

CONSTITUTION OF THE WINTER SWIMMING ASSOCIATION OF AUSTRALIA, INC.

PART I - PRELIMINARY

1. NAME

- 1.1. The name of the Association shall be called the Winter Swimming Association of Australia, Inc. (WSAA) The Association shall consist of the New South Wales Winter Swimming Association and the Winter Swimming Association of Australia, both bodies being unincorporated organisations before the incorporation of the WSAA.

2. OBJECTIVES

- 2.1. The objectives of the Association shall be:
 - a. to promote and encourage the sport of swimming in unheated outdoor venues during the winter months of May to September throughout all States.
 - b. to institute, regulate and control an Annual Championship Carnival between affiliated member clubs and to hold such championships or races as may from time to time be found expedient.

3. COLOURS

- 3.1. The colours of the Association shall be green, gold, black and blue.

4. BADGES

- 4.1. There shall be an approved Association badge which only financial members of affiliated clubs shall be entitled to wear.
- 4.2. There shall be an approved badge struck for Life Membership conferred under Clause 17. The badge will be presented at an Annual General Meeting.

5. INTERPRETATION

- 5.1. In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

"Association" means the Winter Swimming Association of Australia Inc. viz. WSAA.

"member club" means a winter swimming club that is affiliated with the WSAA and which is represented by two individual delegates at Council, Annual General or Special General Meetings, and in all matters addressed by the WSAA.

"committee member"* means a member of either the management committee or the competition committee.

"a qualified person" means a financial and competitive member of a "member club".

"management committee" in relation to the Association, means the body that is responsible for the running of the affairs of the Association and its compliance with statutory requirements, and comprises the President, Vice President, Secretary, Treasurer, Carnival Director/Referee and two (2) Committee persons.

"competition committee" in relation to the Association, means the body that is responsible for the organisation and running of the Annual National Championships in conjunction with a Host Club, and comprises the Carnival Director/Referee (Chairperson), Secretary, two (2) Deputy Referees, Chief Judge, Registrar, Chief Timekeeper, Chief Marshall, Publicity Officer, two (2) Announcers and a Host Club Representative.

"officer"* in relation to the Association means a member of either the "management committee"

or the "competition committee".

"Council Meeting" means a meeting of the delegates of the "member clubs" to ratify the business of the Association, to permanently or temporarily amend the Championship Rules for the running of the Annual National Championships, and to the acceptance or otherwise of the Host Club's financial report on the running of the Annual National Championships. There shall be three (3) Council Meetings held each year held in the months of April, June and August.

"sub committee" in relation to the Association, means a body that is appointed to deal with a specific matter, (e.g. finance, sponsorship, marketing, appeals, constitution, etc.) and to report back to a Council Meeting. The "sub committee" may be comprised of Association "officers", "qualified persons" and other persons with particular expertise in the matter for which the sub committee was formed. The President and the Secretary shall be ex officio members of all "sub committees" except the Disciplinary Committee.

The **"Act"** means the Associations Incorporation Act, 1984, and subsequent amendments. Where reference is made in this constitution to a provision in an Act or Statutory Rule that has been amended or replaced, the reference is taken to be to the amended or replaced provision.

The **"Regulation"** means the Associations Incorporation Regulation, 1985, and subsequent amendments.

- a. In this Constitution:
 - i. a reference to a function includes a reference to a power, authority and duty; and
 - ii. a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- b. The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II - MEMBERSHIP

6. MEMBERSHIP QUALIFICATIONS

- 6.1. The membership of the Association shall consist of Winter Swimming Clubs throughout Australia (represented by their delegates) who subscribe to the Constitution and Rules of the Association and whose affiliation is accepted by the Management Committee and ratified at a Council Meeting or an Annual General Meeting or a Special General Meeting.
- 6.2. A club is qualified to be a member club of the Association if, but only if:
 - a. the club is a club referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
 - b. the club is a club which:
 - i. has been nominated for membership of the Association according to Clause 7;
 - ii. has been approved for membership of the Association by the Management Committee and subsequently ratified at a Council Meeting, and
 - iii. has agreed in writing to be bound by the National Championship Rules.
- 6.3. In order to be eligible for membership a club shall conduct weekly swimming events in an outdoor venue during the period from 1st May to 30th September each year. The club shall submit a letter stating that it complies with all the above conditions. Specific exemptions may be sought by reference to the Management Committee and ratified at a Council, Annual General or Special Meeting.

