Club.
- (b) A Delegate must be an Individual Member of their Club who has been appropriately empowered by that Club to make decisions at General Meetings.

12.2 Delegates as Representative

Delegates shall represent their Club at General Meetings and shall have full power to consider and vote on resolutions at General Meetings.

12.3 Clubs to Advise

Clubs must advise the Association of its appointed Delegates, in a manner and at a time determined by the Committee.

13. GENERAL MEETINGS

13.1 Powers of the General Meeting

The Members in General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of the Members and the Association. The Members in General Meetings will act in the best interests of the Association and will in addition to its other powers and functions under the Act:

- (i) requisition a General Meeting;
- (ii) convene a General Meeting;
- (iii) elect or dismiss Committee members;
- (iii) alter the Constitution;
- (iv) consider the annual report;
- (v) consider Special Resolutions; and
- (vi) be the final arbiter on matters referred to it by the Committee.

14. ANNUAL GENERAL MEETING TO BE HELD

- (a) An Annual General Meeting of the Association shall be held at least once in each calendar year and within the period of six (6) months after 31 March in any year in accordance with this Constitution on a date and at a venue to be determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

15. NOTICE OF GENERAL MEETINGS

- (a) Notice of every General Meeting shall be given to every Club, Life Member and Committee Member at the address appearing in the register kept by the Association. No other person shall be entitled as of right to receive notices of General Meetings, except the Association's auditor(s).
- (b) At least twenty-eight (28) days' notice of the place, day and hour of the General Meeting shall be given.

Constitution of Warringah Amateur Swimming Association

- (c) At least fourteen (14) days' notice of the business to be transacted at a General Meeting shall be given, together with:
 - (i) any notice of motion received from any Club or the Committee in accordance with this Constitution;
 - (ii) relevant accounts and reports in accordance with this Constitution and the Act; and
 - (iii) the agenda for the meeting.

- (d) Notice of intention to attend a General Meeting shall be given to the Association Secretary by each delegate at least two (2) days prior to the scheduled day of the meeting. Should the Secretary fail to receive notice that the meeting shall proceed with a quorum, the Secretary shall notify all such delegates, by whatever means are appropriate, that the meeting is cancelled and consult the members of the Committee as to the next appropriate date to hold such meeting.

16. BUSINESS OF GENERAL MEETINGS

16.1 Business to be Transacted

- (a) The business that may be transacted at the Annual General Meeting shall include the following:
 - (i) confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since the previous Annual General Meeting;
 - (ii) receipt of Committee reports on the activities of the Association during the previous financial year;
 - (iii) receipt and consideration of financial statements or reports required to be submitted to members of the Association under the Act;
 - (iv) election of Committee members;
 - (v) determination of fees;
 - (vi) appointment of a Patron or Patrons; and
 - (vii) election of Life Members.

- (b) All business that is transacted at a General Meeting, with the exception of those matters set out in Clause 16.1(a) shall be Special Business. "Special Business" is business of which a notice of motion has been submitted in accordance with Clause 17.

16.2 No Other Business

No business other than that stated on the notice for a meeting shall be transacted at a General Meeting.

17. NOTICES OF MOTION

All notices of motion from Clubs and/or the Committee for inclusion as Special Business at a General Meeting must be submitted in writing (in the required form) to the Association Secretary not less than twenty-one (21) days (excluding receiving date and meeting date) prior to the General Meeting.

Constitution of Warringah Amateur Swimming Association

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meetings may be held

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where but for this Clause more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

18.2 Requisition of Special General Meetings

- (a) The Committee shall on the requisition in writing made by not less than ten percent (10%) of the Clubs or three (3) Clubs (whichever is the lower) convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Clubs making the requisition and be sent to the Secretary. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Clubs making the requisition.
- (c) If the Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Committee, the Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by Clubs under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee and any Member who consequently incurs expenses is entitled to be reimbursed by the Association for any expenses so incurred.

19. PROCEEDINGS AT GENERAL MEETINGS

19.1 Quorum Present

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be at least fifty (50) percent of the Clubs being Members.

19.2 President to Preside

The President or, in the President's absence, the Vice President, is to preside as chairperson at each General Meeting of the Association.

If the President and the Vice President are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

19.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of the Clubs, is to be dissolved; and
 - (ii) in any other case shall be adjourned to such other day and at such other time and place as the Chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Delegates and members of the Committee present form a quorum.

