



## **CONSTITUTION**

**-of-**

**BRISBANE SWIMMING ASSOCIATION  
INCORPORATED**

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# *Associations Incorporation Act 1981*

## **Constitution of**

### **1 INTERPRETATION**

- (1) In this Constitution unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 1981 (Qld)*.

**Affiliated Club** means the association recognized by Swimming Queensland as an Affiliated Club for the purposes of the Constitution of Swimming Queensland.

**Affiliated Region** means the Association recognized by Swimming Queensland to administer the sport of swimming in a particular geographic region of Queensland as determined by Swimming Queensland.

**Constitution** means this Constitution of this Association.

**FINA** means Federation Internationale de Natation, its successors and assigns.

**Honorary member** means a person granted that membership in accordance with Clause 8.

**Intellectual Property** means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registerable) relating to the Association, Swimming Queensland or Swimming Australia or any event, competition, championship, meeting or swimming activity of or conducted, promoted or administered by or under the control of the Association, Swimming Queensland and Swimming Australia.

**Level 1 Affiliated Region** means an Affiliated Region which complies with the definition of a level 1 incorporated association under the *Associations Incorporation Act 1981*.

**Level 2 Affiliated Region** means an Affiliated Region which complies with the definition of a level 2 incorporated association under the *Associations Incorporation Act 1981*.

**Level 3 Affiliated Region** means an Affiliated Region which complies with the definition of a level 3 incorporated association under the *Associations Incorporation Act 1981*.

**Life member** means a person granted that membership in accordance with Clause 8.

**Member** includes a registered member, an Affiliated Club and its delegates elected under Clause 7, a Life Member and an Honorary Member except where the context indicates to the contrary.

**Registered member** means a person registered with Swimming Queensland who is a member of an Affiliated Club within an Affiliated Region.

***Present***—

- (a) at a Management Committee meeting, see clause 23(4A) or
- (b) at a General Meeting, see clause 35(1)(d).

**Special resolution** means a resolution passed

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

**Swimming Australia** means Swimming Australia Ltd, its successors and assigns.

**Swimming Queensland** means Queensland Swimming Association Inc, its successors and assigns.

- (2) A word or expression that is not defined in this Constitution, but is defined in the Act, has if the context permits, the meaning given by the Act.
- (3) In this Constitution
  - (a) a reference to a function includes a reference to a power, authority and duty
  - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty
  - (c) words importing the singular include the plural and vice versa
  - (d) words importing any gender include the other gender
  - (e) references to persons, save where the context indicates to the contrary, include corporations and bodies politic
  - (f) references to a person include the legal personal representatives, successors and permitted assigns of that person
  - (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- (4) Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (5) This Constitution supersedes the Model Rules in the Act.

## **2 NAME**

The name of the incorporated Association is Brisbane Swimming Association Incorporated (“the Association”).

## **3 OBJECTS**

The objects of the Association are to

- (1) operate as a Regional Swimming Association established by Swimming Queensland and affiliated in accordance with the constitutions of Swimming Australia and Swimming Queensland
- (2) comply with the objects of Swimming Queensland in relation to swimming activities
- (3) do all that is reasonably necessary to enable these Objects to be achieved and to enable the members of the Association and of Affiliated Clubs to receive the benefits which these Objects are intended to achieve
- (4) undertake and/or do all things or activities which are necessary, incidental or conducive to achieve these Objects
- (5) comply with all requirements or obligations imposed by Swimming Australia and Swimming Queensland as a condition of affiliation
- (6) act in cooperation with Swimming Australia and Swimming Queensland to achieve the objects of those bodies
- (7) administer the sport of swimming within the geographical boundary determined by Swimming Queensland
- (8) conduct, encourage, promote, advance and administer swimming activities including conducting swimming competitions between Affiliated Clubs within the geographical boundary in the interests of swimming
- (9) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and swimming, its standards, quality and reputation for the collective and mutual benefit of the members and swimming
- (10) participate as an active member in the activities of Swimming Queensland
- (11) promote mutual trust, harmony and cooperation between members of the Association and members of Swimming Australia, Swimming Queensland and any Association or body associated therewith
- (12) comply fully with and implement any Code of Conduct, Policy, Standard, Bylaw or Condition [howsoever entitled] that has been, or may be, promulgated or approved by FINA, Swimming Australia or Queensland Swimming in relation to any member, swimming or any activity associated therewith
- (13) apply the property of the Association solely in pursuit of these Objects and swimming

