

# ASSOCIATIONS INCORPORATION ACT 1981

## RULES FOR AN INCORPORATED ASSOCIATION

### 1 NAME AND OBJECTIVES

- (1) The incorporated association is BAYSIDE SWIMMING CLUB INCORPORATED A.B.N. 70 325 509 790 Reg No A0000468J (in the Rules called the 'association').
- (2) The Association is formed to promote natatorial activities in all of its forms, and to accomplish this, shall;
  - (a) affiliate and otherwise liaise with the Swimming Victoria Incorporated ("SV") and such other bodies as may be desirable to achieve these Objects;
  - (b) conduct, encourage, promote, advance, control and administer natatorial activities in the Association for the benefit of the Members and the development of swimming;
  - (c) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and swimming, its standards, quality and reputation for the collective and mutual benefit of the Members and swimming;
  - (d) at all times to act on behalf of, in the interests of, and in conjunction, with the Members;
  - (e) promote the economic and sporting success, strength and stability of the Association, and each Member, and to act interdependently with each Member in pursuit of these Objects;
  - (f) ensure compliance with the rules and by-laws as amended from time to time of SV;
  - (g) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
  - (h) strive for governmental, commercial and public recognition of the Association, and swimming;
  - (i) through or in association with other Clubs or other entities or of itself, promote the health and safety of all Members;
  - (j) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to further these Objects;
  - (k) formulate or adopt and implement appropriate policies, including in relation to harassment, discrimination, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs and such other matters as arise from time to time as issues to be addressed in swimming;
  - (l) represent the interests of its Members and of swimming generally in any appropriate forum;
  - (m) have regard to the public interest in its operation;
  - (n) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;
  - (o) adopt the Australian Swimming Member Protection Policy, (as amended from time to time), and to comply with its requirements;
  - (p) encourage and promote performance-enhancing drug free competition; and

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

Note:- The association acknowledges that in affiliating with Swimming Victoria Inc. it agrees to be bound by the Constitution and Rules of Swimming Victoria Inc. in force at any time.

## **2 DEFINITIONS**

- (1) In these Rules, unless the contrary intention appears-
- "Act" means the Associations Incorporation Act 1981.
  - "committee" means the committee of management of the Association.
  - "financial year" means the year ending 30th. April.
  - "general meeting" means a general meeting of members convened in accordance with Rule 12.
  - "member" means a member of the Association.
  - "ordinary member of the committee" means a member of the committee who is not an officer of the Association under Rule 21.
  - "regulations" means regulations under the Act.
  - "relevant documents" has the same meaning as in the Act.
  - "SV" means Swimming Victoria Inc or its successor being the peak body for the administration of natatorial activities in Victoria.
  - "ASI" means Australian Swimming Incorporated.
  - "Hearings Tribunal" means a Hearings Tribunal established under the rules of SV.
  - "FINA" means the International Federation of Swimming Associations.
- (2) In these Rules a reference to the Secretary of an Association is a reference-
- (a) if a person holds office under these Rules as Secretary of the Association - to that person; and
  - (b) in any other case, to the public officer of the Association.

## **3 ALTERATION OF THE RULES**

- (1) These Rules and the Statement of Purposes of the Association must not be altered except in accordance with the Act.
- (2) The Association must affiliate with Swimming Victoria Inc.
- (3) All members of the Association must be registered annually with Swimming Victoria Inc.
- (4) Amendments to Rules and Statement of Purposes must be submitted to Swimming Victoria Inc. for approval.

## **4 MEMBERSHIP, ENTRY FEES AND SUBSCRIPTIONS**

- (1) A person who applies and if approved for membership as provided for in these Rules is eligible to be a member of the Association on payment of the entrance fee

and annual subscription payable under these Rules.

- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless -
  - (a) he/she applies for membership in accordance with sub-rule(3); and
  - (b) the admission as a member is approved by the committee.
- (3) An application of a person for membership of the Association must-
  - (a) be made in writing in the form set out in Appendix 1; and
  - (b) be lodged with the Secretary of the Association.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee approves the application for membership, the Secretary must, as soon as practicable-
  - (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in the sub-rule(6), enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership applicable to the type of membership when his/her name is entered on the register of members.
- (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege or obligation of a person by reason of membership of the Association-
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise
- (11) The entrance fee is the relevant amount set out in Appendix 4.
- (12) The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before 1st May in each year.
- (13) By signing the Application for Membership Form, the applicant acknowledges that he is bound by The Rules of the Association, Swimming Victoria Inc, Australian Swimming Inc and FINA for the time being in force.

## **5 REGISTER OF MEMBERS**

- (1) The Secretary must keep and maintain a register of members containing-
  - (a) the name and address of each member; and
  - (b) the date of entry of the name of each member in the register.
- (2) The register is available for inspection free of charge by any member upon request. No person may use the information from the register of members for any purpose which would
  - (a) breach privacy legislation, or
  - (b) be for commercial, business or marketing purposes, or
  - (c) result in financial gain.
- (3) A member may make a copy of entries in the register.
- (4) The Secretary must provide Swimming Victoria Inc. with an updated list of members of the Association at intervals as required by Swimming Victoria Inc..

## **6 CEASING MEMBERSHIP**

- (1) A member of the Association who has paid all moneys due and payable by a member of the Association may resign from the Association by giving one month's notice in writing to the Secretary of his/her intention to resign.
- (2) After the expiry of the period referred to in sub-rule(1) -
  - (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

## **7 GRIEVANCE**

- (1) Where a member of the Association has a grievance arising from their involvement in the activities of the Association, whatever that may be, with another member, officer or employee of the Association, and that member considers that the grievance warrants investigation and action by the Association that member shall follow the procedure in this clause. If the grievance is a matter which is dealt with in the Member Protection Policy of Australian Swimming it shall be dealt with in accordance with the Member Protection Policy.
- (2) **Grievance Officer**  
The member shall contact, the Club Grievance Officer, who has been appointed by the Committee, and advise that they have a grievance that they wish to discuss. The identity of the Club Grievance Officer will be communicated to all members of the Association in writing each year. Where a grievance is to be submitted in writing it should be addressed clearly to the Club Grievance Officer, and marked "Private and Confidential".
- (3) **Action by Grievance Officer**
  - (a) Where a grievance has been received by the Club Grievance Officer, he shall as soon as practicable, discuss the grievance with the aggrieved party. The

- Club Grievance Officer may take whatever steps and conduct whatever investigations necessary to determine whether a grievance is legitimate.
- (b) Where the Club Grievance Officer determines that the grievance is legitimate he shall take all necessary steps to resolve the grievance. He may recommend to the Committee what he considers an appropriate action.
  - (c) Where the Club Grievance Officer determines that the grievance is not legitimate he shall advise the aggrieved party accordingly in writing. If the aggrieved party is not satisfied with the Club Grievance Officer's determination they may appeal to the Committee.
  - (d) Where the Club Grievance Officer is unable to resolve a grievance or considers the grievance of a very serious nature he shall report the grievance to the Secretary and/or the Committee.
  - (e) All grievances received by the Club Grievance Officer, and all information surrounding the circumstances of a grievance which is discovered by the Club Grievance Officer on investigation shall be confidential and may only be communicated to the Secretary and/or the Committee.

(4) **Procedures by a Grievance Officer**

In investigating a grievance and/or determining its legitimacy, the Club Grievance Officer shall observe the rules of natural justice, and apply the procedures (if any) specified in the By-Laws.

## **8 DISCIPLINE OF MEMBERS**

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

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

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

## **9 ANNUAL GENERAL MEETINGS**

- (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is

an annual general meeting.

- (3) The ordinary business of the annual general meeting shall be-
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the Association and the ordinary members of the committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **10 SPECIAL GENERAL MEETINGS**

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must-
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## **11 SPECIAL BUSINESS**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

## **12 NOTICE OF GENERAL MEETINGS**

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent-
  - (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, to the Secretary of that business who must include that business, in the notice calling the next general meeting.

