

GEOGRAPHE BAY SWIMMING CLUB (Inc)

CONSTITUTION



Amendment Date: SGM OCT 2021

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I. PRELIMINARY

I.1. Name of Club

The name of the Club is Geographe Bay Swimming Club (Inc) (“Club”).

I.2. Colours

The colours of the Club shall be white, navy and teal

I.3. Objects

The objects and purpose of the Club are:

- 1.3.1. To promote and encourage participation both competitively and recreationally in swimming and related activities;
- 1.3.2. to provide a pathway for children to become involved in swimming;
- 1.3.3. to promote swimming in the community;
- 1.3.4. to improve swimming technique and capabilities;
- 1.3.5. to foster and promote sportsmanship in swimming;
- 1.3.6. to promote physical fitness and a healthy lifestyle;
- 1.3.7. To provide opportunities and training to support competitive swimming and to be affiliated with SWA; and
- 1.3.8. To do all such other things as the Club may deem to be incidental or conducive to the attainment of the above objects or any of them.

I.4. Financial Year

The Club’s Financial Year will be the period of 12 months commencing on the 1st January and ending on the 31st December.

2. INTERPRETATION & POWERS OF THE CLUB

2.1. Definitions

In this Constitution:

Act means the *Associations Incorporation Act 2015*

ASCTA means the Australian Swimming Coaches and Teachers Club (Inc),

Associate Member means any Member who is not an Ordinary Member, that is, any member who is not entitled to vote

Committee means the management committee of the Club

Committee Meeting means a meeting of the Committee

Committee Member means a member of the Committee

FINA means Fédération Internationale de Natation, the world governing body for the sport of Aquatics

Financial Records includes:

- a) Invoices, receipts, orders for the payment of money, bills or exchange, promissory notes and vouchers
- b) Documents of prime entry; and
- c) Working papers and other documents needed to explain:
 - i. The methods by which financial statements are prepared.
 - ii. Adjustments to be made in preparing financial statements.

General Meeting means a meeting of the Club that all Members are entitled to receive notice of and to attend

President means the Committee Member holding office as the president of the Club

Secretary means the Committee Member holding office as the secretary of the Club

Special General Meeting means a General Meeting of the Club other than the annual general meeting

Special Resolution means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act

Subcommittee means a subcommittee appointed by the Committee

SWA means Western Australian Swimming Assoc (Inc) or any body replacing that Club

Tier 1 Association means an incorporated association to which section 64(1) of the Act applies

Tier 2 Association means an incorporated association to which section 64(2) of the Act applies

Tier 3 Association means an incorporated association to which section 64(3) of the Act applies

Treasurer means the Committee Member holding office as the treasurer of the Club

2.2. Powers of the Club

The Club is empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club, in a lawful manner, such as:

- 2.2.1. To acquire, hold, deal with, and dispose of any real or personal property;
- 2.2.2. To open and operate bank accounts;
- 2.2.3. To invest its money:
 - i. in any security in which trust moneys may be invested; or
 - ii. in any other manner authorised by the rules of the Club;
- 2.2.4. To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- 2.2.5. To appoint agents and employees to transact any business of the Club on its behalf for reward or otherwise;
- 2.2.6. To build, construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the Club;
- 2.2.7. To accept donations and gifts in accordance with the objects of the Club;
- 2.2.8. To print and publish any information by any media including newsletter, newspapers, articles or leaflets for promotion of the Club
- 2.2.9. To provide gifts, trophies, rewards and prizes in accordance with the objects of the Club;
- 2.2.10. To organise social events for Members and/or for the promotion of the Club; and
- 2.2.11. To enter into any other contract the Club considers necessary or desirable.

2.3. Participation of students

- 2.3.1. The Club is intended to provide an active sporting club environment in which students from all schools are welcome to participate.

2.4. Property of the Club

The Club must apply all its property and income towards the promotion of the objects or purposes of the club. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of the objects or purposes of the Club.

3. MEMBERSHIP

3.1. Becoming a Member

- 3.1.1. Membership shall be open to any person who has attained a level 7 in swimming.
- 3.1.2. Any person seeking membership shall make application to the Committee, and subject to clause 2.4.1 the Committee shall determine whether the application is successful or not.
- 3.1.3. A person who wants to become a Member must apply in writing (which includes applying through any online application maintained by the club) to the Club
- 3.1.4. Each person admitted to membership shall:
 - i. be bound by the Constitution and By-laws of the Club,
 - ii. subject to the provisions of 3.1.2 and 3.1.4, become liable for such fees and subscriptions as may from time to time be raised or levied by the Club,
 - iii. be entitled to all advantages and privileges of membership.

3.2. Membership Categories

- 3.2.1. **Ordinary Member** - Any person who is a financial member of the Club is entitled to hold any office and enjoy the privileges of the Club, including the right to vote.
- 3.2.2. **Social Member** - Persons other than ordinary members who are interested in promoting the Club, but who do not wish to participate in the swimming activities of the Club, may become Social Members.
- 3.2.3. **Satellite Member** - Any person who wishes to swim competitively with the Club but who is unable to attend Club training sessions who has their own coach who has at least Junior Squad and Assistant Coach (formerly green card) accreditation from ASCTA, but preferably Bronze Coach accreditation from ASCTA.
- 3.2.4. **Junior Member** - Any person over the age of 5 but under the age of 18 years may become a Junior Member. Junior Members shall have no voting rights nor be entitled to hold any office.
- 3.2.5. **Life Membership** - The Committee may elect any member who has given outstanding service to the Club as a Life Member. Any member may nominate a person to the Committee for consideration for Life Membership. Life Members shall be exempt from the requirement to pay Club membership fees or subscriptions.
- 3.2.6. **Patron** - The Committee may, at its discretion, elect a patron of the Club. Such patron shall not be eligible to vote unless he or she is a current member of the Club under another category of membership. Patrons shall be exempt from the requirement to pay Club membership fees or subscriptions.
- 3.2.7. The Committee may from time to time as it sees fit create sub- categories of membership so that membership categories may be divided into different sub-categories which the Committee determines is or may be of benefit to the Club.