- (14) use and protect the Intellectual Property
- (15) facilitate the establishment of a contract between each member of the Association and Swimming Queensland whereby each member agrees to be bound by the constitution of Swimming Queensland including all disciplinary procedures established by Swimming Queensland.

#### **4 POWERS**

For the purpose of furthering the objects, the Association has the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cwth)*.

#### **5 APPLICATION OF INCOME AND PROPERTY**

- (1) The income and property of the Association shall be applied solely towards the promotion of the objects.
- (2) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member.
- (3) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member who holds any office of the Association.
- (4) Nothing contained in clause 5(2) or (3) shall prevent payment in good faith to any member
  - (a) for any services actually rendered to the Association whether as an employee or otherwise
  - (b) for goods or services, professional or otherwise, supplied to the Association in the ordinary and usual course of business
  - (c) of interest, no greater than that payable to a bank for a comparable borrowing, on money borrowed from any member
  - (d) of rent for premises demised or let by any member to the Association
  - (e) for any out-of-pocket, travel or similar expenses incurred by the member on behalf of the Association.

Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

#### **6 CLASSES OF MEMBERS**

The membership of the Association consists of

- (a) Registered Members who join on an annual basis
- (b) Affiliated Clubs and the delegates thereof

- (c) Life Members being persons granted such status by an Annual General Meeting pursuant to Clause 8
- (d) Honorary Members being persons granted such status by a Management Committee Meeting pursuant to Clause 8
- (e) Any other category of members as may be determined by Swimming Queensland or Swimming Australia from time to time.

## **7 APPOINTMENT OF DELEGATES BY AFFILIATED CLUB**

- (a) Each Affiliated Club shall elect up to two persons, together with an equal number of alternatives, all being above the age of 18 years, to be its delegates at General and Special General Meetings of the Association.
- (b) All delegates and alternative delegates shall be members of Swimming Queensland.
- (c) No member of an Affiliated Club shall be elected as a delegate or alternative delegate to the Association where members of that Affiliated Club totaling twice the number of delegates permitted under this constitution are already delegates or alternative delegates to the Association.
- (d) All delegates of an Affiliated Club shall be entitled to attend and speak and vote at all General and Special General Meetings of the Association.
- (e) Should an Affiliated Club's delegate be unable to attend any meeting of the Association then an alternative delegate may attend in place of the delegate and speak and vote.
- (f) No person elected by an Affiliated Club to be its delegate or alternative delegate to the Association shall be directed by the Affiliated Club as to how he will cast his vote at any meetings of the Association.

## **8 GRANT OF LIFE AND HONORARY MEMBERSHIP**

- (1) The Association may grant Life Membership and Honorary Membership.
- (2) Life Membership may be granted to a person who has provided meritorious service to the Association in recognition of his efforts in furthering the interests of the Association.
- (3)
  - (a) Life Membership may only be granted by means of special resolution at an Annual General Meeting.
  - (b) A nomination for Life Membership may only be made by the Management Committee or an Affiliated Club.
  - (c) A nomination by an Affiliated Club must be made to the Management Committee at least 30 days prior to the Annual General Meeting.



- (d) The Management Committee shall make a recommendation to the Annual General Meeting following its review of any nomination by an Affiliated Club and any subsequent inquiries.
- (4) Honorary Membership may be granted by the Management Committee
  - (a) to a natural person above the age of 18 years in recognition of service as a non-swimmer to the Association and
  - (b) to any person acting in an honorary capacity for the Association including as Patron, Auditor or Legal Adviser.
- (5) The entitlements of persons granted Life or Honorary Membership of the Association are
  - (a) no membership fee is payable to the Association
  - (b) Life and Honorary Members may attend and speak but not vote at all General and Special General Meetings of the Association.