7. NOMINATION FOR MEMBERSHIP

- 7.1. A nomination of a club for membership of the Association:
- a. shall be made by two member clubs of the Association in favour of the nominee club, in writing, in the prescribed form set out in Appendix 1 of this Constitution;
 - b. shall be lodged with the Secretary of the Association.
- 7.2. As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Management Committee which shall determine whether to approve or reject the nomination.
- 7.3. Where the management committee determines to approve the nomination for membership, the Secretary shall, as soon as is practicable after that determination, notify the nominee of that approval, and request the nominee to pay within a period of 28 days after receipt by the nominee of the notification, the sum payable under this Constitution by a member club as a joining fee and an annual affiliation fee:
- a. The Secretary shall, on payment by the nominee of the amounts referred to in clause 7.3, enter the nominee's name in the register of members.
 - b. The nominee's membership is to be ratified at the next Council Meeting, Annual General Meeting or Special General Meeting held thereafter.
 - c. A new club seeking membership of the Association must apply on or before the 30th June in that calendar year to be eligible to compete in the National Championships for that year.

8. CESSATION OF MEMBERSHIP

- 8.1. A member club ceases to be a member of the Association if that member club:
- a. resigns its membership; or
 - b. is expelled from the Association; or
 - c. fails to pay the annual affiliation fee.

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 9.1. A right, privilege or obligation that a member club has, due to being a member of the Association:
- a. is not capable of being transferred or transmitted to another club; and
 - b. terminates upon cessation of that member club's membership.

10. RESIGNATION OF MEMBERSHIP

- 10.1. A member club of the Association is not entitled to resign its membership except in accordance with this rule.
- 10.2. A member club of the Association, which has paid all amounts payable by it in respect of its membership, may resign from membership of the Association by first giving notice (being not less than one (1) month, or not less than such other period that the Management Committee may determine) in writing to the Secretary of its intention to resign, and, upon the expiration of the period of notice, it ceases to be a member of the Association.
- 10.3. Where a member of the Association ceases its membership pursuant to clause 10.2, and in every other case, where a member club ceases to hold membership, the Secretary shall record in the register of member clubs the date on which it ceased to be a member of the Association.

11. REGISTER OF MEMBERS

- 11.1. The Secretary of the Association shall establish and maintain a register of members of the Association specifying the name and address of each club which is a member of the Association together with the date on which the club became a member.
- 11.2. The Register of Member Clubs shall be kept at the registered office of the Association and shall be available for inspection, free of charge, to a designated delegate of a member club of the Association, at a time arranged beforehand with the Secretary.
- 11.3. The registered office shall be maintained at the Maroubra Seals Sports & Community Club Limited, 212-218 Marine Parade, Maroubra, New South Wales, 2035.

12. FEES, SUBSCRIPTIONS ETC.

- 12.1. A member club of the Association shall, upon admission to membership, pay to the Association an initial joining fee of \$20, or a higher amount, as determined at a Council, Annual General or Special Meeting of the Association held subsequent to 18 June 2005.
- 12.2. In addition to any amount payable by the member club under clause 12.1, a member of the Association shall pay to the Association an annual membership subscription of \$50, or a higher amount, as determined at a Council, Annual General or Special Meeting of the Association held subsequent to 18 June 2005:
 - a. before 1st July in each calendar year; or
 - b. where the member club is admitted to membership on or after 1st July in any calendar year, the subscription is payable upon admittance and before 1st July in each succeeding year.

13. MEMBERS' LIABILITIES

- 13.1. The liability of a member club of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member club in respect of membership of the Association as required by clause 12.

14. RESOLUTION OF INTERNAL DISPUTES

- 14.1. Disputes between member clubs (in their capacity of member clubs only) of the Association are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act, 1983, and as subsequently amended.

15. DISCIPLINING OF MEMBERS

- 15.1. A complaint may be made by any member club of the Association that a member club of the Association:
 - a. has refused or neglected to comply with a provision or provisions of this Constitution, or
 - b. has acted in a manner prejudicial to the interests of the Association.
- 15.2. The complaint has to be in writing.
- 15.3. On receiving such a complaint, the Management Committee:
 - a. must provide written notice of the complaint to be served on the member club concerned; and
 - b. must give the member club at least 14 days, but not more than 28 days, from the time the notice is served, to respond, in writing, to the Management Committee, to the allegations made in the complaint, and

- c. must take into consideration any submissions made by the member club in connection with the complaint.
- 15.4. The Management Committee may, by resolution, expel the member club from the Association or suspend the member club from membership of the Association, if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts put forward in the complaint have been proved.
- 15.5. If the Management Committee expels or suspends a member club, the Secretary must, within seven (7) days after the decision is reached, give written notice of such to the member club, setting forth the reasons for expulsion or suspension and advising of the member club's right of appeal under clause 16.
- 15.6. The expulsion or suspension does not take effect until:
 - d. the expiration of the period within which the member club is entitled to appeal against the resolution concerned; or
 - e. if within that period the member club exercises the right of appeal, unless and until the Disciplinary Committee completes its consideration of the appeal and hands down a decision having regard to the discretion allowed the Disciplinary Committee under clause 16.5.

16. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 16.1. The "Disciplinary Committee" means a sub-committee of the Association comprising three (3) Life Members who are not members of the Management Committee or the Competition Committee. The Disciplinary Committee shall be appointed for a period of three (3) years at an Annual General Meeting, and shall be responsible for the conduct, investigation and resolution of any appeals to the Association under this clause.
- 16.2. A member club may appeal to the Association against the resolution of the Management Committee which is confirmed under Clause 15.4, within seven (7) days after notice of the resolution is served on the member club by lodging with the Secretary a notice to that effect.
- 16.3. Upon receipt of a notice from the member club, the Secretary shall notify the Disciplinary Committee which shall convene a meeting to be held within twenty one (21) days after the date on which the Secretary received the notice.
- 16.4. The only business to be discussed at this convened meeting of the Disciplinary Committee is that pertaining to the appeal.
 - a. The Secretary shall provide the Disciplinary Committee with copies of all evidence provided by all parties in the subject action leading to the expulsion or suspension and include the reasons for the decision reached by the Management Committee.
 - b. The appellant member club will be required to provide a written statement of the grounds on which the appeal is based.
 - c. The Disciplinary Committee may require each or both parties to provide further explanations or evidence.
- 16.5. The Disciplinary Committee may:
 - a. Confirm or revoke the decision to expel the member club; or
 - b. Revoke the decision to expel the member club but impose a period of suspension; or
 - c. Confirm the suspension but either extend or lessen the period of suspension.
- 16.6. The decision of the Disciplinary Committee is final.

17. LIFE MEMBERSHIP

- 17.1. Life membership may be conferred upon any individual of a member club who has given at least eight (8) years exceptional and/or distinguished service to the Association.
- 17.2. Nominations for Life Membership must be made in writing and be received by the Secretary by January 31 in any calendar year before the stipulated April Annual General Meeting. The nomination is to be detailed in accordance with the conditions notified in 20 (a) and is to be reviewed by a meeting of the Management Committee, prior to the next April Annual General Meeting, which shall confirm that the nomination is in accord with clause 17.1 before it can be presented to the Annual General Meeting.
- 17.3. Nominations for Life Membership can only be considered at an Annual General Meeting. The granting of Life Membership requires a 75% majority of those present and eligible to vote at that Annual General Meeting.
- 17.4. Vote may be by either secret ballot or a show of hands on the behest of the nominator.
- 17.5. Life members may attend and speak at Annual General Meetings, Special General Meetings and Council Meetings and may vote on any issue.

PART III

18. MANAGEMENT OF THE ASSOCIATION

- 18.1. The Association shall be run by the Management Committee, subject to the Act, the Regulations, and this Constitution, and such subsequent resolutions that are passed by the Association at an Annual or Special General Meeting.

The Management Committee:

- a. shall control and manage the affairs of the Association, and ensure all statutory provisions are complied with.
 - b. Shall comply with resolutions passed by member clubs at Council, Annual General or Special General Meetings so long as they are legal directives.
 - c. Has the power to perform all such acts and do all such things as appear to be necessary or desirable for the proper management of the affairs of the Association.
 - d. Shall overview the operation and activities of the Competition Committee, which in turn, is responsible for the running of the annual National Championships Carnival.
- 18.2. The Management Committee shall consist of:
 - a. The President (Chairperson)
 - b. The Vice-President
 - c. The Secretary/Public Officer
 - d. The Treasurer
 - e. The Carnival Director/Referee
 - f. Two Committee Persons
 - 18.3. The Competition Committee shall consist of:
 - a. The Carnival Director/Referee (Chairperson)
 - b. The Secretary/Public Officer
 - c. Two Deputy Referees
 - d. Registrar
 - e. Chief Judge

- f. Chief Marshal
 - g. Chief Timekeeper
 - h. Announcer (two may be elected/appointed)
 - i. Publicity Officer
 - j. Host Club/Association Carnival Organiser
- 18.4. The office bearers of the Association shall consist of the members of the Management Committee and the Competition Committee, each of whom shall be elected at the Annual General Meeting of the Association pursuant to Clause 19.
- 18.5. All office bearers shall be able to vote at their respective committee meetings, Council, Annual General and Special General Meetings whilst they hold office.
- 18.6. Each office bearer shall hold office from the date of his election or appointment, until the next following Annual General Meeting. Each office bearer is eligible for re-election, if so nominated by his member club.
- 18.7. In the event of a casual vacancy occurring in the ranks of office bearers, the Management Committee may appoint a suitable person to fill the vacancy and the person so appointed shall hold office until the next following Annual General Meeting.
- 18.8. Subject to this Constitution delegates of member clubs shall only remain as delegates until the appointment of their successors by their member clubs, provided that a delegate may resign his position, or be removed from the position of delegate by the member club which appointed him.
- 18.9. Nothing in these rules shall prevent an individual from belonging to more than one member club.
- 18.10. An individual may transfer from one club to another, but may not represent, in the same year, more than one member club at the National Championships.

