

ASSOCIATIONS INCORPORATION ACT 2015 - WESTERN AUSTRALIA

WESTERN AUSTRALIAN SWIMMING ASSOCIATION (INC.)

Constitution

The amendments to the Association's rules have been accepted with effect from 25 June 2019.

Version Control

Version	Date	Revised by	Comments
1.0	Oct 2009		Amended constitution as adopted by the membership at AGM 2009.
1.1	1 July 2011	Committee	Revision of constitution to ensure compliance with the Associations Incorporation Act 1987 (WA) and requirements of the Department of Commerce. To deliver a more flexible framework to enable the organisation an ability to pursue the objects of the association without hindrance.
1.2	20 July 2011		Draft document released for Board review and feedback.
1.3	26 Sept 2011	SWA Board	Reviewed and finalised for external review and legal confirmation.
1.4	17 Oct 2011	Committee	Draft document updated after review and comments from SWA Legal consultants.
1.5	22 Dec 2011	Legal	Final review by SWA Legal advisors to ensure compliance with the Act and DOCEP requirements
1.6	21 Jan 2012	Committee	Final draft approved by Board of SWA for presentation to Special Resolution meeting.
2.0	31 Mar 2012		Version of SWA Constitution 2012 as amended and endorsed by Special Resolution.
3.1	27 Sep 2013	Board	Revision of constitution to comply with SAL constitutional changes ASC Governance Principles and SWA policies.
3.2	10 th October 2015	SWA Board	Constitutional change by SWA Board approved by SWA Membership at Annual General Meeting.
3.3	2 nd May 2016	SWA Board	Constitutional change by SWA Board approved by SWA Membership at Special General Meeting held the 9 th April 2016.
4.0	4 th May 2019	SWA Board	Constitutional change by SWA Board to be approved by SWA Membership at Special General Meeting being held on the 11 th May 2019.

Summary of Amendments

This summary reflects the amendments to the Rules in accordance with the following SWA Minutes.

Meeting / Date	Minute Item	Rule and Regulation Amended
10 th October 2015	9.4	Clause 30 – Transitional Powers - Deleted
Special General Meeting/ 9 th April 2016	2.1	Delete Rule 22.1 (a) and replace with “The President elected in accordance with Rule 23.4” SWA Board to appoint the President of SWA from one (1) of the five (5) elected Directors.
Special General Meeting/11 th May 2019	2.1	The following Rules have been amended: 4.1 Definitions 5.1.2 Affiliates 5.5 Transitional Provisions 17.2 Requisition of Special General Meetings 23.2 Elections of Elected Directors 26.1 Grounds for Termination of Director 31.1 Purpose and Role of Board Committees 32.3 Operational Committees 33 Generally 35.1 Disciplining of Members 37.1 Source of Funds 43.4 Winding Up Member Clubs, Regions or Affiliates 44.4 Payments to Board Members

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PART I - OBJECTS, POWERS AND INTERPRETATION

1 NAME OF ASSOCIATION

The name of the association is Western Australian Swimming Association (Incorporated) hereinafter referred to as “Swimming WA” or “Association”. Swimming WA, with Board approval, may adopt a trading name as identified in the By-Laws, without effecting the powers or interpretation of this constitution. The head office of Swimming WA is located in Perth, Western Australia.

2 OBJECTS OF ASSOCIATION

The Association is the peak body for the administration of Swimming in Western Australia. The objects for which Swimming WA is established and maintained are to:

- (a) To promote, encourage and develop participation in swimming and related activities as a lifelong contribution to deliver a healthy and safer community;
- (b) To actively grow the sport of swimming in Western Australia;
- (c) Enhance the sustainability of Swimming WA and its membership;
- (d) To align infrastructure development and access to facilities with growth of participation;
- (e) Increase the profile of swimming in Western Australia;
- (f) Deliver competition and corporate events to the highest standards;
- (g) Deliver sustained high performance by WA swimmers, coaches and officials; and
- (h) Progressively and inclusively lead swimming and the aquatic sports in WA through good governance and management.

3 POWERS OF ASSOCIATION

Solely for furthering the objects set out above Swimming WA has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

To the extent provided under section 4 of the Act, Swimming WA may undertake such activities as the Board determines appropriate in furthering the objects set out above.