## **9 APPLICATIONS FOR MEMBERSHIP**

- (1) All Affiliated Clubs within the relevant geographic region as determined by Swimming Queensland shall apply for membership of the Association.
- (2) An application for membership must be in writing in the form decided by the Management Committee and signed by the proper representatives of the Affiliated Club.

## **10 MEMBERSHIP FEES**

The membership fees are

- (a) such fees as determined by Swimming Queensland from time to time and
- (b) such additional amounts decided at a General Meeting of the Association and
- (c) payable when, and in the manner, as provided from time to time.

## **11 ADMISSION OF MEMBERS**

- (1) The Management Committee must, after confirming that the applicant is affiliated with Swimming Queensland, accept the application for membership at its next meeting after it receives the application and the appropriate membership fee for the application.
- (1A) The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Management Committee considers the person's application, the person is advised

- (a) whether or not the Association has public liability insurance; and
  - (b) if the Association has public liability insurance—the amount of the insurance
- (2) The Secretary of the Association must, as soon as practicable after the Management Committee accepts an application, give the applicant a written notice of the decision.

## **12 DISCIPLINE OF AFFILIATED CLUBS**

- (1) The Management Committee may recommend Swimming Queensland take disciplinary action against an Affiliated Club if the Affiliated Club
- (a) does not comply with any of the provisions of this constitution or
  - (b) has membership fees in arrears for at least three months or
  - (c) acts in a way considered to be injurious or prejudicial to the objects or interests of the Association.
- (2) Before the Management Committee makes such a recommendation, the Committee must give a full and fair opportunity to the Affiliated Club to show why the recommendation should not be made.
- (3) If, after considering all representations made, the Management Committee decides to recommend the taking of disciplinary action against an Affiliated Club, the Secretary of the Management Committee must give a written notice of the decision to the Affiliated Club.

## **13 DISCIPLINE OF OTHER MEMBERS**

- (1) The Management Committee may refer the following matters for investigation or determination in its sole discretion to such person or persons as may be constituted as a disciplinary tribunal which may make such finding of fact and impose such punishment, including reprimand, fine, disqualification, suspension or expulsion, as appears appropriate
- (a) breach of Constitution: an allegation or grievance (not being vexatious, trifling or frivolous) by a complainant (who may be, but need not be, a member) that a member has breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Management Committee or duly authorised committee or
  - (b) breach of discipline: an allegation (not being vexatious, trifling or frivolous) by a complainant that a member
    - (i) acted in a manner unbecoming of a member or prejudicial to the objects and interests of the Association, Swimming Queensland, Swimming Australia and/or swimming or
    - (ii) brought the Association, Swimming Queensland, Swimming Australia and/or swimming into disrepute or

(iii) acted contrary to any standard or code of conduct [howsoever called] approved by Swimming Queensland or Swimming Australia.

- (2) This clause is applicable to a member notwithstanding any action taken under the constitution of Swimming Australia or Swimming Queensland in relation to that member.
- (3) For the purposes of this Clause the term “member” includes any person participating in any capacity in any swimming meet or other activity held under the auspices of the Association but does not include an Affiliated Club.
- (4) For the purpose of this clause, the member will be subject to and agrees to submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association as set out in its By-Laws or as provided in the By-Laws of Swimming Queensland.

#### **14 NOTIFICATION OF DISCIPLINE**

- (1) When a person has been suspended, disqualified or expelled as a result of disciplinary proceedings, notice shall be given by the Association to Swimming Australia, Swimming Queensland and all affiliated bodies.
- (2) A swimmer, on being suspended, disqualified or expelled as a result of disciplinary proceedings, shall forfeit any fee paid or trophies won in any contest in relation to which the disciplinary proceedings have taken place.
- (3) The Affiliated Club or other body conducting the contest in relation to which the suspension, disqualification or expulsion occurs shall confiscate all trophies or other awards, as are appropriate, and may distribute them in such manner as it thinks fit.

