

REGISTERED NUMBER:

TITLE: CONSTITUTION OF THE COOK & PHILLIP SWIM CLUB

As amended: 20 February 2004 (clause 3.10)

SIGNATURE:

PUBLIC OFFICER:

DATE:

CONSTITUTION OF THE COOK & PHILLIP SWIM CLUB

PART I NAME

The name of the Club shall be the **COOK & PHILLIP SWIM CLUB** referred to as the "Club".

PART 2 OBJECTS

The objects of the Club shall be

2.01 To promote and encourage the art of swimming.

2.02 To stimulate public opinion in favour of providing proper accommodation and facilities for swimming.

2.03 To do such things as are necessary and incidental to attain the objects of the Club.

2.04 To affiliate to such appropriate bodies as determined by the Committee.

PART 3 MEMBERSHIP

3.01 Subject to this Constitution the membership of the Club shall comprise the members of the Club together with such other people as the Committee admits to membership and any life members appointed pursuant to Part 10.

3.02 Membership is open to all individuals who accept the objects and rules of the Club provided that any member who has not attained the, age of sixteen (16) years shall not be entitled to vote at any meeting of the Club.

3.03 Individuals wishing to become members of the Club shall apply to the Committee for membership.

3.04 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.

3.05 Where a member is a competitor, then that member shall comply with any provisions relating to eligibility to compete, as adopted by Swimming New South Wales Limited from time to time.

3.06 Members who are not 'eligible to compete', as provided by Swimming New South Wales Limited shall be eligible to participate in the activities of the Club other than that of competitors, but not in the affairs of Swimming New South Wales Limited unless otherwise as defined in the Constitution of Swimming New South Wales Limited PROVIDED THAT all members as

defined in Clauses 3.05 and 3.06 other than the Patron, Vice-Patrons and Life Members shall be liable for the annual subscription provided herein.

3.07 Members shall pay such fees as are determined by the Club at a General Meeting.

3.08 A register of members shall be kept by the Club showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.

3.09 Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within three (3) months of the due date.

3.10 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 1st October to 30th September next following.

PART 4 DISCIPLINING OF MEMBERS

The procedure for disciplining members by suspension, disqualification or expulsion shall be for the Committee:

4.01 To charge the defaulting member in writing with the offence.

4.02 To cite the member to appear at a meeting of the Committee.

4.03 To give fourteen (14) days notice of the meeting.

4.04 To decide the action to be taken.

4.05 To keep proper minutes of the meeting, details of the action taken and to hold in safe custody any documents associated with the matter.

4.06 To advise the member charged as to the action decided by the Committee.

4.07 Provided that the Club is affiliated to Swimming New South Wales Limited, to advise that Association of the action taken in disciplining a member involving suspension, disqualification or expulsion.

4.08 Provided that the Club is affiliated to Swimming New South Wales Limited, to advise the, member charged and so dealt with that he has the right of appeal to the Swimming New South Wales Limited as provided in the Constitution of that Body.

PART 5 MANAGEMENT - BY COMMITTEE

5.01 The Club shall have its affairs controlled and managed by the Committee comprising the office bearers and up to eight (8) other members.

5.02 The office bearers shall consist of a President, Senior Vice President, Secretary, Treasurer and Race Secretary.

5.03 The office bearers and the other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee. Where insufficient nominations are received any vacant positions remaining on the Committee shall be deemed to be casual vacancies.

5.04 Each member of the Committee shall hold office from the date of their election or appointment until the conclusion of the next Annual General Meeting.

5.05 Retiring Committee members are eligible for re-election.

5.06 The Committee shall meet as often as necessary to conduct the business of the Club and not less than on ten (10) occasions in the twelve (12) months period following any Annual General Meeting.

5.07 The quorum for meetings of the Committee shall be four (4) Committee members elected at the previous Annual General Meeting or appointed under the provisions relating to casual vacancies.

5.08 Notice of a Committee Meeting shall be given at the previous Committee Meeting or by such other means as the Committee may decide.

5.09 A member of the Committee shall cease to hold office upon resignation in writing; removal as a member of the Club; or absence from three successive Committee Meetings without providing reasonable justification for those absences to the satisfaction of the Committee.

5.10 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.

5.11 Questions arising at any meeting of the Committee 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.

PART 6 GENERAL MEETING

6.01 The Club shall convene the Annual General Meeting of the members of the Club in each year and within the period up to 30th November after the expiration of each financial year of the Club. A Special General Meeting shall be convened within thirty (30) days of receipt of a Special Resolution or a requisition in writing from ten (10) members stating the business to be discussed.

6.02 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 (3) Vice-Patrons.

6.03 At least fourteen (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. In the case of General Meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least twenty-one (21) days before the meeting.

6.04 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting. In the case of the Annual General Meeting the following business shall be transacted whether specified or not:

6.04.1 Confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting.

6.04.2 Receipt of the Committees report upon the activities of the Club in the last Club and Financial year.

6.04.3 Election of office bearers and up to eight (8) other members of the Committee.

6.04.4 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,

- income and expenditure
- assets and liabilities
- mortgages, charges and other securities

6.05 The quorum for a General Meeting shall be the lesser of twenty (20) members or half the membership eligible to vote.