19. ELECTION OF OFFICE BEARERS AND MEMBERS OF THE COMMITTEE

- 19.1. Nomination of candidates for election as office-bearers of the Association, shall be:
- a. made in writing, endorsed by a member club of the Association and accompanied by the written consent of the candidate, where applicable and practicable. Else-wise, the candidate may give his verbal consent, and later written consent, and
 - b. delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 19.2. If insufficient nominations are received to fill all office bearers positions, the candidates nominated shall be deemed to be elected. Nominations of qualified persons for the unfilled positions may be received from the floor at the Annual General Meeting.
- 19.3. If insufficient nominations are received, any vacant positions remaining shall be deemed casual vacancies.
- 19.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be so elected.
- 19.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held for those positions for which more than one valid nomination was received. A secret ballot shall be held to determine office bearers of the Association.
- 19.6. The Auditor of the Association shall conduct the ballot for office bearers of the Association, or in his absence, a Life Member who is not nominated for a position as an office bearer for the current year. Where a ballot is required two (2) Life Members shall act as scrutineers.
- 19.7. For the positions of Patron, Auditor and members of the Disciplinary Committee, nominations

shall be received from the floor, and the respective elections shall be determined by a show of hands.

20. SECRETARY

- 20.1. The Secretary of the Association shall be the Public Officer and Chief Operating Officer.
- 20.2. Within thirty one (31) days of their election, or appointment, the Secretary shall lodge such returns and notifications as are required under the Act and the Regulations.
- 20.3. It is the duty of the Secretary to keep Minutes of all proceedings at Annual General Meetings, Special General Meetings, Council Meetings, Management Committee Meetings and Competition Committee Meetings. Minutes of proceedings at a meetings shall be signed by the Chairperson of the meeting at which they are confirmed as a true record.
- 20.4. The Secretary shall keep a Register of Office Bearers.
- 20.5. The Secretary shall keep a Register denoting those present at Meetings if not already specified in the Minutes themselves for those Meetings.
- 20.6. The Secretary shall maintain a Register of correspondence received and correspondence sent out.

21. TREASURER

- 21.1. It is the duty of the Treasurer of the Association to ensure that:
 - a. all monies due to the Association are collected and received, and that all payments authorised by the Association are made; and
 - b. correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association. The financial year shall be from 1st April each year to 31st March in the following year.
 - c. all payments made shall be by Electronic Transfer and approved by any two of the President, Vice President , Secretary or Treasurer..
 - d. the financial statements are prepared for the annual audit.

22. AUDITOR

- 22.1. The Auditor is to be a qualified accountant/auditor under the terms of the Act and Regulations thereto. The Auditor shall conduct an audit of the books of account at the end of each financial year. He shall report, as required by the Act, on the financial statements prepared by the Treasurer, that are submitted to the Annual General Meeting. He shall have access to all books, accounts, vouchers, receipts, Minutes and property of the Association as required. The auditor, if available, shall conduct the election for office bearers at the Annual General Meeting.

23. CASUAL VACANCIES

- 23.1. For the purpose of this Constitution, a casual vacancy arises if an office bearer, patron, auditor or member of the Disciplinary Committee:
 - a. is not elected at an Annual General Meeting due to a lack of nominations for a position;
 - b. dies;
 - c. ceases to belong to a member club;
 - d. becomes insolvent under administration within the terms of Corporations Law and the Law relating to Bankruptcy;
 - e. resigns office by written notice delivered to the Secretary;

- f. is expelled or suspended from the Association under Clause 15;
- g. becomes of unsound mind, or a person, whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- h. is absent from meetings of the Association for a period of more than 6 months, unless leave of absence has been granted by the Management Committee.

23.2. Casual vacancies as noted in Clause 23.1 may be filled by a suitably qualified appointee selected by the Management Committee.

