



**RUYTON
AQUATIC
CLUB**

CONSTITUTION

NAME:¹

1. The name of the Incorporated Association is RUYTON AQUATIC CLUB INC.
(in these Rules called “the Club”).

INTERPRETATION:

2. (1) In these rules unless the contrary intention appears:-

“Casual Vacancy” means a vacancy that is caused if the officer or member:-

(a) ceases to be a member of the Club: 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.

“Committee” means the Committee of Management of the Club.

² “Financial Year” means the year ending on December 31st

“General Meeting” means an Annual General Meeting or a Special General Meeting..

“Hearings Tribunal means a Hearings Tribunal established under the rules of SV.

“Member” means a member of the Club.

³ “Senior Member” means a member over the age of 16 years who is entitled to vote at a General Meeting.

“Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Club under Rule 8.

“SV” means Swimming Victoria Inc or its successor being the peak body for the administration of natatorial activities in Victoria.

“The Rules” means the constitution of the Club.

Words implying any gender include the other gender.

Words implying the singular shall include the plural and vice versa.

“The Act” means the *Associations Incorporation Act* 1981.

“The Regulations” means the Regulations under the Act.

(2) In these Rules, a reference to the Secretary of a Club is a reference:-

(a) where a person holds office under these Rules as Secretary of the Club, to that person;
and

(b) in any other case to the Public Officer of the Club.

Objectives:⁴

1. The Club 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;

¹ This is where the name of the Club should be entered.

² This is the normal date for ending the financial year for Clubs within Victoria. It may be altered having in mind the need to hold your AGM prior to the end of May.

³ The definition of a Senior or voting member is a matter for your Club. It may be amended at your discretion.

⁴ This clause has a number of Objectives in it that have been accepted by SAL, and SVI and are included in this Model Constitution for Clubs to ensure consistency in objectives throughout the sport. You may add other specific objectives for your club but none should be deleted.

- (b) conduct, encourage, promote, advance, control and administer natatorial activities in the Club 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 Club 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 Club, 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 Club towards the fulfilment and achievement of these Objects;
- (h) strive for governmental, commercial and public recognition of the Club, 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.

Application for Membership:

- 4. (1) A nomination of a person for membership of the Club:-
 - (a) shall be in writing, in the form approved by the Committee, that meets all of the requirements of Swimming Victoria Inc, (as set out in the membership form published on the SV website);
 - (b) shall be lodged with the Secretary of the Club; and
 - (c) shall be accompanied by the relevant entrance fee and annual subscription.

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- (2) As soon as is practicable after the receipt of the nomination the Secretary shall refer the nomination to the Committee.
 - (3) The Committee shall determine whether to approve or to reject the nomination, without having to give reasons.
 - (4) Should the Committee reject the nomination the entrance fee and annual subscription shall be repaid.
 - (5) Upon acceptance by the Committee the Secretary shall, with as little delay as possible, enter the nominee's name and details in the register of members.
 - (6) There are no special qualifications for membership.

| **Entrance Fee and Annual Subscription:**⁶

5. (1) The entrance fee shall be the amount set by the Committee each year but if no fee is set the entrance fee shall be nil.
- (2) The annual subscription shall be the amount set by the Committee each year and is due and payable on February 1 in each year.

| **Register of Members:**⁷

6. (1) The Secretary is responsible for the keeping and maintenance of a register of members in which shall be entered the full name, address and date of admission of each member and the register shall be available for inspection by members for the purposes of convening a special general meeting of the Club upon request unless prohibited by any relevant legislation.
- (2) All members shall be registered with Swimming Victoria Inc. each year.
- (3) The categories for membership fees shall be as prescribed in the By-Laws.

| **Resignation:**⁸

7. (1) A member of the Club who has paid all moneys due and payable by him to the Club may not resign from the Club, unless by way of the Swimming Victoria Inc. transfer rules during the currency of his membership.

⁵ Clubs should be aware that they may delegate this task to the Secretary and to place them before the Committee for confirmation only. However, if an application is to be rejected it should be clear that it is the Committee making this decision. The wording of this clause could be amended accordingly.

⁶ The Act provides the ability for Clubs to set an entrance fee, I have set this fee at nil, it may be amended at the discretion of the Club.