#### **15 APPEALS AGAINST DISCIPLINE**

- (1) Any person the subject of an adverse finding in proceedings in accordance with Clause 13 may appeal to Swimming Queensland in relation to that adverse finding.
- (2) Such appeal shall be dealt with in accordance with such policies and procedures as Swimming Queensland may from time to time determine.

#### **16 REGISTER OF MEMBERS**

- (1) The Management Committee must keep a register at regional level of all classes of members.
- (2) The register of members must include the following particulars [if appropriate]
  - (a) the full name and official address and contact details of each member
  - (b) the date of admission of the member

- (c) the date of death or resignation of the member
  - (d) details about the termination or reinstatement of membership
  - (e) any other particulars decided by the Management Committee or at a General Meeting.
- (3) The register must be open for inspection at all reasonable times.
  - (4) Before a member may inspect the register, the member must apply in writing to the Secretary to inspect it.
  - (5) The Management Committee shall provide to Swimming Queensland, at such time and in such form as Swimming Queensland may specify in writing, a copy of the register of members.
  - (6) However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

#### **16A PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

- (1) A member of the Association must not—
  - (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub Clause (1) does not apply if the use or disclosure of the information is approved by the Association.

#### **17 MEMBERSHIP OF MANAGEMENT COMMITTEE**

- (1) The Management Committee of the Association consists of a President, Vice-President, Treasurer and any other office bearer elected or appointed at a General Meeting provided that, wherever practical, no more than two of such persons shall be a member of the same Affiliated Club.
- (2) A member of the Management Committee, other than a Secretary appointed by the Management Committee under subclause 18A(1)(b)(iii), must be a member of the Association.
- (3) At each Annual General Meeting of the Association, the office bearers must, subject to Clause 19, retire from office, but are eligible, on nomination, for re-election.

- (4) A member of the Association may be appointed to a casual vacancy on the Management Committee under Clause 21.

## **18 ELECTING THE MANAGEMENT COMMITTEE**

- (1) An office bearer may only be elected as follows
  - (a) any member of an Affiliated Club may nominate any other member of an Affiliated Club (the “candidate”) to serve as an office bearer
  - (b) the nomination must be
    - (i) in writing
    - (ii) seconded in writing by another member of an Affiliated Club
    - (iii) signed by the candidate and the person who nominated him or her
    - (iv) given to the Secretary at least 30 days before the Annual General Meeting at which the election is to be held
  - (c) each delegate present at the Annual General Meeting may vote for any number of candidates not more than the number of vacancies
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (1A) A person may be a candidate only if the person—
  - (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (2) A list of the candidates’ names in alphabetical order, with the names of the persons who nominated and seconded each candidate, must at least 14 days immediately preceding the Annual General Meeting be posted in a conspicuous place in the office or usual place of meeting of the Association and be notified in writing to each Affiliated Club in the region.
- (3) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (4) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—
  - (a) whether or not the Association has public liability insurance; and
  - (b) if the Association has public liability insurance—the amount of the insurance.

## 18A APPOINTMENT OR ELECTION OF SECRETARY

- (1) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
  - (a) a member of the Association elected by the Association as Secretary; or
  - (b) any of the following persons appointed by the Management Committee as Secretary—
    - (i) a member of the Association’s Management Committee;
    - (ii) another member of the Association;
    - (iii) another person.
- (2) If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after incorporation
- (3) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- (4) If the Management Committee appoints a person mentioned in subclause (1) (b) (ii) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- (5) However, if the Management Committee appoints a person mentioned in subclause (1) (b) (ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- (6) If the Management Committee appoints a person mentioned in subclause (1) (b) (iii) as Secretary, the person does not become a member of the Management Committee.
- (7) In this rule—

*casual vacancy*, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

## 18B REMOVAL OF SECRETARY

- (1) The Management Committee of the Association may at any time remove a person appointed by the committee as the Secretary.
- (2) If the Management Committee removes a Secretary who is a person mentioned in clause 18A (1) (b) (i), the person remains a member of the Management Committee.
- (3) If the Management Committee removes a Secretary who is a person mentioned in clause 18A(1)(b)(ii) and who has been appointed to a casual vacancy on the

Management Committee under rule 18A(5), the person remains a member of the Management Committee.