4 INTERPRETATION

4.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

“**Act**” means the Associations Incorporation Act 2015 (Western Australia) or any other act under which the Association may be incorporated from time to time.

“**Affiliate**” means an organisation that has been recognised by the Board of Swimming WA pursuant to [Rule 5](#).

“**Appointed Director**” means a Director appointed under [Rule 24](#).

“**Associate Member**” means a natural person who is a registered and financial member of a Member Club or Affiliate.

“**Authorised voter**” means a natural person who by the provisions of this Constitution has been provided the authority to vote in proceedings so provided by this Constitution.

“**Board**” means the body consisting of the Directors under [Rule 22](#).

“**By-Law**” means any by-law, regulation or policy made by the Board under [Rule 21](#).

“**Chief Executive Officer**” means the person who is appointed under this Constitution to carry out the duties set out in this constitution and includes any person delegated to act in that position, for such time as that person is acting in that position.

“Co-operative of Clubs” means an autonomous association of two (2) or more Member Clubs united voluntarily to meet their common economic, social and cultural needs and aspirations using a defined structure in the pursuit of the objects of Swimming WA.

“Corporations Act” means the Corporations Act (Cwlth) 2001.

“Delegate” means the person duly elected or appointed in writing, from time to time, by a Member Club or Affiliate to act for and on behalf of that entity, at General Meetings or otherwise in proceedings so provided by this Constitution.

“Director” means a member of the Board elected or appointed in accordance with this Constitution and includes the terms Elected Director and Appointed Director.

“Elected Director” means a Director elected under [Rule 23](#).

“Electronic mail” means the exchange of digital messages or other means of electronic transmission of data, which can be stored, as approved from time to time by the Board.

“Executive Position” means the President, Chairman, Secretary or Treasurer of a Member Club, Region, Affiliate or SWA Committee.

“Executive Authority Limitations” means the Policy that provides a broad summary of the circumstances and activities the Board would find unacceptable if caused or allowed by the Chief Executive Officer.

“FINA” means The Federation Internationale de Natation.

“Financial Year” means the twelve (12) month period commencing 1 July and ending 30 June in the following year.

“General Meeting” means the Annual or any Special General Meeting of Swimming WA.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to Swimming WA or any event, competition or activity of or conducted, promoted or administered by Swimming WA.

“Individual Member” means a natural person who is a registered and financial member of Swimming WA pursuant to the Other Registered Members provisions in [Rule 5](#).

“Life Member” means an individual upon whom life membership of Swimming WA has been conferred in accordance with [Rule 5](#).

“Mail” means a method for transmitting information and tangible objects by post, courier or electronic mail.

“Member Club” means a swimming club that has been recognised by the Board of Swimming WA pursuant to [Rule 5](#).

“Memorandum of Understanding” means a document outlining the vision, objectives, scope and deliverables of the group. It shall also outline roles and responsibilities of the group and confirm the common understanding between members on how they will make decisions and work together.

“Ordinary Resolution” means resolution other than a Special Resolution.

“Poll” means a count of votes.

“Policy” means a Policy established under the By-Laws of Swimming WA.

“President” means the person appointed by the Board to the position of President at Swimming WA, in accordance with [Rule 23](#).

“Record” means any records of information however recorded and includes:

- (a) anything on which there is writing;
- (b) anything on which information has been stored or recorded, either mechanically, magnetically or electronically;

- (c) anything from which images, sounds or writings can be reproduced with or without the aid of anything else.”

“**Region**” means an Association that has been recognised by the Board of Swimming WA pursuant to [Rule 5](#).

“**Register**” means the Register of Member Clubs established pursuant to [Rule 8](#).

“**Regulations**” means any Regulations made by the Board under [Rule 21](#).

“**Seal**” means the common seal of Swimming WA and includes any official seal of Swimming WA.

“**Safe Sport Framework**” means the policy and rules adopted and published by SAL as amended from time to time and known as the Safe Sport Framework.

“**SAL**” means Swimming Australia Limited

“**Show of Hands**” has its implicit meaning but also means a voting method allowing members to indicate their preference by an alternative graphical representation recognisable by meeting participants.

“**Special Resolution**” means a special resolution passed in accordance with the Act and requiring three quarter majority vote of the members present and eligible to vote at a General Meeting of Swimming WA.

4.2 Interpretation

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 genders;
- (e) references to persons 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); and
- (h) a reference 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.