It is the responsibility of the Committee to run the Club and to set the fees appropriate to that Club. As Clubs have to hold their AGM before the end of May I have set the date for fees to be paid at 1st June, this date may be changed at your discretion.

⁷ This clause requires the Club to maintain a name and address list of all its members, and also that all members must be registered with SV each year.

⁸ This clause provides that a member who has paid his fees for the current season is a member until the end of the current season, unless they transfer to another Club using the SV transfer procedure, which requires the approval of the Club that they are leaving.

- (2) Upon the expiration of his membership, the Secretary shall make in the register of members an entry recording the date on which the member, ceased to be a member.

Committee:⁹

8. (1) The affairs of the Club shall be managed by a Committee of Management constituted as provided in this clause.
- (2) The Committee:-
- (a) shall control and manage the business and affairs of the Club
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers which are required by these Rules to be exercised by a General Meeting.
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts as they deem essential for the proper management of the affairs of the Club.
 - (d) shall appoint a Public Officer to hold office in accordance with the Act.
- (3) The officers of the Club shall be:-
- (a) a President;
 - (b) a Vice President;
 - (c) a Secretary; and
 - (d) a Treasurer- Will be held by ex-officio (Ruyton Aquatic Centre Manager)
 - (e) a Registrar- Will be held by ex-officio(Ruyton Aquatic Head Coach)
- (4) Each officer of the Club shall hold office until the completion of the Annual General Meeting next held following their election or appointment. They shall be eligible for re-election.
- (5) In addition to the officers of the Club there shall be two ordinary members who will be ex-officio members and one who will be elected at the Annual General Meeting. Members shall hold office until the completion of the Annual General Meeting next held following their election or appointment. They shall be eligible for re-election.
- (6) 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 an insolvent under administration within the meaning of the Corporations Act; or
 - (c) resigns from office by notice in writing given to the Secretary.
- (7) In the event of a casual vacancy of any position on the Committee, that position shall be filled by the Committee from the members of the Club.
- (8) The Committee shall have the power to create or amend Bylaws for the efficient operation of the Club. Such Bylaws shall be published to the members from time to time for their information.

⁹ This clause establishes how the Committee will operate, and the powers that it has.

Sub-clause (5) determines how many ordinary members of the Committee there shall be, this would normally be a number between 5 to 7 people, but it is a matter for the Club to determine how many that they want on the Committee, in addition to the Officers.

| **Election of Committee:**⁴⁰

9. (1) Nomination for positions on the Committee shall be in writing, signed by two (2) members of the Club. The written acceptance of the nomination by the nominee shall be endorsed on the nomination form.
- (2) The nomination form shall be delivered to the Secretary at least seven (7) days prior to the Annual General Meeting.
- (3) If the number of nominations received for a position is equal to or less than the number provided, they shall be declared elected at the Annual General Meeting.
- (4) If more nominations are received for a position than the number provided a secret ballot shall be held.
- (5) Such a ballot shall be held at the Annual General Meeting each year. Votes must be cast personally.
- (6) The Chairman may call for further nominations at the Annual General Meeting for any position where the number of written nominations are not equal to or more than the number provided. Any such nominations must be made by a member, seconded by another member and accepted by the nominee. The Chairman shall put the nomination to a vote.

| **Proceedings of the Committee:**⁴⁴

10. (1) The Committee shall meet at least four (4) times in each year, at a place and time determined by the Committee.
- (2) The quorum for a Committee meeting shall be more than one half of the Committee membership.
- (3) If a quorum is not present within 30 minutes of the starting time for the meeting, the meeting shall be deferred for a week at the same place and time.
- (4) At meetings of the Committee:-
 - (a) the President shall preside;
 - (b) in his absence the Vice President shall preside; or
 - (c) in the absence of both, the Committee shall appoint a Chairman.
- (5) Each member of the Committee shall have one vote, in the event of a tie the Chairman shall have a second or casting vote.
- (6) Notice of Committee meetings shall be given to each member of the Committee, in such form as the Committee determines.
- (7) The Committee may act on any matter, subject to sub-clause (2), notwithstanding the absence of any member or a vacancy on the Committee.