3.3. Recording Membership in the Register

- 3.3.1. The Registrar shall maintain an up to date register of members of the Club and within 28 days after the person becomes a Member.

3.4. Effect of Becoming a Member

- 3.4.1. As soon as a person becomes a Member (either application or nomination), that person is entitled to exercise all the rights and privileges of their membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these Rules.
- 3.4.2. As soon as practicable after becoming a Member, the Member must become a Member of SWA and must ensure that they continue to be a Member of SWA throughout the course of the Member's membership.

3.5. Liability of Members

- 3.5.1. A Member is only liable for their outstanding membership fees payable under Rules 4.1.1 and 4.1.2, if any.
- 3.5.2. Subject to Rule 3.5.1 a Member is not liable, by reason of the person's membership, for the liabilities of the Club or the cost of winding up the Club.
- 3.5.3. Rule 3.5.2 does not apply to liabilities incurred by or on behalf of the Club by the Member before incorporation.

3.6. Membership Entitlements not Transferable

- 3.6.1. A right, privilege or obligation that a person has because he or she is a Member of the Club:
- a) is not capable of being transferred to any other person; and
 - b) ends when the person's membership ceases.

3.7. Ceasing to be a Member

3.7.1. Ending membership:

- a) A person ceases to be a Member when any of the following takes place:
 - i. for a Member who is an individual, the individual dies;
 - ii. for a Body Corporate Member, the body corporate is wound up;
 - iii. the person resigns from the Club under Rule 3.7.2; iv. the person is expelled from the Club under Rule 3.7.3;
 - v. the person ceases to be a Member under Rule 4.1.4.
- b) The Secretary must keep a record, for at least one year after a person ceases to be a Member, of —
 - i. the date on which the person ceased to be a Member; and ii. the reason why the person ceased to be a Member.

3.7.2. Resigning as a member:

- a) A Member may resign from membership of the Club by giving written notice of the resignation to the Secretary.
- b) The resignation takes effect —
 - (i) when the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- c) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the owed amount) at the time of resignation.
- d) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

3.7.3. Suspending or Expelling Members

- a) The Committee may, by resolution, suspend or expel a Member from membership if:
 - i. the Member refuses or neglects to comply with these Rules;

- ii. the Member's conduct or behaviour is detrimental to the interests of the Club;
 - iii. the Member's club subscription/invoice remains unpaid for 1 month after becoming due for payment;
 - iv. false or inaccurate statements are made in the Member's application for membership of the Club; or
 - v. the Member has, or has encouraged others or participated in any conduct that is or may be detrimental to the Club.
- b) The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member.
- c) The Secretary must, not less than 28 days before the Committee Meeting referred to in Rule 3.7.3(b), give written notice to the Member:
- i. of the proposed suspension or expulsion and the grounds on which it is based;
 - ii. of the date, place and time of the Committee Meeting;
 - iii. that the Member, or the Member's representative, may attend the Committee Meeting; and
 - iv. that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- d) At the Committee Meeting referred to in Rule 3.7.3(b) the Committee must:
- i. give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - ii. give due consideration to any written statement submitted by the Member; and
 - iii. determine whether the Member should be:
 - A. expelled from the Club; or
 - B. suspended from membership, and if so, the period that the Member should be suspended from membership.

- e) Once the Committee has decided to suspend or expel a Member under Rule 3.7.3(d), the Member is immediately suspended or expelled from membership.
- f) The Secretary must inform the Member in writing of the decision of the Committee and the reasons for the decision, within 7 days of the Committee Meeting referred to in Rule 3.7.3(d).

3.7.4. Right of Appeal of against Suspension or Expulsion

If a Member is suspended or expelled under Rule 3.7.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Committee's decision under Rule 3.7.3(f) requesting the appointment of a mediator under Rule 16.3.3.

3.7.5. Reinstatement of a Member

If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in General Meeting during the period that the Member was suspended or expelled from membership under Rule 3.7.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

3.7.6. When a Member is Suspended

- a) If a Member's membership is suspended under Rule 3.7.3(e), the Secretary must record in the Register:
 - i. the name of the Member that has been suspended from membership;
 - ii. the date on which the suspension takes effect; and
 - iii. the length of the suspension as determined by the Committee under 3.7.3(d)(iii)B.