Constitution of Warringah Amateur Swimming Association

- (b) The Chair may, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Clause 19.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

19.4 Poll

At any General Meeting of the Association a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands):

- (a) directed by the Chair; or
- (b) demanded by over half the Delegates present.

19.5 Recording of Determinations

Except when a poll is conducted in terms of Clause 19.4, a declaration by the Chair 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 Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

19.6 Where Poll Demanded

If a poll is conducted under Clause 19.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the motion in respect of which the poll was conducted.

19.7 Minutes

- (a) No later than thirty (30) days after a General Meeting, minutes of the business transacted shall be issued to each member of the General Meeting and to the secretary of each Club.
- (b) The minutes of each General Meeting must be signed by the person presiding at the meeting or the person presiding at the next General Meeting, verifying their accuracy.

20. ENTITLEMENTS AT GENERAL MEETINGS

- (a) Each Delegate present is entitled to one (1) vote only. The Chair shall not have a casting vote. Where voting is equal the vote shall be lost. No other person shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in Clause 5.1.
- (b) Notwithstanding any other Clause of this Constitution, no Club shall be represented at, or take part in a General Meeting, unless all monies then due and payable by that Club to the Association are paid.

21. POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Association shall be governed, and the powers of the Association shall be exercised, by the Committee. The Committee shall act in accordance with the Objects of the Association and shall operate for the collective and mutual benefit of the Association, the Members and swimming.

Constitution of Warringah Amateur Swimming Association

22. COMPOSITION OF THE COMMITTEE

- (a) The Committee is to consist of the following, each of whom is to be elected at the Annual General Meeting of the Association under Clause 23:
 - (i) the office-bearers of the Association, and
 - (ii) up to three (3) Individual Members, or as many Individual Members as detailed in the By-Laws
- (b) The office-bearers of the Association are to be:
 - (i) President,
 - (ii) Vice-President,
 - (iii) Secretary,
 - (iv) Treasurer,
 - (v) Registrar, and
 - (vi) Race Secretary

23. ELECTION OF COMMITTEE MEMBERS

23.1 Nominations for Committee Members

- (a) Nominations must be received by the Secretary of the Association from Members to be considered for election as a Committee member twenty-one (21) days prior to the relevant General Meeting.
- (b) A Member may nominate for any number of Committee positions.
- (c) A Member elected to the position of President may not be elected to the position of Vice President.
- (d) A Member may not be elected to any more than two (2) office-bearer positions.
- (e) A Member elected to an office-bearer position may not be elected to an Individual Member position.

23.2 Form of Nomination

- (a) Nominations for election to the Committee pursuant to Clause 23.1 must be in writing on the prescribed form provided for that purpose.
- (b) Nominations for positions on the Committee may include a précis submitted by the nominee, of their background, experience and qualifications pertinent to the position.

23.3 Election Process

- (a) A list of the candidates' names in alphabetical order for each position must be notified in writing to each Club at least fourteen (14) days immediately preceding the General Meeting of the Association.
- (b) The election of Committee members shall be by secret ballot at the Annual General Meeting and in accordance with the By Laws.
- (c) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated as in Clause 23.1 are taken to be elected and further nominations may be taken from the floor of the meeting. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies and dealt with as detailed in Clause 24.2.

Constitution of Warringah Amateur Swimming Association

23.4 Term of Committee Members

Subject to the provisions in this Constitution relating to the earlier retirement or removal of Committee members, each Committee member shall hold office until the commencement of the election of Committee members at the next Annual General Meeting but is eligible for re-election.

24. VACANCIES OF COMMITTEE MEMBERS

24.1 Grounds for Termination of Committee Members

In addition to the circumstances (if any) in which the office of a Committee member becomes vacant by virtue of the Act, the office of a Committee member becomes vacant if the Committee member:

- (a) is no longer an Individual Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by providing notice in writing to the Association;
- (f) is absent without the consent of the Committee from three (3) consecutive Committee meetings held during a period of six (6) months;
- (g) without the prior consent or later ratification of the Members in General Meeting, holds any office of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest; or
- (i) is removed from office by Special Resolution.

24.2 Casual Vacancies

Any casual vacancy occurring on the Committee, the continuing members of the Committee may appoint any Member of the Association to fill the vacancy until the conclusion of the Annual General Meeting next following the date of the appointment.

24.3 Remaining Committee Members May Act

In the event of a casual vacancy or vacancies 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 Committee meeting, they may act to:

- (a) increase the number of Committee members to the number required for a quorum; or
- (b) call a General Meeting of the Association.