4.3 Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 Expressions in Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.

4.5 Review

The Board will appoint a Committee to review this constitution not more than five (5) years after the endorsement of this Constitution.

The Terms of Reference shall be set by the Board to ensure the rules of Swimming WA remain contemporary and compliant with the Act.

PART II - MEMBERSHIP

5 MEMBERS

5.1 Category of Members

Subject to clause 5.2, Swimming WA shall consist of the following membership:

- (a) Member Clubs;
- (b) Affiliates;
- (c) Regions;
- (d) Other Registered Members;
- (e) Such new categories of Members, created in accordance with [Rule 5.3](#).

5.1.1 Member Clubs

Each Member Club shall:

- (a) be incorporated in Western Australia under the Act or similar legislation, with the exception of School Swimming Clubs, which enjoy incorporated status through a Parents and Citizens Association, a Parents and Friends Association, or a similar allied body;
- (b) in order to be granted or retain membership, have a minimum number of registered members as set down by the Board from time to time in the By-Laws;
- (c) elect or appoint a Delegate to represent the Member Club at General Meetings in accordance with this Constitution;
- (d) lodge with the Chief Executive Officer its name and colours or any change thereof. The name and colours of each Member Club is subject to the approval of the Board;
- (e) within three (3) months after the close of the Financial Year provide Swimming WA, in a form acceptable to the Chief Executive Officer, with a written declaration by a competent and independent person presenting an independent opinion on the Affiliate's financial position for the preceding financial year, its Annual Report and any other associated documents as requested. The Board shall have the right at any time to investigate the financial affairs of any Member Club; and
- (f) comply with a request from the Board to produce its records and membership books to enable the Board to ascertain whether all fees have been paid to Swimming WA for each member of the Member Club. A Member Club, whose contribution is in arrears, by a period set out in the By-Laws, shall be liable to be struck off the roll of Swimming WA and shall not be reinstated until all arrears have been paid in full.

5.1.1.1 Member Clubs Establishment Documents

- (a) Each Member Club shall take all steps necessary to ensure its Constitution and the associated By-Laws, clearly reflect the objects of Swimming WA and are in a form acceptable to the Board.
- (b) Each Member Club shall ensure its documents are amended in conformity with future amendments made to this Constitution.
- (c) Member Clubs will have a transitional period, as determined by the Board, from the time of approval of this Constitution under the Act in which to amend their constitution in accordance with this Constitution, and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to Swimming WA.

5.1.2 Affiliates

Swimming WA may affiliate a duly incorporated association of a swim related discipline that is constituted to represent a group of its members for the purposes of delivering localised co-ordination, administration and development in accordance with the objects of Swimming WA. Affiliate Members may attend General Meetings, but have no other rights of membership, including but not limited to the right to debate or vote.

5.1.2.1 Compliance of Affiliates

Each Affiliate shall:

- (a) be incorporated in Western Australia under the Act or similar legislation;

- (b) in order to be granted or retain membership, have a minimum number of registered members as set down by the Board from time to time in the By-Laws;
- (c) elect or appoint a Delegate to represent the Affiliate at General Meetings in accordance with this Constitution;
- (d) within three (3) months after the close of the Financial Year provide Swimming WA, in a form acceptable to the Chief Executive Officer, with a written declaration by a competent and independent person presenting an independent opinion on the Affiliate's financial position for the preceding financial year, its Annual Report and any other associated documents as requested.

5.1.2.2 Affiliate Establishment Documents

- (a) Each Affiliate shall take all steps necessary to ensure its Constitution and the associated By-Laws, clearly reflect or are complimentary to the objects of Swimming WA and are in a form acceptable to the Board.
- (b) Each Affiliate shall ensure its documents are amended in conformity with future amendments made to this Constitution.
- (c) Affiliates will have a transitional period, as determined by the Board, from the time of approval of this Constitution under the Act in which to amend their constitution in accordance with this Constitution, and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to Swimming WA.

5.1.3 Regions

Swimming WA may affiliate either of the following as a Region, for the purposes of delivering localised co-ordination, administration and development in accordance with the objects of Swimming WA;

- (a) A duly incorporated association that is constituted to represent a geographically bounded group of Member Clubs; or
- (b) A Co-operative of clubs with formalised Terms of Reference that represent a geographically bounded group of Member Clubs.