- b) A Member that has been suspended under Rule 3.7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

3.7.7. Life Members and Patrons

Membership of Life Members and Patrons will terminate upon their resignation or death but not otherwise

4. SUBSCRIPTIONS

4.1. Subscriptions

- 4.1.1. The Club is a non-profit organisation. Subscriptions will be charged according to the fees set by the Committee and will if the Committee so decides include any necessary pool entry costs. Membership fees may be divided into seasonal membership fees.
- 4.1.2. The Committee shall fix membership fees for each financial year or for such other period as the Committee considers appropriate and may vary those fees from time to time. Fees may vary with the respect to the different categories of membership and/or the period of membership and may be waived or varied in accordance with clause 4.1.6 The Committee may waive (whole or in part), membership fees in relation to Ordinary Members who are related to Swimming Members.
- 4.1.3. Each Member shall pay to the Treasurer, as per the date they are invoiced or such other date as the Committee from time to time determines, the amount of the subscription determined under 4.1.1.
- 4.1.4. Subject to 4.1.5, a Member whose subscription or levies are not paid within 30 days after the date for payment fixed by or determined under 4.1.2

ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

- 4.1.5. A Member is a financial member for the purposes of these rules if his or her subscription is paid on or before the date for payment fixed by or under 4.1.2.
- 4.1.6. The Committee may from time to time, waive or vary any membership fee in special cases and shall not disclose or be required to disclose the grounds upon which in any instance such waiver or variation was made. Any such waiver or variation shall not require approval of the members in a General Meeting.

5. MEMBERSHIP REGISTER

5.1. Register of members

- 5.1.1. The Secretary, Registrar or a person authorised by the Committee from time to time must maintain a register of Members and make sure that the Register is up to date.
- 5.1.2. The Register must contain:
- i. the full name of each Member;
 - ii. a contact postal, residential or email address of each Member;
 - iii. the class of membership held by the Member; and iv. the date on which the person became a Member,
 - v. together with any other information required to be maintained in the Register by section 53 of the Act.
- 5.1.3. Any change in membership of the Club must be recorded in the Register within 28 days after the change occurs.
- 5.1.4. The Register must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

5.2. Inspecting the Register

- 5.2.1. Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Club and the Member.
- 5.2.2. A Member must contact the Secretary to request to inspect the Register.
- 5.2.3. The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

5.3. Copy of the Register

- 5.3.1. A Member may make a request in writing for a copy of the Register.
- 5.3.2. The Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.
- 5.3.3. The Club may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.

5.4. When Using the Information in the Register is Prohibited

- 5.4.1. A Member must not use or disclose the information on the Register:
 - a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - b) to contact, send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
 - c) for any other purpose unless the purpose:
 - i. is directly connected with the affairs of the Club

6. POWERS AND COMPOSITION OF THE COMMITTEE

6.1. Powers of the Committee

- 6.1.1. The governing body of the Club is to be called the Committee and it has authority to control and manage the affairs of the Club.
- 6.1.2. Subject to the Act, these Rules and any by-law or lawful resolution passed by the Club in General Meeting, the Committee:
- i. may exercise all powers and functions as may be exercised by the Club, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - ii. has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Club.
- 6.1.3. There shall be a Committee which shall carry out the day-to-day running of the Club and shall have all necessary powers to undertake its duties and responsibilities which powers include (but are not limited to) the power to:
- i. fix fees and subscriptions payable by Members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
 - ii. subject to clause 6.1.3(v), adjudicate on all matters brought before it which in any way affect the Club;
 - iii. cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of Members;
 - iv. appoint any sub-committee(s) as required for specific purposes;
 - v. at their discretion to employ a person or persons to carry out certain duties required by the Club, at salaries or

- remunerations for such period of time, as may be deemed necessary;
- vi. should a casual vacancy occur on the Committee during the season, appoint a successor until the next Annual General Meeting. Members filling casual vacancies have the same voting rights as any other member of the Committee;
 - vii. subject to this Constitution appoint an officer or agent of the Committee to have custody of the Club's records, documents and securities;
 - viii. from time to time formulate acceptable codes of conduct for Members, and to amend those codes of conduct from time to time, so long as the codes of conduct are not inconsistent with this Constitution.

6.2. Composition of the Committee

6.2.1. The Committee shall, immediately following the adoption of this Constitution by the club consist of the following;

- i. President;
- ii. Vice President;
- iii. Secretary;
- iv. Treasurer; and
- v. Registrar.

6.2.2. Such persons shall hold office until their position is due for re-election, pursuant to Clause 6.2.4.

6.2.3. The Committee shall consist of at least 6 Members but no more than 12. All Committee Members shall be Members and be aged 18 years or more.

6.2.4. The term of office of each Committee Member shall be one year. At the completion of the Committee Member's term of office, the vacancy shall be filled by way of an election at the Annual General Meeting or at a Special General Meeting.

- 6.2.5. A Committee Member shall be eligible to be re-elected to the Committee at the completion of his or her term of office.
- 6.2.6. The club coach (coaches) may, by invitation of the President or the Committee majority, attend all or any Committee Meetings, but shall not have the right to vote at those meetings.
- 6.2.7. The Committee should also include:
- a) a representative to attend the South West Region 1 Committee meetings,
 - b) a member protection information officer; and
 - c) such other persons as the Committee may determine from time to time but not exceeding in total 6 in number.
- 6.2.8. A person may hold one position on the Committee at any one time. A person shall cease to be a member of the Committee at the end of the Annual General Meeting which follows his/her election and will be eligible for re-election. Persons holding paid positions are not eligible to hold a Committee position.
- 6.2.9. A quorum of the Committee Meetings shall be 6. The Committee shall meet not less than 4 times each year.
- 6.2.10. A member of the Committee need not be a financial member of the Club.
- 6.2.11. All members of the Committee shall as a condition of their appointment to the Committee provide the Secretary with a Western Australian Working with Children clearance.
- 6.2.12. No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
- i. an indictable offence in relation to the promotion, formation or management of a body corporate;
 - ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - iii. an offence under Part 4 Division 3 or section 127 of the Act.
- 6.2.14. No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a

person whose affairs are under insolvency laws unless the person has obtained the consent of the Committee.