24. REMOVAL OF OFFICE BEARER, PATRON, AUDITOR OR MEMBER OF THE DISCIPLINARY COMMITTEE

24.1. The Management Committee, a Council Meeting or Special General Meeting, may recommend, by special resolution, removal from office of an Office Bearer, Patron, Auditor or Member of the Disciplinary Committee, before the expiration of the term of office of the individual, if the individual has not performed his duties satisfactorily, has refused or neglected to comply with a provision or provisions of this Constitution, or has acted in a manner prejudicial to the interests of the Association.

24.2. The Management Committee may appoint a suitably qualified person to replace an individual removed from office under clause 24.1.

24.3. Redress provisions for an individual nominated for removal from office under clause 24.1 are:

- a. a written representation prepared by the individual (not exceeding a reasonable length) can be sent out with the special resolution notice for the applicable Council or Special General Meeting stating his case for non-removal, or
- b. the individual may address the respective meeting at which his removal is called for to state his case for non removal.

25. MEETINGS AND QUORUM

25.1. The Management Committee shall meet at least 3 times in each period of 12 months at the Registered Office of the Association.

25.2. The Competition Committee shall meet at least 2 times in each period of 12 months at the Registered Office of the Association or at the pool at which that year's National Championships are to be held.

25.3. Additional meetings may be convened as required by the President or Secretary in the case of Management Committee, or by the Carnival Director/Referee or Secretary in the case of the Competition Committee. This may be in the form of a virtual meeting.

25.4. Oral or written notice of a committee meeting shall be given by the Secretary to the respective members of that committee at least 7 days (or such shorter period as may be agreed upon by the members of either committee) before the time appointed for the holding of the meeting.

25.5. Business to be transacted at meetings of the Management Committee and the Competition Committee shall be by the agenda as set forth in the notice of meeting under clause 25.4 with the presiding officer to determine the allowability of other items of business.

25.6. Any 4 members of the Management Committee shall constitute a quorum for the transaction of the business of the committee. Any 6 members of the Competition Committee shall constitute a quorum for the transaction of the business of the committee.

25.7. No business shall be transacted by a committee unless a quorum is present, and if, within half an hour of the appointed time for the meeting, a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

25.8. If at the adjourned meeting a quorum is not present within half an hour of the appointed time for the meeting, the meeting shall be dissolved.

- 25.9. At a meeting of the Management Committee, the President, or, in the President's absence, the Vice-President shall preside; or if the President and/or the Vice-President are absent or unwilling to act, then one of the other members of the Management Committee may be chosen by those members present at the meeting to preside.
- 25.10. At a meeting of the Competition Committee, the Carnival Director/Referee, or in his absence one of the Deputy Referees shall preside, or if they are absent or unwilling to act, then one of the other members of the Competition Committee may be chosen by those members present at the meeting to preside.

26. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 26.1. The Management Committee may, by instruction in writing, delegate to one or more sub-committees (consisting of such persons as are thought fit) the exercise of such of the functions as were specified in the instructions, other than:
- a. the power of delegation; and
 - b. a function which is a duty imposed on the Management Committee by the Act or by any other law.
- 26.2. A function, the exercise of which has been delegated to a sub-committee under the clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation instructions.
- 26.3. Notwithstanding any delegation under this clause, the Management Committee may continue to exercise any function delegated.
- 26.4. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- 26.5. The Management Committee may, by instruction, revoke wholly, or revoke in part, or vary any delegation under this clause.
- 26.6. A sub-committee may meet and adjourn as it thinks proper.
- 26.7. The President and the Secretary are ex officio members of all sub-committees, except for the Disciplinary Committee, and may attend and speak at such sub-committee meetings.

27. COUNCIL

- 27.1. The Council of the Association shall consist of two (2) delegates from each member club, the members of the Management Committee, the Members of the Competition Committee and Life Members.
- 27.2. The Council will meet on three (3) occasions during each year to consider the business of the Association.
- 27.3. The Council will review the Carnival Director/Referee's Report on the conduct of the annual National Championship Carnival, and also, the financial report presented by the host club in respect of that National Championship.
- 27.4. The venues for Council Meetings will be decided at the AGM for dates selected by the secretary in the months of June and August. The third council meeting is incorporated in the AGM in April of each year, at the AGM venue.
- 27.5. Ten (10) delegates and/or office bearers, representing a minimum of ten.
- 27.6. (10) member clubs must be present in person to constitute a quorum for the transaction of business of the Council.