## **18C FUNCTIONS OF SECRETARY**

The Secretary's functions include, but are not limited to—

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association, and;
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) maintaining the register of members of the Association.

## **19 TERM OF OFFICE OF PRESIDENT AND SECRETARY**

- (1) As from the date of adoption of this Constitution, the maximum continuous term of office of any President or Secretary of the Association shall be six years.
- (2) Any person the subject of (1) shall be eligible to seek election to the office of President or Secretary of the Association at the expiry of a period of two years after they became subject to (1).
- (3) If due to the operation of subsection (1) both the President and Secretary are to retire at the same Annual General Meeting then the term of office of the President may be extended for a further one year.

## **20 RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER**

- (1) A Management Committee member may resign by giving written notice of resignation to the Secretary.
- (2) Where the Management Committee member is a delegate or alternative delegate of an Affiliated Club the Secretary shall advise the Affiliated Club of the resignation within 7 days of the receipt of the resignation.
- (3) Where the Secretary of an Affiliated Club receives a notice of resignation of a member of the Management Committee as a member of the Affiliated Club, the Secretary shall notify the Secretary of the Association in writing within seven days of the receipt of the notice of resignation.
- (4) The resignation from the Management Committee takes effect on
  - (a) the day and at the time the notice is received by the Secretary or

- (b) if a later day is stated in the notice, the later day.
- (5) A person may be removed from office at a Special General Meeting of the Association if 75% of the persons present and entitled to vote at the meeting vote in favour of removing the person.
- (6) Before a vote is taken about removing the person from office, the person must be given a full and fair opportunity to show cause why he should not be removed from office.
- (7) A person has no right of appeal against his removal from office under this section.
- (8) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **21 VACANCIES ON MANAGEMENT COMMITTEE**

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint a delegate or an Honorary or Life Member of the Association to fill the vacancy until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of Committee members is less than the number fixed under these rules as a quorum of the Management Committee, the continuing members shall act to
  - (a) increase the number of Management Committee members to the number required for a quorum or
  - (b) call a General Meeting of the Association.

## **22 FUNCTIONS OF MANAGEMENT COMMITTEE**

- (1) Subject to this constitution or a resolution carried at a General Meeting, the Management Committee has
  - (a) the general control and management of the administration of the affairs, property and funds of the Association and
  - (b) authority to interpret the meaning of this Constitution and any matter relating to the Association on which the Constitution is silent.
- (2) The Management Committee may exercise the powers of the Association
  - (a) to borrow, raise or secure the payment of amounts in a way the Association members decide
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures



(perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future

- (c) to purchase, redeem or pay off any securities issued
  - (d) to borrow amounts from members and pay interest on the amounts borrowed
  - (e) to mortgage or charge the whole or part of its property
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association
  - (g) to provide and pay off any securities issued
  - (h) to invest in a way the members of the Association may from time to time decide.
- (3) For subsection (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by
- (a) the financial institution for the Association or
  - (b) if there is more than one financial institution for the Association, the financial institution nominated by the Association.
- (4) The Management Committee shall appoint a regional appeals panel to hear appeals at a regional level in relation to disciplinary action taken by Affiliated Clubs within the region.
- (5) The regional appeals panel shall be chaired by a person of at least five years standing as a legal practitioner or who, in the opinion of the Management Committee, possesses equivalent competence in dealing with appeals.
- (6) The regional appeals panel hearing an appeal shall consist of at least two persons, including the chair under clause (5), provided that no member of an Affiliated Club shall serve on a regional appeals panel dealing with a matter relating to a member of that Affiliated Club or the Affiliated Club itself.