6.3. Responsibilities of Committee Members

- 6.3.1. A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 6.3.2. A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Club and for a proper purpose.
- 6.3.3. A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
- i. gain an advantage for himself or herself or another person; or
 - ii. cause detriment to the Club.
- 6.3.4. A Committee Member or former Committee Member must not improperly use his or her position to:
- i. gain an advantage for himself or herself or another person; or
 - ii. cause detriment to the Club.
- 6.3.5. A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
- i. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - ii. disclose the nature and extent of the interest at the next General Meeting of the Club; and
 - iii. not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- 6.3.6. Rule 6.3.5 does not apply in respect of a material personal interest that:
- i. exists only because the Committee Member belongs to a class of persons for whose benefit the Club is established; or

- ii. the Committee Member has in common with all, or a substantial proportion of, the Members of the Club.
- 6.3.7. The Secretary must record every disclosure made by a Committee Member under Rule 6.3.5 in the minutes of the Committee Meeting at which the disclosure is made.
- 6.3.8. No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

6.4. President

6.4.1. The President:

- a) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;
- b) may convene Special Meetings of the Committee under Rule 7.1.1.
- c) may preside over Committee Meetings under Rule 7.3.1;
- d) may preside over General Meetings under Rule 9.5.1; and
- e) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under Rule 11.1.3.
- f) must coach and mentor the Vice President to ensure the Club develops and grows into the future.

6.5. Vice President

6.5.1. The Vice President:

- a) In the event of the absence of the President from a general meeting or a Committee meeting the elected Vice President shall preside at these meetings.
- b) Aids the President in all tasks as required.
- c) Is coached and mentored by the President to ensure that the Club develops and grows into the future.

6.6. Secretary

6.6.1. The Secretary shall:

- a) co-ordinate the correspondence of the Club;
- b) keep full and correct minutes of the proceedings of the Committee and of the Club;
- c) comply on behalf of the Club with all lawful requirements of the Club,
- d) have custody of all books, documents, records and registers of the Club other than those required to be kept and maintained by, or in the custody of, the Treasurer and/or Registrar
- e) perform such other duties as are imposed by this Constitution on the Secretary; and
- f) Maintain a record of office holders.

6.7. Treasurer

6.7.1. The Treasurer shall:

- a) be responsible for the receipt of all moneys paid to or received by, the Club and shall issue receipts for those moneys in the name of the Club;
- b) pay all moneys referred to in paragraph (a) into such account or accounts of the Club as the Committee may from time to time direct;
- c) make payments from the funds of the Club with the authority of a General Meeting or of the Committee and in doing so ensure that all cheques and electronic funds transfers are signed or authorised by any 2 authorised Committee Members;

- d) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- e) have custody of all cash, securities, books and documents of a financial nature and accounting records of the Club;
- f) assist the reviewer or auditor in performing their functions;
- g) keep the accounting records of the Club in accordance with the requirements of Part 5 of the Act; and
- h) perform such other duties as are imposed by this Constitution on the Treasurer.

6.8. Appointing Committee Members

6.8.1. Committee Members are appointed to the Committee by:

- a) election at a General Meeting; or
- b) appointment to fill a casual vacancy under Rule 6.13.2.

6.9. Nominating for Membership of the Committee

6.9.1. A Member who wishes to be a Committee Member must be nominated by one other Member as a candidate for election.

6.9.2. Nominations for election to the Committee shall close at least 28 days before a General Meeting.

6.9.3. The Secretary must send a notice calling for nominations for election to the Committee and specifying the date for the close of nominations to all Members at least 14 days before the date for the close of nominations.

6.9.4. The nomination for election must be:

- i. in writing; and
- ii. delivered to the Secretary on or before the date for the close of nominations.

- 6.9.5. A Member may only be nominated for one position on the Committee prior to a General Meeting.
- 6.9.6. Only one person from any one family may at any one time hold a position as an office holder.
- 6.9.7. If a nomination for election to the Committee is not made in accordance with Rules 6.9.1-6 the nomination is to be deemed invalid and the Member will not be eligible for election unless Rule 6.10.3 takes effect.

6.10. Electing Committee Members

- 6.10.1. If the number of valid nominations received under Rule 6.9 is equal to the number of vacancies to be filled for the relevant position on the Committee, the Member nominated shall be deemed to be elected at a General Meeting.
- 6.10.2. If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for the positions must be conducted at a General Meeting.
- 6.10.3. If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Committee, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of a General Meeting.
- 6.10.4. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- 6.10.5. If an insufficient number of nominations are received from the floor for the number of vacancies on the Committee that remain, each relevant position on the Committee is declared vacant by the person presiding at a General Meeting and Rule 6.13.2. applies.
- 6.10.6. The elections for office holders or Ordinary Committee Members are to be conducted at a General Meeting in the manner directed by the Committee.

6.10.7. A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of a General Meeting.

6.11. Voting in Elections for Membership of the Committee

6.11.1. Subject to Rule 9.7.10, each Ordinary Member present and eligible to vote at a General Meeting may vote for one candidate for each vacant position on the Committee.