¹⁰ This clause spells out how and when the Club shall accept nominations for positions on the Committee. Amendments may be made to this clause to allow verbal nominations from the floor of the AGM, however this is not recommended.

¹¹ This clause spells out how the Committee should operate. The number of meetings may be increased but it may not be less than 3 meetings a year. Sub-clause 6 can be met by a motion e.g. The Committee shall meet on the first Wednesday of May, July, October and February in each year.

Secretary:

11. The Secretary shall cause to be kept:
- (a) keep minutes of the resolutions and proceedings of all meetings, and
 - (b) a record of the names of the members present at those meetings.

Treasurer:

12. The Treasurer shall be responsible for:-
- (a) collection all monies due to the Club, and the making of all payments authorised by the Committee; and
 - (b) keeping of accurate accounts and books of the Club with full details of receipts and payments by the Club.

| Annual General Meeting:¹²

13. (1) The Club shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such a date as the Committee determines, prior to the 1st of June.
- (3) Written notification shall be provided to all members of the Club at least 14 days, or if a special resolution has been proposed, at least 21 days prior to the date of the annual general meeting setting out the agenda of the meeting.
- (4) The ordinary business of the annual general meeting shall be:-
- (a) apologies;
 - (b) to confirm the minutes of the last preceding annual general meeting;
 - (c) to confirm the minutes of any other general meetings held since the last preceding annual general meeting;
 - (d) to receive from the Committee a report on the activities of the Club during the last preceding financial year;
 - (e) to receive and consider a statement of the financial affairs of the Club during the preceding financial year;
 - (f) to elect the Officers of the Club, and the new Committee members to hold office until the next annual general meeting;
 - (h) to consider and determine any proposed changes to the Constitution; and
 - (i) to conduct any general business of which due notice has been given.
- (5) The annual general meeting is in addition to any other general meetings that may be held during the year.

| General Meetings:¹³

14. All general meetings, other than the annual general meeting shall be called special general meetings.

¹² This clause does not provide for proxy voting. Proxy voting is permissible under the Act, however, experience has shown that providing for proxy votes can lead to meetings being 'stacked', and may not be the best way to operate the Club.

¹³ Refer to the notes on proxy voting at the AGM.

Special General Meetings:

15. (1) The Committee may, if it thinks fit convene a special general meeting of the Club.
- (2) The Committee shall, on the requisition in writing of members representing not less than 10% of the total membership of the Club, convene a special general meeting of the Club. The special general meeting shall be held within 45 days of the date the requisition is received by the Secretary.
- (3) The requisition for a special general meeting shall state the objects of the meeting shall be signed by the requisitioners and shall be delivered to the address of the Secretary.
- (4) The same notice and method as is provided for the Annual General Meeting shall be given for Special General Meetings.

Voting at General Meetings:¹⁴

16. (1) At any General Meeting;
 - (a) Proxy voting is not permitted at any General Meetings.
 - (b) All votes shall be cast personally.
 - (c) A member has one vote only.
 - (d) A vote shall be conducted by a show of hands or such other method as determined by the Chairman. The result of the vote shall be declared by the Chairman and shall be final.
 - (e) In the case of an equality of votes on a question the Chairman is entitled to exercise a second or casting vote.

Proceedings at General Meetings:

17. (1) The quorum for General Meetings shall be at least 20% of the financial members of the Club who are eligible to vote at the Annual General Meeting.
- (2) Only currently financial senior members who have attained the age of 16 years are eligible to vote in person at any General Meeting.
- (3) At General Meetings of the Club:-
 - (a) the President shall preside;
 - (b) in his absence the Vice President shall preside; or
 - (c) in the absence of both, the meeting shall appoint a Chairman.
- (4) If a quorum is not present within 30 minutes of the scheduled time for commencement of the meeting it shall be adjourned to the same time in the next week and, unless another place is specified by the Chairman at the time of adjournment, at the same place. At he adjourned meeting the quorum shall be half of the quorum specified in clause 17.1. If a quorum is not attained within 30 minutes of the scheduled time for commencement the meeting shall lapse.

¹⁴ This clause specifically excludes the use of proxy votes at General Meetings, if you wish to allow proxy votes you should change this clause to allow for proxy voting.