28. COUNCIL VOTING AND DECISIONS

- 28.1. Each member club affiliated with the Association shall be entitled to be represented at Council Meetings of the Association by two (2) delegates appointed by the member club. The delegates names and addresses shall be noted in the affiliation records.
- 28.2. At any Council Meeting of the Association each authorised delegate in attendance is entitled to one vote only on each issue, as are office bearers and life members.
- 28.3. Business arising at a Council Meeting that requires a decision, shall be voted on by a show of hands, unless a secret ballot is requested. The majority vote shall prevail.
- 28.4. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

29. MANAGEMENT, COMPETITION, DISCIPLINARY COMMITTEE AND SUB- COMMITTEES VOTING AND DECISIONS

- 29.1. Each member of the Management, Competition, Disciplinary and Sub- Committees in attendance at a meeting is entitled to one vote only on each issue.
- 29.2. Business arising at a committee or sub-committee meeting that requires a decision, shall be voted on by a show of hands, unless a secret ballot is requested. The majority vote shall prevail.
- 29.3. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 29.4. Subject to clause 23, committees may act, notwithstanding any vacancy on that committee.
Any act or thing done or suffered, or purporting to have been done or suffered by a committee or sub-committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of that committee or sub-committee.

PART IV - GENERAL MEETINGS

30. ANNUAL GENERAL MEETINGS - HOLDING OF

- 30.1. With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year, and within the period of twelve months after the expiration of each financial year of the Association, convene an Annual General Meeting of its member clubs.
- 30.2. The Association shall hold its first Annual General Meeting:
 - a. within the period of eighteen months after its incorporation under the Act; and
 - b. within the period of twelve months after the expiration of the first financial year of the Association.
- 30.3. Clauses 30.1 and 30.2 have effect subject to any extension or permission granted by the Office Fair Trading (or its successor) under section 26(3) of the Act.

31. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

- 31.1. The Annual General Meeting of the Association shall, subject to the Act and to Clause 30 of this Constitution, shall be convened in the month of April on such date and time as the Management Committee thinks fit. The Annual General Meeting shall be held at the Registered Office of the Association (204-220 Marine Parade, Maroubra NSW 2035), participation can be in-person or by electronic audiovisual attendance.
- 31.2. An Annual General Meeting shall be specified as such in the notice convening it.
- 31.3. The business of an Annual General Meeting shall be:

- a. to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that last Annual General Meeting; and
- b. to receive from any committee or sub-committee, reports on the activities of the Association that have not otherwise been dealt with by a Council Meeting
- c. to receive the audited accounts for the last financial year in accordance with Section 26(6) of the Act; and
- d. to elect Office Bearers of the Management and Competition Committees and when applicable members of the Disciplinary Committee; and
- e. to endorse the host club and venue for the following year's National Championships.
- f. to transact such other business as may be brought forward in accordance with the Act, the Regulations, this Constitution and the National Championship Rules.

32. SPECIAL GENERAL MEETINGS - CALLING OF

- 32.1. The Management Committee may, whenever is thought fit, convene a Special General Meeting of the Association.
- 32.2. On the requisition, in writing, of not less than ten (10) per cent of the total number of member clubs, the Management Committee will convene a Special General Meeting of the Association.
- 32.3. a requisition of member clubs to hold a Special General Meeting:
 - a. shall state the purpose or purposes for the meeting;
 - b. shall be signed by the authorised representatives of the member clubs making the requisition;
 - c. shall be lodged with the Secretary; and
 - d. may consist of several documents in a similar form, each signed by authorised representatives of one or more of the member clubs making the requisition.
- 32.4. If the Management Committee fails to convene a Special General Meeting within one (1) month after the date on which the requisition by member clubs was lodged with the Secretary, any one or more of the member clubs which made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- 32.5. A Special General Meeting convened by a member club or member clubs as referred to in clause 32.4 shall be convened, as nearly as is practicable, in the same manner as Special General Meetings are convened by the Management Committee and any member club which thereby incurs an expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

33. NOTICE

- 33.1. Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each member at the members address appearing in the register of members, or by email, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 33.2. Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in clause 33.1 specifying, in addition to the matter required under clause 33.1, the intention to propose the resolution as a special resolution.

- 33.3. No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting, except, in the case of an Annual General Meeting, business which may be transacted pursuant to Clause 31.
- 33.4. A member club, or an individual member of a member club, desiring to bring any business before a General Meeting, may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member club or individual member of a member club.
- 33.5. Notices of Motion intended to be moved at any Committee Meeting must be foreshadowed at the meeting prior to the meeting at which the motion is to be discussed and must be placed on the notice of the next meeting. Any motion or resolution passed by the meeting may be rescinded or altered providing notice of rescission or alteration has been given in accordance with Clause 41.

A motion, of which due notice has been given, on being defeated, cannot be re-submitted, nor any other motion be moved having a similar effect, within three (3) months from the date of its rejection.