6.11.2. A Member who nominates for election or re-election may vote for himself or herself.

6.12. Term of Office of Committee Members

6.12.1. The Committee Members appointed on incorporation of the Club will hold office until the conclusion of the first General Meeting and will be eligible for re-election.

6.12.2. At each General Meeting of the Club, the appointment of the Committee Members at a General Meeting will be for the period between the date of their appointment and the latter of:

- i. one year after the date of their appointment; and
- ii. the next General Meeting.

6.12.3. Subject to Rule 6.12.1, a Committee Member's term will commence on the date of his or her:

- iii. election at General Meeting; or
- iv. appointment to fill a casual vacancy that arises under Rule 6.13.2.

6.12.4. All retiring Committee Members are eligible, on nomination under Rule 6.9, for re-election.

6.13. Ceasing to be a Member of the Committee

6.13.1. A vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member-

- i. dies;
- ii. resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Secretary of the Committee;
- iii. becomes disqualified from holding a position under Rule 6.2.13 or 6.2.14 as a result of bankruptcy or conviction of a relevant criminal offence;
- iv. is removed from office under Rule 6.14; or
- v. is incapacitated by mental or physical ill-health for a continuous period of 6 months or more;
- vi. is absent from more than-
 - A. 3 consecutive Committee Meetings; or
 - B. 3 Committee Meetings in the same financial year without tendering an apology to the person presiding at each of those

Committee Meetings; where the Member received notice, and the Committee has resolved to declare the office vacant;

- vii. ceases to be a member of the Club; or

6.13.2. If a position on the Committee is declared vacant under Rule 6.10.5, or there is a casual vacancy within the meaning of Rule 6.13.1 the continuing Committee Members may:

- i. appoint a Member to fill that vacancy until the conclusion of the next General Meeting; and

- ii. subject to Rule 6.13.3, act despite the vacant position on the Committee.

6.13.3. If the number of Committee Members is less than the number fixed under Rule 6.2.9 as the quorum for Committee Meetings, the continuing Committee Members may act only to:

- i. increase the number of Members on the Committee to the number required for a quorum; or
- ii. convene a General Meeting of the Club.

6.14. Removal from the Committee

- 6.14.1. Subject to Rule 6.13.1(iv), a Committee Member may only be removed from his or her position on the Committee by resolution at a General Meeting of the Club if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- 6.14.2. The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Committee.
- 6.14.3. If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee. The interim Committee must, within two months, convene a General Meeting of the Club for the purpose of electing a new Committee.

7. COMMITTEE MEETINGS

7.1. Meetings of the Committee

- 7.1.1. Committee Meetings may be called at any time by the Committee or at the request of the President or on the written request of 2 or more members of the Club.
- 7.1.2. The Committee is to determine the place and time of all Committee Meetings.
- 7.1.3. Special Meetings of the Committee may be convened under Rule 14.2 by:
- i. the President; or
 - ii. any two Committee Members.

7.2. Notice of Committee Meetings

- 7.2.1. The Secretary must give each Committee Member at least 7 days' notice of each Committee Meeting before the time appointed for holding the meeting.
- 7.2.2. Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.
- 7.2.3. Subject to Rule 7.2.4, only the business specified on the notice of the Committee Meeting is to be conducted at that meeting.
- 7.2.4. Urgent business may be conducted at Committee Meetings if the Committee Members present at a Committee Meeting unanimously agree to treat the business as urgent.

7.3. Chairing at Committee Meetings

- 7.3.1. The President or, in the President's absence, the Vice-President is to preside as president of each Committee Meeting.

7.3.2. If the President and the Vice-President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as President at the Committee Meeting.

7.4. Procedure of the Committee Meeting

7.4.1. The quorum for a Committee Meeting is specified at clause 6.2.9. The Committee cannot conduct business unless a quorum is present.

7.4.2. If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.

7.4.3. If at a meeting adjourned under Rule 7.4.2, a quorum is not present within half an hour of the time appointed for the meeting, the Committee Members personally present will constitute a quorum.

7.4.4. Committee Meetings may take place:

- i. where the Committee Members are physically present together; or
- ii. where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Member in the Committee Meeting must be made known to all other Members.

7.4.5. A Committee Member who participates in a meeting as set out in Rule 7.4.4.(ii):

- i. is deemed to be present at the Committee Meeting; and
- ii. continues to be present at the meeting for the purposes of establishing a quorum,

until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.

- 7.4.6. Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at a Committee Meeting.
- 7.4.7. All Committee Members have the right to attend and vote at Committee Meetings.
- 7.4.8. All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- 7.4.9. The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all Committee Meetings together with a record of the names of persons present at each meeting.

7.5. Voting at Committee Meetings

- 7.5.1. Each Committee Member present at a Committee Meeting has a deliberate vote.
- 7.5.2. A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the President of the Committee Meeting as set out in Rule 7.3 is entitled to exercise a second or casting vote.
- 7.5.3. Decisions may be made by general agreement or a show of hands.
- 7.5.4. A poll by secret ballot may be used if the Committee prefers to determine a matter in this way and the person presiding over the Committee Meeting is to oversee the ballot.

7.6. Conflicts

- 7.6.1. A conflict of interest shall be declared by Committee Members in any:
- i. Contractual manner
 - ii. Selection matter

- iii. Judicial or disciplinary matter
- iv. Sponsorship matter; or
- v. Other financial matter.

in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the person is eligible to hold a vote, the vote shall not be counted. 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 or the Committee.