25. MEETINGS OF THE COMMITTEE

25.1 Committee to Meet

- (a) The Committee shall meet as often as is deemed necessary, but no fewer than three (3) times in a twelve (12) month period, for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit.
- (b) Notice of intention to attend a meeting of the Committee shall be given to the Secretary by each Committee member at least two (2) days prior to the scheduled day of meeting. Should the Secretary fail to receive notice that a quorum of members plan to be present at the meeting, the Secretary shall notify all members, by whatever means are

Constitution of Warringah Amateur Swimming Association

appropriate, that the meeting is cancelled and consult the members of the Committee as to the next appropriate date to hold such meeting.

25.2 Chair

The President shall chair any Committee meeting at which they are present. If the President is not present or is unwilling or unable to preside, the Vice President is to preside as chairperson.

If the President and the Vice President are absent or unwilling to act, the remaining Committee members shall appoint one of their number to preside as chair for that meeting only.

25.3 Decisions of Committee

- (a) Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee members present and entitled to vote shall for all purposes be deemed a determination of the Committee. All Committee members shall have one (1) vote on any question. The Chair shall also have a casting vote where voting is equal.
- (b) The Secretary shall notify all Clubs in writing of all administrative decisions made at a Committee meeting within 14 days of the conclusion of that meeting.

25.4 Resolutions Not in Meeting

- (a) A resolution in writing, signed or assented to by electronic communication by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Committee members.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one (1) or more of the Committee members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Committee members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee;
 - (iii) in the event of a failure in communications prevents Clause 25.4 (b) (i) from being satisfied by a quorum of Committee members then the meeting shall be suspended until Clause 25.4 (b) (i) is satisfied again. If such is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Committee member is physically present at the place for the meeting specified in the notice of meeting.

25.5 Quorum

- (a) At meetings of the Committee the number of Committee members whose presence or participation under Clause 25.4 is required to constitute a quorum is 50% or more of the number of current members of the Committee.

Constitution of Warringah Amateur Swimming Association

- (b) If a quorum is not present within 30 minutes after the time fixed for a Committee meeting, the meeting is to be adjourned to:
 - (i) the same day, time and place in the next week; or
 - (ii) a day, time and place decided by the Committee.

25.6 Notice of Committee Meetings

Unless all Committee members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than seven (7) days' written notice of the meeting of the Committee shall be given to each Committee member. The agenda shall be forwarded to each Committee member no fewer than five (5) days prior to such meeting.

25.7 Validity of Committee Decisions

A procedural defect in decisions taken by the Committee shall not result in such decision being invalidated.

25.8 Minutes

The minutes of the Committee meeting must be signed by the person presiding at the meeting, or the person presiding at the next Committee meeting, verifying their accuracy.

26. CONFLICTS

A Committee member shall declare to the Committee their interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter;
- (d) financial matter; or
- (e) other matter

in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Committee, absent themselves from discussion of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Committee member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred. The Secretary shall maintain a register of declared interests.

27. PUBLIC OFFICER

- (a) The Committee shall ensure that a person is appointed as Public Officer in accordance with the Act.
- (b) The Public Officer will be familiar with the provisions of the Act and will use their best endeavours to ensure that all documents, financial statements, reports and statutory declarations are lodged by the prescribed date and advise the President if any item to be lodged is not available.
- (c) The Committee may at any time remove the Public Officer and appoint a new public officer provided the person appointed is eighteen (18) years of age or older and a resident of the geographical boundaries as required by the Act.
- (d) The Public Officer shall be deemed to have vacated his position in the following circumstances;
 - (i) death;
 - (ii) resignation;

Constitution of Warringah Amateur Swimming Association

- (iii) removal by the Committee or at a General Meeting;
- (iv) bankruptcy or financial insolvency;
- (v) mental illness; or
- (vi) residency outside the geographical boundaries as required by the Act.

28. DELEGATIONS

28.1 Committee may Delegate Functions

The Committee may by instrument in writing create or establish or appoint from among the Committee Members or otherwise, Sub-Committees, individual officers or consultants to carry out such duties and functions and with such powers, as the Committee determines.

28.2 Delegation by Instrument

The Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Committee by the Act or any other law or this Constitution.

28.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this Clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

28.4 Procedure of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under Clauses 25 and 26. The quorum shall be determined by the committee, but shall be no less than one half of the total number of committee members.