34. PROCEDURE

- 34.1. No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present while the meeting is considering that item.
- 34.2. Ten (10) authorised delegates from member clubs or office bearers, present in person, representing ten (10) member clubs, constitutes a quorum for the transaction of the business of a General Meeting.
- 34.3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of member clubs shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to member clubs given before the day to which the meeting is adjourned) at the same place.
- 34.4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the delegates and office bearers present (being not less than 6) shall constitute a quorum.

35. PRESIDING MEMBER

- 35.1. The President or, in the president's absence, the Vice-president, shall preside as chairperson at each General Meeting of the Association.
- 35.2. If the President and the Vice-president are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

36. ADJOURNMENT

- 36.1. The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of delegates present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 36.2. Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each delegate of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 36.3. Except as provided in clauses 36.1 and 36.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37. MAKING OF DECISIONS

- 37.1. A question arising at a General Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a secret ballot is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 37.2. At a General Meeting of the Association, a secret ballot may be demanded by the chairperson or by not less than 2 delegates or office bearers present in person or by proxy at the meeting.
- 37.3. Where a secret ballot is demanded at a General Meeting, the secret ballot shall be taken:
- a. immediately in the case of a secret ballot which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - b. in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the secret ballot on the matter shall be deemed to be the resolution of the meeting on that matter.
 - c. counting of the votes cast in a secret ballot shall be carried out by two (2) life members nominated on the day of the meeting, who shall advise the chairperson of the result of the ballot. Where and when necessary these two (2) life members shall act as scrutineers.

38. SPECIAL RESOLUTION

- 38.1. A resolution of the Association is a Special Resolution if:
- a. it is passed by a majority which comprises not less than three-quarters of such office bearers and authorised delegates of the Association as, being entitled under this Constitution to do so, vote in person or by proxy at a General Meeting of which not less than 21 days* written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these rules; or (b) where it is made to appear to the Office of Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Office of Fair Trading.

39. VOTING

- 39.1. Upon any question arising at a General Meeting of the Association each office bearer, member club authorised delegate and life members shall have one vote only.
- 39.2. All votes shall be made personally or by proxy, but no delegate may hold more than five (5) proxies.
- 39.3. In the case of an equality of votes on a question at a General Meeting, the Chairperson of the Meeting is entitled to exercise a second or casting vote.
- 39.4. A member club authorised delegate is not entitled to vote at any General Meeting of the Association, unless all money due and payable by the member club to the Association has been paid, other than the amount of the annual affiliation fee payable in respect of the then current year. Proxies from indebted member clubs will not be accepted as valid.

40. APPOINTMENT OF PROXIES

- 40.1. Each delegate of a member club shall be entitled to appoint another person as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 40.2. The notice appointing the proxy shall be in the form set out in Appendix 2 to this Constitution.

41. RESCISSION OF RESOLUTIONS

- 41.1. A motion to alter or rescind a resolution shall not be in order unless it is in writing, signed by five (5) delegates eligible to vote for such resolution and lodged with the Secretary at least seven (7) days prior to the date of the meeting at which such motion is to be put.
- 41.2. Where notice of rescission is given at the meeting at which the motion is carried such resolution shall not be carried into effect until such motion of rescission has been dealt with.
- 41.3. Where a motion to alter or rescind a resolution is lost, no similar motion or motion in principle the same, shall be brought forward within a period of three (3) months thereafter.
- 41.4. Where a motion of rescission is carried by a three quarters majority of delegates present and entitled to vote it shall become effective immediately.

PART V - MISCELLANEOUS

42. AUSTRALIAN CHAMPIONSHIPS

- 42.1. The WSAA National Championships will be held on the third Sunday in the month of September. Any changes to this date will be decided and agreed at the Annual General Meeting.
- 42.2. The Association will conduct the National Championships in accordance with the 'Swimming Rules for Winter Swimming Association of Australia' and the ASI (Australian Swimming Incorporated) requirements.
- 42.3. The Host Club for the Annual National Championships will be decided at the Annual General Meeting.
- 42.4. All Annual National Championships shall be preferably be conducted in an Open-Air, fifty (50) metre pool containing at least 8 lanes.
- 42.5. An automatic timing and officiating device must be utilized at the Championships. Any such device must meet the standards set down by ASI.
- 42.6. The Swimming Rules for Winter Swimming Association of Australia are an adjunct to, but do not form part of the WSAA Inc. Constitution. Permanent or temporary changes to these rules can only be made by passing a resolution to that effect at a Council or General Meeting of the Association.
- 42.7. Member clubs or the Competition Committee may propose changes to these rules. Such proposed changes must be advised in writing to clubs and be listed as a business item to be determined at the next Council or General Meeting held after the proposal is made to and received by the Secretary.
- 42.8. The Competition Committee shall be elected at the Annual General Meeting of the Association each year and they are responsible for the management of the National Championships, ensuring that all Championship Events are concluded according the WSAA guidelines and ASI requirements.