5.1.3.1 Compliance of Regions

Each Region shall:

- (a) be incorporated in Western Australia under the Act or similar legislation;
- (b) in order to be granted or retain membership, have a minimum number of registered members as set down by the Board from time to time in the By-Laws;
- (c) within three (3) months after the close of the Financial Year provide Swimming WA, in a form acceptable to the Chief Executive Officer, with a written declaration by a competent and independent person presenting an independent opinion on the Affiliates financial position for the preceding financial year, its Annual Report and any other associated documents as requested;

5.1.3.2 Regions Establishment Documents

- (a) Each Region shall take all steps necessary to ensure its Constitution or Memorandum of Understanding and the associated By-Laws, clearly reflect the objects of Swimming WA and are in a form acceptable to the Board.
- (b) Each Region shall ensure its documents are amended in conformity with future amendments made to this Constitution.
- (c) Regions will have a transitional period, as determined by the Board, from the time of approval of this Constitution under the Act in which to amend their constitution in accordance with this Constitution, and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to Swimming WA.

5.1.4 Other Registered Members

5.1.4.1 Unattached Swimmers - An individual competitor that is disadvantaged by distance or other circumstances from participating in the nearest Member Club may make application to Swimming WA to be recognised as an Unattached Swimmer. An Unattached Swimmer shall not be a member of any other Member Club. Unattached Swimmers, subject to this Constitution, may attend General Meetings, but shall have no right to debate or vote.

5.1.4.2 Life Members - Life Members will be appointed in accordance with the criteria and procedure set out, from time to time by the Board, in the By-Laws. Any conditions, obligations or privileges of life membership shall be as prescribed in the By-Laws. Life Members, subject to this Constitution, may attend General Meetings, but shall have no right to vote.

5.1.4.3 Honorary Members - The Board may appoint Honorary Members of Swimming WA based on the individual's contribution or commitment to the sport of Swimming or its related disciplines. Honorary Members may attend General Meetings but shall have no right to debate or vote.

5.1.4.4 Individual Member - A natural person may join Swimming WA as an individual member, who subject to this Constitution, may attend General Meetings, but shall have no right to vote;

5.2 Patron and Vice Patron

Swimming WA at its Annual General Meeting may appoint annually, on the recommendation of the Board, a Patron and Vice-Patron, subject to approval by the Membership of that person or persons.

5.3 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

5.4 Register of Associate Members

Member Clubs and Affiliates will register their Associated Members with Swimming WA in the categories set out in the By-Laws, which may from time to time be added to or amended.

5.5 Transitional Provisions

Subject to any provisions of this Constitution and the By-Laws updated or amended from time to time, including but not limited to rules dealing with categories of membership and rights and privileges attached to those categories of membership, all entities who were Affiliated Clubs, Affiliated Regions or Other Registered Members of Swimming WA prior to the time of approval of this Constitution under the Act, shall retain their membership category from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on the membership category by Swimming WA until required by this Constitution to renew their membership.

6 MEMBERSHIP APPLICATIONS

6.1 Application for Membership or Affiliation

- (a) An application for membership must be:
- i. in writing on the forms prescribed in the By-Laws and lodged with the Chief Executive Officer for Board acceptance; and
 - ii. accompanied by the appropriate fee and by the due date.
- (b) An application for new membership by an Individual Member or Unattached Swimmer must be:
- i. in writing on the form prescribed in the By-Laws and lodged with Swimming WA; and
 - ii. accompanied by the appropriate fee.

6.2 Discretion to Accept or Reject Application

- (a) Swimming WA may accept or reject an application for membership, including renewal, and shall not be required or compelled to provide any reason for such acceptance or rejection.

- (b) Where Swimming WA accepts an application, the applicant shall become a Member. Membership of Swimming WA shall be deemed to commence upon acceptance of the application by the Board. The Chief Executive Officer shall ensure the register is amended accordingly as soon as practicable.
- (c) Where Swimming WA rejects an application, any fees forwarded with the application shall be refunded and the application deemed to be rejected.

6.3 Membership Renewal

Member Clubs shall:

- i. renew their membership with Swimming WA in accordance with the procedures applicable from time to time;
- ii. otherwise remain financial members of Swimming WA in accordance with the procedures applicable from time to time; and
- iii. pay the annual fees prescribed by Swimming WA from time to time.