28.5 Delegation may be Conditional

A delegation under this Clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

28.6 Revocation of Delegation

The Committee may by instrument in writing, revoke wholly or in part any delegation made under this Clause, and may amend, repeal or veto any decision made by such body or person under this Clause.

28.7 Sub-Committees

- (a) The Committee may appoint Sub-Committees to deal with matters as described in the By-Laws.
- (b) A Sub-Committee under this Clause will function as a committee of the Committee in accordance with this Clause 28. For the avoidance of doubt a Sub-Committees and its members are responsible to the Committee and are subject to the direction of, and delegation prepared by, the Committee in accordance with this Clause 28.

Constitution of Warringah Amateur Swimming Association

29. BY-LAWS AND POLICIES

29.1 Committee to Formulate By-Laws and Policies

The Committee may formulate, approve, issue, adopt, interpret and amend such By-Laws and Policies for the proper advancement, management and administration of the Association and, the advancement of the Objects as it thinks necessary or desirable. Such By-Laws and Policies must be consistent with this Constitution.

29.2 By-Laws and Policies Binding

All By-Laws and Policies made under this Clause shall be binding on the Association and Members.

29.3 By-Laws and Policies Deemed Applicable

All powers, rules, regulations, policies and by-laws of the Association in force at the date of the approval of this Constitution under the Act insofar as such powers, rules, regulations, policies or by-laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws and Policies under this Clause.

29.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws and Policies shall be advised to Clubs by means of notices approved by the Committee and prepared and issued by the Association. Clubs shall be obliged to draw such notices to the attention of its respective members. Notices are binding upon all Members.

30. RECORDS AND ACCOUNTS

30.1 Custody and Inspection of Books

- (a) Except as otherwise provided by this Constitution, the Committee must keep in its custody or under its control all records, books and other documents relating to the Association.
- (b) The records, books and other documents of the Association must be open to inspect, free of charge, by a Club at any reasonable hour.

30.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct.

30.3 The Association to Retain Records

The Association shall retain such records for not less than seven (7) years after the completion of the transactions or operations to which they relate.

30.4 Committee to Submit Accounts

The Committee shall submit to the Annual General Meeting the accounts of the Association in accordance with this Constitution and the Act.

30.5 Accounts Conclusive

The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

Constitution of Warringah Amateur Swimming Association

30.6 Accounts to be Provided to Members

The Association shall cause to be provided to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with this Constitution, a copy of the accounts, the Committee's report, the auditor's report and every other document required under the Act.

30.7 Negotiable Instruments

All negotiable instruments shall be signed or otherwise executed, by any two (2) office bearers or in such other manner and by such persons the Committee determines.

30.8 Funds and Accounts

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Committee.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) All payments of \$100 or more are to be paid by cheque or electronic funds transfer.
- (e) All expenditure must be approved or ratified at a Committee meeting.

30.9 Financial Year

The financial year of the Association closes on 31 March each year.

31. APPLICATION OF INCOME AND PROPERTY

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (d) Nothing contained in Clauses 31(b) or 31(c) shall prevent payment in good faith to any Member:
 - (i) for any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) for goods supplied to the Association in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to the Association; or
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

33. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by a General Meeting, if required or directed by NSW Fair Trading and the remuneration of such auditor or auditors fixed by the Committee.

Constitution of Warringah Amateur Swimming Association

34. RESOLUTION OF INTERNAL DISPUTES

- (a) Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (b) At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

35. NOTICES

35.1 Manner of Notice

- (a) Notices may be given to any Member by sending the notice by pre-paid post or by electronic mail, to the Member's registered address or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

36. ADDITION ALTERATION OR AMENDMENT

- (a) Subject to the Act, this Constitution may be amended, repealed or added by way of a Special Resolution carried at a General Meeting.
- (b) An amendment, repeal or addition is valid only if it is registered as required by the Act.

37. Winding up of Association and liability of members

37.1 Club Contributions

Each Club undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar (\$1).

37.2 Distributions of Property on Winding Up

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by Clause 31. Such organisation to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or Australian Capital Territory as may have or acquire jurisdiction in the matter.

Constitution of Warringah Amateur Swimming Association

37.3 Liability of Members

The liability of the Members of the Association is limited.

38. INDEMNITY

38.1 Committee Members to be Indemnified

Every Committee member, auditor, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by them in their capacity as a Committee member, auditor, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

38.2 The Association to Indemnify Committee Members

The Association shall indemnify its Committee members and employees against all damages and costs (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 except wilful misconduct:

- (a) in the case of a Committee member, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.