Alteration of Rules and Statement of Purposes:⁴⁵

18. (1) This Constitution may only be amended at a General Meeting of the Club, where due notice in writing of the proposed rule changes have been provided to the members.
- (2) To amend this Constitution a majority of 75% of the financial members present eligible to vote and voting in favour of the proposal is required.
- (3) Proposed amendments to this Constitution shall be approved by Swimming Victoria Inc before they are submitted to the Registrar as an authorised change to these Rules.

Winding Up or Cancellation:

19. (1) The Club shall not be wound up unless a decision is taken at a General Meeting of which due notice has been given, and 75% of the financial members present, eligible to vote and voting have agreed to the proposal.
- ⁴⁶ (2) In the event of the Club being wound up or the cancellation of the Incorporation of the Club, the assets of the Club shall be forwarded to Swimming Victoria Inc⁴⁷ to be held in trust for a period of five (5) years. Should the Club not be reformed in this time the assets shall be used for the promotion and development of swimming within Victoria.
- (3) Under no circumstances shall the assets of the Club be distributed amongst the membership of the Club.

Funds:

20. The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and any other sources that the Committee considers.

Cheques:⁴⁸

21. All cheques shall be signed by at least two authorised persons.

Custody of Records:

22. (1) Unless provided otherwise within these Rules, the Secretary shall keep in his custody and control all relevant documents and securities of the Club.
- (2) Subject to clause 22.3 all relevant documents of the Club shall be available for inspection and copying by any member of the Club upon request having given reasonable notice.

¹⁵ This clause details the requirement for a 75% majority of members supporting a change for the amendment to the Constitution to be approved. This requirement is detailed in the Act and may NOT be changed.

¹⁶ This clause may be amended to nominate another organisation or to change the period of the trust. The contents of sub-clause (3) should be noted.

¹⁷ It is permissible for other organisations to be nominated in this clause. Such organisations must not be able to distribute funds to their membership.

¹⁸ In this case you need to consider the best arrangements for your Club. You can amend this clause to meet the requirements of the Club.

The Treasurer must control the cheque book.

- (3) A request for inspection may be refused by the Committee where it is unreasonable, or the Club is legally entitled or obliged to do so.

| **The Seal:**¹⁹

23. (1) The Club has elected not to use a Common Seal.

- (2) Any document that would have required the use of the Common Seal, shall be authorised by the Committee and shall be countersigned by two authorised members of the Committee.

| **Grievance:**²⁰

24. (1) Where a member of the Club has a grievance arising from their involvement in the activities of the Club, whatever that may be, with another member, officer or employee of the Club, and that member considers that the grievance warrants investigation and action by the Club 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 Club 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 Club Committee.

¹⁹ The Seal is not in common usage in the current environment, and I have therefore excluded it from this Model Constitution. If you wish to use a Common Seal, you may amend this clause accordingly.

²⁰ Clauses (23) and (24) are required by the Act to be in the Club Constitution. These clauses establish procedures whereby a member may lodge a complaint against another member and have a documented procedure on how the matter will be dealt with.

The Disciplines clause can only be exercised by the Judiciary Committee established under the SV By-Laws, this has been deliberately done to ensure that Disciplinary Hearings are properly established and run.

It should also be noted that the SV Constitution and By-Laws also provide all of the details for the right of appeal.

- (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.

Discipline of Members

25. 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, an Member) that a Club or 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 Club and/or swimming; or
 - (iii) brought the Club or swimming into disrepute; or
 - (iv) breached the Member Protection Policy of SAL, or any other policy or rule of SAL; 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.

Discipline, suspension and expulsion of members

26. (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—

- (a) suspend that member from membership of the Association for a specified period; or
- (b) expel that member from the Association; or
- (c) fine that member an amount not exceeding \$500

(2) A resolution of the committee under subrule (1) does not take effect unless—

- (a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).
- (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following—
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under subrule (7)—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

(c) the member, or his or her representative, must be given an opportunity to be heard;
and

(d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

| **Acceptance of Authority²¹**

27. By signing the Application for Membership Form, the applicant acknowledges that he is bound by The Rules of the Club, Swimming Victoria Inc, Swimming Australia Limited and FINA for the time being in force.

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<sup>21</sup> This clause establishes the legal link between the member, the Club and the other levels of authority within the sport. It MUST NOT be amended.