## **13 QUORUM AT GENERAL MEETINGS**

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present-
  - (i) in the case of a meeting convened upon the request of members the meeting must be dissolved; and
  - (ii) in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

## **14 PRESIDING AT GENERAL MEETINGS**

- (1) The President, or in his/her absence, a Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-Presidents are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

## **15 ADJOURNMENT OF MEETINGS**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in sub-rule(13), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **16 VOTING AT GENERAL MEETINGS**

- (1) For the purpose of voting at a general meeting, a member is a person who is a
  - (a) financial member eighteen years of age or over, or
  - (b) life member whose name is held by the secretary in a register of life members.
- (2) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (3) All votes must be given personally or by proxy.
- (4) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect to the current financial year.

## **17 POLL AT GENERAL MEETINGS**

- (1) If at a meeting a poll on any question is demanded by not less than three members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **18 MANNER OF DETERMINING WHETHER RESOLUTION IS CARRIED**

If a question arising at a general meeting of the Association is determined on a show of hands-

- (a) a declaration by the Chairperson that a resolution has been-
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **19 PROXIES**

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in Appendix 3.

## **20 COMMITTEE OF MANAGEMENT**

- (1) The affairs of the Association shall be managed by the committee of management.
- (2) The committee-
  - (a) shall control and manage the business and affairs of the Association; and
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
  - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 23 of the Act, the committee shall consist of-
  - (a) the officers of the Association; and
  - (b) six ordinary members -  
each of whom shall be elected at the annual general meeting of the Association in each year or co-opted by majority vote of the committee during the year due to casual vacancies occurring.

## **21 OFFICE HOLDERS**

- (1) The officers of the Association shall be-
  - (a) a President;
  - (b) two Vice-Presidents;
  - (c) a Secretary; and
  - (d) a Treasurer.
- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule(1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his/her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule(1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## **22 ORDINARY MEMBERS OF THE COMMITTEE**

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

Note:- Other officers may be elected to complete additional tasks as set down from time to time in the by-laws of the Association.

## **23 ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be
  - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the

candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

## **24 VACANCIES**

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member-

- (a) ceases to be a member of the Association; or
- (b) becomes insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

## **25 MEETINGS OF THE COMMITTEE**

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

## **26 NOTICE OF COMMITTEE MEETINGS**

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **27 QUORUM OF COMMITTEE MEETINGS**

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present-
  - (i) in the case of special meeting- the meeting lapses;

- (ii) in any other case- the meeting shall stand adjourned to the same place and at the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

## **28 PRESIDING AT COMMITTEE MEETINGS**

At meetings of the committee-

- (a) the President or, in the President's absence, a Vice-President presides; or
- (b) if the President and the Vice-Presidents are absent, or are unable to preside, the members present must choose one of their number to preside.

## **29 VOTING AT COMMITTEE MEETINGS**

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at the meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **30 REMOVAL OF COMMITTEE MEMBER**

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his/her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule(1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

## **31 MINUTES OF MEETINGS**

- (1) The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

## **32 FUNDS**

- (1) The Treasurer of the Association must-
  - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the President, Vice-President, Treasurer or the Secretary.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.
- (4) The books of account of the Association must be audited once each year immediately prior to the annual general meeting of the Association and the results of the audit presented at the annual general meeting unless the committee shall deem otherwise when the books of account may be required to be audited more frequently.

### **33 SEAL**

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

### **34 NOTICE TO MEMBERS**

Except for the requirement of rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him/her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him/her in this manner.

### **35 WINDING UP**

- (1) In the event of winding up or the cancellation of the incorporation of the Association, the assets of the Association must be forwarded to Swimming Victoria Inc. to be held in trust for five(5) years or otherwise may be disposed of in accordance with the provisions of the Act.
- (2) If the assets of the Association have been entrusted to Swimming Victoria Inc. and

the Association is still dissolute after five years, then they are to be used by Swimming Victoria Inc. for the development of Natatorial Sports in the State of Victoria.

### **36 CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his/her custody or under his/her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.