43. INSURANCE

- 43.1. The Association shall effect and maintain insurances pursuant to Section 44 of the Act.
- 43.2. In addition to the insurance required under clause 43.1, the Association may affect and maintain other insurances as is deemed necessary by the Management Committee.

44. FUNDS-SOURCE

- 44.1. The funds of the Association shall be derived from joining fees and annual affiliation fees of member clubs, donations, sponsorships, interest receivable, and subject to any resolution passed by the Association in General Meeting, other such sources as the Management

Committee determines.

- 44.2. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 44.3. The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt, from the Treasurer.

45. FUNDS-MANAGEMENT

- 45.1. Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the committee determines.
- 45.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 of the President, Vice President, Secretary or Treasurer.

46. ALTERATION OF THE CONSTITUTION

- 46.1. The statement of objectives and the clauses regulating this Constitution may be altered, amended, rescinded or added to only by the passing of a Special Resolution of the Association at a General Meeting.

47. COMMON SEAL

- 47.1. The Common Seal of the Association shall be kept under the control and custody of the Secretary/Public Officer at the Registered Office.
- 47.2. The Common Seal shall not be affixed to any instrument except by authority of the Management Committee, or by resolution of a General Meeting, and the affixing of the Common Seal shall be attested to by the signatures of the Secretary/Public Officer and one other office bearer who is a member of the Management Committee.

48. CUSTODY OF BOOKS ETC.

- 48.1. The Secretary/Public Officer shall keep under his control and custody all Registers, Minute Books and other documents relating to the Association at the Registered Office of the Association, which for the time being is situated at the Maroubra Seals Sports & Community Club Limited, 204-224 Marine Parade, Maroubra NSW 2035. The Treasurer shall keep in his possession, custody and control all financial records relating to the Association.

49. INSPECTION OF BOOKS ETC.

- 49.1. The records, books and other documents shall be open to inspection, free of charge, to a Member Club of the Association during normal working hours.
- 49.2. Each Member Club of the Association shall be supplied with one copy of the Association's Constitution and Rules.
- 49.3. A copy of the Association's Constitution and Rules shall be made available for perusal at the Registered Office on request made to the Secretary/Public Officer.

50. SERVICE OF NOTICES

- 50.1. For the purposes of this Constitution, a notice may be served by or on behalf of the Association, upon any Member Club either personally, or by sending it by post or by email to the Member Club at the Member Clubs address shown in the register of members.
- 50.2. Where a document is sent to a person, or Member Club by properly addressing, prepaying and posting or by sending by email to the person, or Member Club, a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to

have been served on the person, or Member Club, at the time at which the letter would have been delivered in the ordinary course by post or by email.

51. DISSOLUTION OF ASSOCIATION

51.1. In the event of the Association being dissolved, after the payments of all expenses and liabilities, all assets and funds of the Association on hand shall be donated to the Surf Life Saving Association of Australia.

APPENDIX 1

(Constitution Clause 7.1 a.)

WINTER SWIMMING ASSOCIATION OF AUSTRALIA, INC.

(incorporated under the Associations Incorporation Act, 1984)

APPLICATION FOR MEMBERSHIP OF THE ASSOCIATION

The _____
(full name of club applying)

Of _____
(address of club) **Post Code** _____

hereby apply to become a member club of the above named incorporated Association. In the event of admission we agree to be bound by the Constitution and Rules of the Association.

Signature of President _____

Date _____

The _____

a member club of the Association, nominate the applicant club for membership of the Association.

Signature of Authorised Official of the Proposer Club _____

Date _____

The _____

a member club of the Association, second the nomination of the applicant club for membership of the association.

Signature of Authorised Official of the Seconder Club _____

Date _____

APPENDIX 2

(Constitution Clause 40.2)

WINTER SWIMMING ASSOCIATION OF AUSTRALIA, INC.

(Incorporated under the Associations Incorporation Act, 2009)

FORM OF APPOINTMENT OF PROXY

The _____
(full name of member club)

Of _____
(address of the member club) **Post Code** _____

being a member club of the Winter Swimming Association of Australia, Inc.

Hereby Appoint _____
(full name of proxy)

being a delegate of a member club of that incorporated association, as my proxy to vote for me on my behalf at the Council Meeting/Annual General Meeting/Special General Meeting of the Association (delete as appropriate) to be held on.

The _____ Day of _____ 2 _____

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution.

Signature of Club President/ Secretary appointing proxy _____

Date _____

NOTE: a proxy vote may not be given to any person who is not a financial member of a financial member club of the Association.