## **23 MEETINGS OF MANAGEMENT COMMITTEE**

- (1) Subject to subsections (2) to (17), the Management Committee may meet and conduct its proceedings as it considers appropriate provided that the Secretary shall notify all Affiliated Clubs in writing of all administrative decisions made at a Management Committee meeting within 14 days of the conclusion of that meeting.
- (2) The Management Committee must meet at least once every two months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (4A) The Management Committee may hold meetings, or permit a committee member to take

part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

- (4B) A committee member who participates in the meeting as mentioned in subclause 4A is taken to be present at the meeting.
- (5) If the Secretary receives a written request signed by at least 33% of the Management Committee members, the Secretary must call a special meeting of the Management Committee.
- (6) A request for a special meeting must state
  - (a) why the special meeting is called and
  - (b) the business to be conducted at the meeting.
- (7) At a Management Committee meeting, 50% or more of the number of members elected or appointed to the Committee as at the close of the last Annual General Meeting form a quorum.
- (8) Notice of intention to attend a meeting or special meeting of the Management Committee shall be given to the Secretary by each member at least seven days prior to the scheduled day of meeting. Should the Secretary fail to receive notice that a quorum of members plan to be present at the meeting, the Secretary shall notify all members, by whatever means are appropriate, that the meeting is cancelled and consult the members of the Management Committee as to the next appropriate date to hold such meeting.
- (9) A question arising at a Management Committee meeting is to be decided by a majority vote of Committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (10) A Management Committee member must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract.
- (11) The Secretary must give each Management Committee member at least 14 days notice of a special meeting of the Committee.
- (12) A notice of a special meeting must state
  - (a) the day, time and place of the meeting and
  - (b) the business to be conducted at the meeting.
- (13) The President or, if there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Vice-President is to preside at the meeting.
- (14) If the President and the Vice-President are absent from a Management Committee meeting, the members may choose one of their number to preside at the meeting.
- (15) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called on the request of Committee members, the meeting lapses.

- (16) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of Committee members, the meeting is to be adjourned to
  - (a) the same day, time and place in the next week or
  - (b) a day, time and place decided by the Committee.
- (17) If at an adjourned meeting mentioned in subsection (16), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **23A MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

### **24 DELEGATION OF MANAGEMENT COMMITTEE POWERS**

- (1) The Management Committee may delegate the whole or part of its powers to a subcommittee constituted by persons considered appropriate by the Management Committee.
- (2) A subcommittee may only exercise delegated powers in the way the Management Committee decides.
- (3) A subcommittee may elect a person to preside at its meetings.
- (4) If a person to preside is not elected, or if the person to preside is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to preside at the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question shall be decided in the negative.

### **25 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Subsection (1) applies even if the act was performed when

- (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee or
- (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

**26 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- (1) A written resolution signed by each member of the Management Committee for the time being entitled to receive notice of a Committee meeting is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
- (2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by one or more members of the Committee.

**27 FIRST GENERAL MEETING**

- (1) The first General Meeting must be held not less than one month, and not more than three months, after the day the Association is incorporated.
- (2) The Management Committee must decide where the meeting is to be held.
- (3) The business to be conducted at the first General Meeting must include the appointment of an auditor.

**28 FIRST ANNUAL GENERAL MEETING**

The first Annual General Meeting must be held within 18 months after the day the Association is incorporated.

**29 SUBSEQUENT ANNUAL GENERAL MEETINGS**

Each subsequent Annual General Meeting must be held

- (1) at least once each year and
- (2) within six months after (*insert date shown in Clause 41*) in any year.

**30 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 AFFILIATED REGION**

- (1) This clause applies only if the Association is a level 1 Affiliated Region to which section 59 of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of the Association—

- (a) receiving the Association’s financial statement and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the Management Committee;
- (d) appointing an auditor or an accountant for the present financial year;
- (e) appointing a patron or patrons, if agreed to by the meeting;
- (f) determination of the annual membership fee;
- (g) such other business, including approval of Life Members as may be listed on the Agenda.