7.6.2. Disclosure of interest must be declared as the first agenda item of each meeting of the Committee based on the items to be discussed as outlined on the prepared agenda.

8. SUB-COMMITTEE'S AND DELEGATION

8.1. Appointment of Sub-Committee

- 8.1.1. The Committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of the Club's operations.
- 8.1.2. Sub-committees may comprise (in such numbers as the Committee determines) Members and non-Members.
- 8.1.3. Subject to these Rules, the sub-committee Members present at the subcommittee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.

8.2. Delegation by Committee to Sub-Committee

- 8.2.1. The Committee may delegate, in writing, to any or all of the subcommittees, any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- 8.2.2. Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

9. GENERAL MEETINGS

9.1. Annual General Meeting

- 9.1.1. The Annual General Meeting of the Club must be held within four months after the end of the Club's financial year. The Club's financial year ends on the 31st December each year.
- 9.1.2. The AGM is to be convened on a date, time and place as the committee decides.

9.2. Notice of General Meeting

- 9.2.1. The Secretary shall give to all members at least 14 days' notice of the date and place of the General Meeting.
- 9.2.2. Notice of the General Meeting must be given as follows:
- i. delivered by hand to the nominated address of the addressee;
 - ii. sent by post to the nominated postal address of the addressee;

- iii. sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee; or
- iv. by publication on the Facebook page.

9.2.3. The notice convening a General Meeting must specify:

- v. the place, date and time of the meeting; and
- vi. the particulars and order of the business to be conducted at the meeting.

9.3. Business to be Conducted at Annual General Meeting

9.3.1. At each General Meeting of the Club, the Club:

- i. must confirm the minutes of the last preceding General Meeting and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
- ii. must receive the Financial Statements of the Club for the preceding Financial Year;
- iii. if applicable, must appoint or remove a reviewer or auditor in accordance with the Act;
- iv. if applicable, must present a copy of the report of the review or the auditor's report to the Club;
- v. must elect or appoint the office holders and Ordinary Committee Members; and vi.

If applicable, general business.

9.4. Quorum for a General Meeting

9.4.1. The Quorum for General Meetings shall be a minimum of 5 members.

9.4.2. Subject to Rules 7.4.2 and 7.4.3, no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.

9.4.3. If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:

i. in the case of a Special General Meeting, the meeting lapses;
or

ii. in the case of a General Meeting, the meeting is to stand adjourned to:

A. the same time and day in the following week; and

B. the same place unless another place is specified by the President at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.

9.4.4. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

9.5. Presiding Member

9.5.1. The President or, in the President's absence, the Vice-President is to preside as president and chairperson of the General Meeting.

9.5.2. If the President and the Vice-President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as president and chairperson at the General Meeting.

9.6. Adjournment of General Meetings

- 9.6.1. The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- 9.6.2. No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 9.6.3. When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rules 9.6.3 as if that General Meeting was a new General Meeting.

9.7. Votes

- 9.7.1. Subject to these rules, a majority of votes will determine an Ordinary Resolution.
- 9.7.2. Except where a special resolution is required by reason of the Act or this Constitution, decisions shall be by simple majority vote. Any 2 Members present at a meeting or the chair of the meeting may require that a poll be taken and in that case the poll shall be conducted in such manner as the chair of the meeting so determines. The chair of the meeting shall declare the result of the poll.
- 9.7.3. A declaration by the President at a General Meeting that a resolution has been passed as an ordinary resolution shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with 9.7.1.
- 9.7.4. The President shall be entitled to a deliberative vote, and, in the event of a tied vote, the President shall not have a second or casting vote.
- 9.7.5. Each individual Committee Member present shall have 1 vote.
- 9.7.6. A person casts a vote at a meeting either by:
 - i. voting at the meeting either in person or through the use of technology as under Rule 7.4.4(ii) or

ii. by proxy.

9.7.7. The declaration made under Rule 9.7.3 must be entered into the minute book of the Club.

9.7.8. The entry in the minute book of the Club under Rule 9.7.3 is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

9.7.9. A Member or their proxy is not entitled to vote at any General Meeting of the Club unless all money due and payable by the Member or their proxy to the Club has been paid in accordance with Rules 4.1.

9.7.10. A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under Rule 9.2.

9.8. Proxies

9.8.1. No Member may appoint a proxy to attend any meeting unless:

- i. that appointment is in writing;
- ii. signed by the Member giving it; and
- iii. a copy of it has been given to the Secretary prior to the meeting for which it is given.

9.8.2. Proxies may not be given for Committee Meetings.

9.8.3. A proxy is valid only for the particular General Meeting in respect of which it is given and thereafter shall be deemed revoked unless given again in writing as required by this rule.

9.8.4. No Member may hold more than three proxies.

9.8.5. A proxy given for a meeting which is adjourned under 9.6 shall be deemed current until the conclusion of the adjourned meeting.

9.9. Special Resolutions

9.9.1. A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 9.9.3.

9.9.2. A Special Resolution of the Club is required to:

- i. amend the name of the Club;
- ii. amend the Rules, under Rule 14.2;
- iii. affiliate the Club with another body; iv. transfer the incorporation of the Club;
- v. amalgamate the Club with one or more other incorporated clubs;
- vi. voluntarily wind up the Club;
- vii. cancel incorporation; or
- viii. request that a statutory manager be appointed.