6.06 Voting at General Meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by a special resolution where a three quarters majority of the members present, eligible and voting is required.

6.07 All votes shall be given personally and there shall be no voting by proxy.

6.08 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 an election to an office an equality of votes shall be resolved by lot to eliminate the unsuccessful candidate.

6.09 Nominations of candidates for election as office bearers or other committee members may be made at the Annual General Meeting.

6.10 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, and in any other case 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.

6.11 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.

PART 7 OFFICE BEARERS

7.01 The President or, in the absence of the President, the Senior Vice-President shall act as Chairman at each General Meeting and Committee meeting of the Club.

7.02 If the President and Senior 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 Chairman.

7.03 The Secretary shall keep, or cause to be kept, 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.

7.04 The Treasurer shall ensure that all monies received by the Club are paid into an account in the name of the Club. Payments shall be made through a petty cash system or by cheque signed by two (2) signatories authorised by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a General Meeting.

7.05 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.

PART 8 SPECIAL RESOLUTIONS

8.01 A special resolution may be passed by a General Meeting of the Club to effect the following:

8.01.1 To change the name of the Club.

8.01.2 To change the Constitution of the Club.

8.01.3 To change the objects of the Club.

8.01.4 To make or amend By-Laws of the Club.

8.01.5 To amalgamate with another swimming club.

8.01.6 To voluntarily wind up the Club and distribute the property of the Club, subject to Part 15.

8.02 A special resolution shall be passed in the following manner:

8.02.1 A notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution.

8.02.2 The notice must give details of the proposed special resolution and give at least twenty-one (21) days notice of a meeting.

8.02.3 A quorum must be present at the meeting.

8.02.4 At least three quarters majority of those present, eligible and voting must vote in favour of the resolution.

8.03 A special resolution to change the name of the Club Constitution or objects shall be of no effect until such time as it has been approved by Swimming New South Wales Limited or such other body or corporation as may succeed that Organisation.

PART 9 MISCELLANEOUS

9.01 The Club shall effect and maintain insurance as required by law together with any other insurance regarded as necessary by the Club.

9.02 The funds of the Club shall be derived from the fees of members, donations, grants and such other sources approved by the Club.

9.03 The Common Seal of the Club shall be kept in the custody of the Public Officer and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two (2) members of the Committee.

9.04 The Colours of the Club shall be mid-blue and orange provided that the badge of the Club shall be the same as that of Cook & Phillip Park Aquatic Centre.

PART 10 LIFE MEMBERS

10.1 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 (10) years to the sport of swimming.

10.2 Each nominee shall 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.

10.3 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. 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.

PART 11 BY-LAWS

11.01 A General Meeting may from time to time make such By-Laws as may be necessary for the purposes of attaining the objects of the Club.

11.02 A General Meeting may from time to time make, amend or repeal any By-Laws made pursuant to this Clause and such action shall take effect immediately or at such later date as the General Meeting shall determine.

11.03 A By-Law made pursuant to this Clause shall not be inconsistent with this Constitution nor, if so affiliated, inconsistent with any rules adopted or recognised by Swimming New South Wales Limited or such body or corporation as may succeed that Organisation, unless the Association has given its prior written approval to the By-Law.

PART 12 CLUB RULES

12.01 The Committee may from time to time make such Club Rules as may be necessary and convenient for the purposes of attaining the objects of the Club.

12.02 The Committee may adopt wholly or in part any rules relating to the conduct of swimming or swimming competitions as prescribed by Swimming New South Wales Limited.

12.03 The Committee may from time to time vary, amend or repeal any Club Rules made pursuant to this Clause.

12.04 A Club Rule made pursuant to this Clause shall take effect from the date that it is made or such later date as the Committee shall decide and shall be laid before the next Annual General Meeting of the Club and that General Meeting may disallow the Club Rule whereupon it shall cease to have effect from the date of that meeting.

12.05 A Club Rule made pursuant to this Clause shall not be inconsistent with this Constitution nor, if so affiliated, inconsistent with any rules adopted or recognised by Swimming New South Wales Limited or such other body or corporation as may succeed that Organisation, unless that Association has given its prior written approval to the Club Rule.

PART 13 PUBLIC OFFICER

13.01 The Committee shall ensure that a person is appointed as Public Officer.

13.02 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 New South Wales.

13.03 The Public Officer shall be deemed to have vacated his position in the following circumstances:

- death;
- resignation;
- removal by the committee or at a General Meeting;
- bankruptcy or financial insolvency;
- mental illness;
- residency outside New South Wales.

13.04 When the vacancy occurs in the position of Public Officer the Committee shall within fourteen (14) days notify Business and Consumer Affairs on the prescribed form and appoint a new Public Officer.

13.05 The Public Officer may be an office bearer, committee member or any other person regarded as suitable for the position by the Committee.

PART 14 LIABILITY OF MEMBERS

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 the winding up of the Club except to the amount of any unpaid membership fees.

PART 15 WINDING UP OF THE CLUB.

In the event of the winding up of the Club and there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Club, such property shall be given or transferred to some other institution or institutions having objects similar or in a part similar to the objects of the Club and which shall also prohibit the distribution of its or their property among its or their members such institutions to be determined by the members of the Club at or before the time of dissolution.