**30A BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 2 AFFILIATED REGION**

- (1) This clause applies only if the Association is a level 2 Affiliated Region to which section 59A of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of the Association—
  - (a) receiving the Association’s financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the Management Committee;
  - (d) appointing an auditor, an accountant or an approved person for the present financial year;
  - (e) appointing a patron or patrons, if agreed to by the meeting;
  - (f) determination of the annual membership fee;
  - (g) such other business, including approval of Life Members as may be listed on the Agenda.

**30B BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 3 AFFILIATED REGION**

- (1) This rule applies only if the Association is a level 3 Affiliated Region to which section 59B of the Act applies.

- (2) The following business must be conducted at each Annual General Meeting of the Association—
  - (a) receiving the Association’s financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the Management Committee;
  - (d) appointing a patron or patrons, if agreed to by the meeting;
  - (e) determination of the annual membership fee;
  - (f) such other business, including approval of Life Members as may be listed on the Agenda.

### **31 GENERAL MEETING**

- (1) A General Meeting of the Association comprising delegates and the Management Committee may be called by the Management Committee.
- (2) At each General Meeting the Management Committee shall
  - (a) provide a financial statement of income and expenditure of the Association current to the date of the last meeting of the Management Committee
  - (b) advise the meeting of all significant issues currently being considered by the Management Committee
  - (c) provide such other information that the meeting, by motion, determines should be provided.
- (3) Notice of intention to attend a General Meeting shall be given to the Secretary by each delegate at least seven days prior to the scheduled day of meeting. Should the Secretary fail to receive notice that a quorum plan to be present at the meeting, the Secretary shall notify all such delegates, by whatever means are appropriate, that the meeting is cancelled and consult the members of the Management Committee as to the next appropriate date to hold such meeting.
- (4) Registered members shall be entitled to attend and speak but not vote at all General Meetings.

### **32 SPECIAL GENERAL MEETING**

- (1) The Secretary shall call a Special General Meeting to discuss a proposed special resolution by giving each delegate and member of the Management Committee notice of the meeting at least 21 days after
  - (a) being directed to call the meeting by the Management Committee or

- (b) being given a written request by
  - (i) at least 33% of the members presently on the Management Committee or
  - (ii) at least 25% of the Affiliated Clubs.
- (2) A request mentioned in subsection (1)(b) must state
  - (a) why the Special General Meeting is being called and
  - (b) the business to be conducted at the meeting.
- (3) Registered members shall be entitled to attend and speak but not vote at all Special General Meetings.

### **33 NOTICE OF GENERAL MEETING**

- (1) The Secretary upon direction of the Management Committee shall call a General Meeting of the Association.
- (2) The Secretary must give at least 21 days notice of the meeting to each delegate.
- (3) The Management Committee may decide the way in which the notice must be given provided that notice to a delegate shall be given by giving notice to each Affiliated Club.
- (4) A notice of a General Meeting must state the business to be conducted at the meeting.

### **34 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- (1) The quorum for a General Meeting is at least the number of members elected or appointed to the Management Committee at the close of the Association's last General Meeting plus 1.
- (1A) However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less 1.
- (2) No business may be conducted at a General Meeting unless a quorum is present when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes of the time fixed for a General Meeting called on the request of members of the Management Committee of the Association, the meeting lapses.
- (4) If a quorum is not present within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Management Committee of the Association, the meeting is to be adjourned to
  - (a) the same day, time and place in the next week or

- (b) a day, time and place decided by the Management Committee.
- (5) If, at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the delegates and members of the Management Committee present form a quorum.
- (6) The person presiding may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **35 PROCEDURE AT GENERAL MEETING**