9.9.3. Notice of a Special Resolution must:

- i. be in writing;
- ii. include the place, date and time of the meeting;
- iii. include the intention to propose a Special Resolution;
- iv. set out the wording of the proposed Special Resolution; and
- v. be given in accordance with Rule 9.2.

9.9.4. If notice is not given in accordance with Rule 9.9.3, the Special Resolution will have no effect.

9.9.5. A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

10. SPECIAL GENERAL MEETINGS

10.1. Special General Meeting

10.1.1. The Committee may at any time convene a Special General Meeting of the Club.

10.1.2. The Secretary must convene a Special General Meeting of the Club within 28 days after receiving a written request to do so in the form required as part of 10.2.1.

10.2. Request for Special General Meeting

10.2.1. A request by the Members for a Special General Meeting must:

- i. state the purpose of the meeting;
- ii. be signed by at least 2 Committee Members or 20% of the total number of Ordinary Members; and
- iii. be lodged with the Secretary.

10.3. Failure to Convene Special General Meeting

10.3.1. If the Secretary fails to convene a Special General Meeting within the 28 days referred to in Rule 10.1.2, the Members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Committee.

10.3.2. A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Committee and the Club must pay the reasonable expenses of convening and holding the Special General Meeting.

II. MINUTES OF MEETINGS

II.I. Minutes of Meetings

11.1.1. The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Committee Meetings together with a record of the names of persons present at each meeting.

11.1.2. The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose. 11.1.3. The President must ensure that the minutes of a General Meeting or Committee Meeting under Rule 11.1.1 are reviewed and signed as correct by:

- i. the President of the General Meeting or Committee Meeting to which those minutes relate; or
- ii. the President of the next succeeding General Meeting or Committee Meeting.

11.1.4. When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:

- iii. the General Meeting or Committee Meeting to which they relate was duly convened and held;
- iv. all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting; and
- v. all appointments or elections purporting to have been made at the meeting have been validly made.

11.1.5. The minutes of General Meetings may be inspected by a Member under Rule 15.2.

11.1.6. The minutes of Committee Meetings may be inspected by a Member under Rule 15.2 unless the Committee determines that the minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting are not to be available for inspection.

12. FUNDS AND ACCOUNTS

12.1. Control of Funds

- 12.1.1. All funds of the Club shall be delivered to the Treasurer and then deposited into the Club's accounts at such bank or recognised financial institution as the Committee may from time to time direct.
- 12.1.2. All accounts opened for the Club's money shall be opened in the name of the Club.
- 12.1.3. The Treasurer shall give notice to the President of all accounts established by the Club including:
 - i. the name of the financial institution;
 - ii. the address of the branch at which the account(s) are held;and
 - iii. the account number(s).
- 12.1.4. All expenses payable by the Club shall be paid after having being passed for payment at a Committee meeting and when immediate payment is necessary, account(s) may be paid and the payment ratified at the next Committee Meeting.
- 12.1.5. The Committee may authorise the Treasurer to hold and expend petty cash for the purposes of the Club up to an amount authorised by the Committee without the consent of the Committee being required in respect of each such expenditure. The Treasurer shall in that case keep a record of all such expenditure in a petty cash book.
- 12.1.6. A financial statement showing the financial position of the Club shall be tabled at each Committee Meeting by the Treasurer. This statement must be prepared in accordance with part 5 of the Act.
- 12.1.7. A statement of income and expenditure, and assets and liabilities shall be submitted to the Annual General Meeting by the Treasurer. The Auditor's report shall be attached to such financial report.
- 12.1.8. The financial year of the Club shall commence on 1 January of each year.

12.1.9. The Club's bank accounts shall require 2 signatories to operate them, the signatories being the Treasurer and either the President, Vice President or the Secretary.

12.1.10. Financial records must be retained for at least 7 years after the transactions covered by the records are completed.

12.2. Source of Club Funds

12.2.1. The funds of the Club may be derived from invoiced fees, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.

12.2.2. The Club must, as soon as practicable:

- i. deposit all money received by the Club, to the credit of the Club's bank account, without deduction; and
- ii. after receiving any money, issue an appropriate receipt.

12.3. Audit of Financials

12.3.1. The Annual General Meeting shall elect or appoint an Auditor. The Auditor's reasonable remuneration shall be an expense of the Club.

12.3.2. The Auditor shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts and records of the Club and shall report thereon to the next Annual General Meeting of the Club.

I3. COMMON SEAL

I3.1. Use of the Common Seal

- 13.1.1. The Club shall have a common seal on which its name shall appear and which shall be kept in the care of the Secretary.
- 13.1.2. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Committee, and in the presence of any two of the President, the Secretary, the Treasurer and any other Committee Member, both of whom shall subscribe their names as witnesses.
- 13.1.3. The common seal of the Club shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book used by the Secretary for the keeping of minutes.

I4. RULES OF THE CLUB

I4.1. Rules of the Club

- 14.1.1. These Rules bind every Member and the Club and each Member agrees to comply with these Rules.
- 14.1.2. The Club must provide, free of charge, a copy of the Rules in force, at the time membership commences, to each person who becomes a Member under Rule 3.2.5 and 3.2.6.
- 14.1.3. The Club must keep a current copy of the Rules.

I4.2. Amendment of Rules, Name and Objects

- 14.2.1. The Club may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 9.9.

- 14.2.2. The Secretary shall forward all notices of motion received by the Secretary to each Committee Member at least 28 days prior to the Annual General Meeting or the Special General Meeting.
- 14.2.3. A motion to amend this Constitution shall be of no effect unless passed as a special resolution by a 75% majority of those present and entitled to a vote at the Annual General Meeting or Special General Meeting, as the case may be.