- (1) Subject to these provisions, at each General or Special General Meeting
  - (a) the President or, if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice-President is to preside
  - (b) if the Vice President is absent or unwilling to preside the members present must elect one of their number to preside over the meeting
  - (c) the person presiding must conduct the meeting in a proper and orderly way
  - (d) each question, matter or resolution (which shall merely be an expression of opinion and not binding on the Management Committee) must be decided by a majority of votes of the members present or who use any technology that reasonably allows the member to hear and take part in discussions as they happen, such persons being deemed to be present at the meeting
  - (e) each delegate and each member of the Management present is entitled to one vote only and, if the votes are equal, the matter is resolved in the negative
  - (f) a delegate is not entitled to vote at a General Meeting if the annual subscription of the Affiliated Club of which he is a delegate is in arrears at the date of the meeting
  - (g) voting may be by a show of hands or a division, unless at least 20% of the persons present and entitled to vote demand a secret ballot
  - (h) if a secret ballot is held, the President or person presiding must appoint two persons to conduct the secret ballot in the manner the person presiding determines



- (i) the result of a secret ballot as declared by the chair is taken to be a resolution of the meeting at which the ballot was held
  - (j) a person may vote in person and
    - (i) on a show of hands, each person present and entitled to vote has one vote
    - (ii) in a secret ballot, each person present and entitled to vote has one vote
  - (k) the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting and General and Special General Meeting are entered in a minute book.
  - (l) the Secretary must ensure the minute book for each General Meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.
- (2) To ensure the accuracy of the minutes recorded under subsection (1) (k)
- (a) the minutes of each Management Committee meeting must be signed by the person presiding at the meeting, or the person presiding at the next Management Committee meeting, verifying their accuracy.
  - (b) the minutes of each General Meeting must be signed by the person presiding at the meeting, or the person presiding at the next General Meeting, verifying their accuracy.
  - (c) the minutes of each Annual General Meeting must be signed by the person presiding at the meeting, or the person presiding at the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.

## **36 BY-LAWS**

The Management Committee may make, amend or repeal By-Laws, not inconsistent with these rules, for the internal management of the Association.

## **37 ALTERATION OF THIS CONSTITUTION**

- (1) Subject to the Act, this Constitution may be amended, repealed or added to following the specific approval of Swimming Queensland by a special resolution carried at a Special General Meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive of the Department administering the Act.

## **38 COMMON SEAL**

- (1) The Management Committee must ensure the Association has a common seal.

- (2) The common seal must be
  - (a) kept securely by the Management Committee and
  - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by
  - (a) the Secretary or
  - (b) another member of the Management Committee or
  - (c) someone appointed by the Management Committee.

### **39 FUNDS AND ACCOUNTS**

- (1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) All payments of \$100 or more are to be paid by cheque or electronic funds transfer. The cheque must be signed by any two of the following
  - (a) the President
  - (b) the Secretary
  - (c) the Treasurer
  - (d) another member authorized by the Management Committee for the purpose.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (6) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (7) All expenditure must be approved or ratified at a Management Committee meeting.
- (8) The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared
  - (a) the income and expenditure for the financial year just ended.
  - (b) the Association's assets and liabilities at the close of the year.

- (c) the mortgages, charges and securities affecting the property of the Association at the close of the year.
- (9) If the Association is incorporated within three months before the end of the Association's financial year, subsection (8) does not apply for the financial year in which the Association is incorporated.
- (10) The auditor must examine the statement prepared under subsection (8) and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- (11) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

#### **40 DOCUMENTS**

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

#### **41 FINANCIAL YEAR**

The financial year of the Association closes on 31<sup>st</sup> March in each year.

#### **42 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- (1) This section applies if the Association
  - (a) is wound up under part 10 of the Act and
  - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Association.
- (3) The surplus assets must be given or transferred to Swimming Queensland, or any successor or assignee, to be used in accordance with the objects of that Association.
- (4) In this section "surplus assets" has the meaning given by section 92(3) of the Act.

#### **43 TRANSITIONAL PROVISION**

Where an Affiliated Region already recognized by Swimming Queensland is an Association registered under the Act, the provisions of this constitution take effect following the adoption by the Association of this constitution in accordance with the Act.