14.3. By-Laws of the Club

- 14.3.1. The Committee may make, amend and repeal By-laws for the better running or management of the Club. Amendments to the By-laws may only be made at a Committee Meeting provided not less than 14 days' prior written notice of the proposed alteration(s) has been given to all Committee Members and the by-laws are not inconsistent with the Rules or Act.
- 14.3.2. The by-laws made under Rule 14.3.1:
- i. Do not form part of the Rules;
 - ii. Classes of membership and the rights and obligations that apply to each class of membership;
 - iii. requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - iv. restrictions on the powers of the Committee including the power to dispose of assets;
 - v. a requirement for Members to hold a specified educational, trade or professional qualification; and
 - vi. any other matter that the Club considers necessary or appropriate; and
- 14.3.3. Must be available for inspection by Members.

15. THE CLUB'S BOOKS AND RECORDS

15.1. Custody of the Club's Books

15.1.1. Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Club's books with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.

15.1.2. The Club's books must be retained for at least 7 years.

15.2. Inspecting the Club's Books

15.2.1. Subject to these Rules, and in particular Rule 11.1.6, a Member is able to inspect the Club's books free of charge at such time and place as is mutually convenient to the Club and the Member.

15.2.2. A Member must contact the Secretary to request to inspect the Club's books.

15.2.3. The Member may copy details from the Club's books but has no right to remove the Club's books for that purpose.

15.3. Prohibition on Use of Information in the Club's Books

15.3.1. A Member must not use or disclose information in the Club's books except for a purpose:

- i. that is directly connected with the affairs of the Club; or

15.4. Returning the Club's Books

- 15.4.1. Outgoing Committee Members are responsible for transferring all relevant assets and the Club's books to the new Committee within 14 days of ceasing to be a Committee Member.

16. RESOLVING CONCERNS AND DISPUTES

16.1. Member Protection Information Officer

- 16.1.1. The Club must ensure that at least one of its Members, at any one time, is a Member Protection Information Officer.
- 16.1.2. A Member Protection Information Officer is any person who:
- i. has been selected by the Committee;
 - ii. agrees to be a Member Protection Information Officer; and
 - iii. has completed any training course which the Club requires Member Protection Information Officers to have completed, from time to time.
- 16.1.3. A Member Protection Information Officer shall be available to the Members for them to discuss and voice their complaints and concerns in relation to the Club and the activities of the Club.
- 16.1.4. Provided that the Member Protection Information Officer does not have any legal obligation to report any matter disclosed to them in their capacity as Member Protection Information Officer, the Member Protection Information Officer shall keep all matters disclosed to them confidential.

16.2. Disputes Arising under the Rules

16.2.1. This Rule applies to:

- i. disputes between Members; and
- ii. disputes between the Club and one or more Members

that arise under the Rules or relate to the Rules of the Club.

16.2.2. In this Rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.

16.2.3. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

16.2.4. If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Rule by giving written notice to the Secretary of the parties to, and details of, the dispute.

16.2.5. The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under Rule 16.2.4 for the Committee to determine the dispute.

16.2.6. At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.

16.2.7. The Secretary must inform the parties to the dispute of the Committee’s decision and the reasons for the decision within 7 days after the Committee Meeting referred to in Rule 16.2.5.

16.2.8. If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

16.2.9. If the dispute being considered by the Committee relates to a matter concerning the welfare of a child, the Committee must have regard to the process set out to such disputes in the Swimming Australia Limited Member Welfare Policy (as updated from time to time).

- 16.2.10. If the dispute relates to a Committee Member, it shall be considered that with respect to such dispute, the Committee Member has a material personal interest and therefore the Committee Member must not:
- iii. be present (in his or her capacity as a Committee Member) while the matter is being considered at any Committee Meeting; or
 - iv. vote on the matter.

16.3. Mediation

- 16.3.1. This Rule applies where a person is dissatisfied with a decision made by the Committee under Rule 16.2.
- 16.3.2. Where the dispute relates to a proposal for the suspension or expulsion of a Member this Rule does not apply until the procedure under Rule 3.7.1 in respect of the proposed suspension or expulsion has been completed.
- 16.3.3. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 16.2.3, or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 16.2.7 a party to a dispute may:
- i. Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - ii. Agree to, or request the appointment of, a mediator.
- 16.3.4. The party, or parties requesting the mediation must pay the costs of the mediation.
- 16.3.5. The mediator must be:
- iii. a person chosen by agreement between the parties;
or
 - iv. in the absence of agreement:
 - A. if the dispute is between a Member and another Member – a person appointed by the Committee; or

B. if the dispute is between a Member or more than one Member and the Club, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.

16.3.6. A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.

16.3.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

16.3.8. The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.

16.3.9. The mediator, in conducting the mediation, must:

- v. give the parties to the mediation process every opportunity to be heard;
- vi. allow all parties to consider any written statement submitted by any party; and
- vii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

16.3.10. The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

16.4. Inability to Resolve Disputes

16.4.1. If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

17. DISSOLUTION

17.1. Property Distribution

- 17.1.1. If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed:
- i. to a charitable organisation of the committees choosing
- 17.1.2. Upon the passing of a Special Resolution to wind up the Club, or upon the Club being wound up the Secretary shall send written notice to that effect to SWA.