(a) Affiliates shall:

- i. renew their membership with Swimming WA in accordance with the procedures applicable from time to time;
- ii. otherwise remain financial members of Swimming WA in accordance with the procedures applicable from time to time; and
- iii. pay the annual fees prescribed by Swimming WA in accordance with the procedures applicable from time to time.

(b) Regions shall:

- i. renew their membership with Swimming WA in accordance with the procedures applicable from time to time;
- ii. otherwise remain financial members of Swimming WA in accordance with the procedures applicable from time to time; and
- iii. pay the annual fees prescribed by Swimming WA in accordance with the procedures applicable from time to time.

(c) Other Members shall:

- i. renew their membership with Swimming WA in accordance with the procedures applicable from time to time;
- ii. pay the annual fees prescribed by Swimming WA in accordance with the procedures applicable from time to time.

7 SUBSCRIPTIONS AND FEES

7.1 Member Club Fees

- (a) Each Member Club shall in each Financial Year pay to Swimming WA, membership fees being:
 - i. an affiliation fee, and
 - ii. a capitation fee for each of its associate members, which will include Insurances and the SAL capitation fee.

The membership fee shall be paid to Swimming WA prior to a Member Club registering swimmers.

- (b) The annual membership subscription, fees and any levies payable by Members (or any category of Members) to Swimming WA, the basis of, the time for and manner of payment shall be as determined by the Board from time to time and set out in the By-Laws.
- (c) The Chief Executive Officer is to notify members of the affiliation and membership fees for the following Financial Year prior to the 30th day of April each Financial Year.
- (d) Any Member which or who has not paid all monies due and payable by that Member to Swimming WA may (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time, prescribed in By-Laws, for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the Member shall have no automatic right to resign from Swimming WA, and shall be dealt with at the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as

a Member, or impose such other conditions or requirements as the Board considers appropriate.

7.2 Affiliates Fees

Each Affiliate shall in each Financial Year pay to Swimming WA an affiliation fee, prescribed in the By-Laws from time to time. The affiliation fee shall be paid to Swimming WA prior to an Affiliate receiving any funds disbursement.

7.3 Regions Fees

Each Region shall in each Financial Year pay to Swimming WA an affiliation fee, prescribed in the By-Laws from time to time. The affiliation fee shall be paid to Swimming WA prior to a Region receiving any funds disbursement.

7.4 Other Registered Member Fees

- (a) Each Unattached Swimmer shall pay each year to Swimming WA, membership fees being an amount equal to twice the amount of the capitation fee for their relevant category, as set out in the By-Laws.
- (b) Each Individual Member shall in each Financial Year pay to Swimming WA a membership fee, as set out in the By-Laws.
- (c) Life Members and Honorary Members of Swimming WA shall not pay any fees to Swimming WA.

8 REGISTER OF MEMBERS

8.1 Chief Executive Officer to Keep Register

The Chief Executive Officer shall ensure that a register of Members is kept and maintained, in which shall be entered such information as is required under the Act from time to time.

8.2 Inspection of Register

The Register shall be kept at the principal place of administration of Swimming WA. Having regard to confidentiality considerations, an extract of the Register, excluding the address or other direct contact details of any Individual Member shall be available for inspection by a member of Swimming WA, upon reasonable request. The member may make a copy of or take an extract from the register, but shall have no right to remove the register for that purpose.

8.3 Use of Register

Subject to confidentiality considerations, the Register may be used by the Association to further the purposes of the Association, as the Board considers appropriate.

9 EFFECT OF MEMBERSHIP

9.1 Binding on Members

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and Swimming WA and that they are bound by the Rules and the By-Laws, as amended;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or Policy which may be made or passed by the Board or any duly authorised Committee;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of Swimming WA;
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of Swimming WA, the Members, the sport of Swimming and its related disciplines;
- (e) this Constitution and By-Laws are necessary and reasonable for promoting the objects of Swimming WA particularly the advancement and protection of the sport of Swimming or its related disciplines; and
- (f) they are entitled to all benefits, advantages, privileges and services of membership.

9.2 Operating Rules

It is a condition of membership that each Member Club, Affiliate and Region shall agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the objects of Swimming WA and the sport of swimming or its related disciplines are to be

conducted, encouraged, promoted and administered in Western Australia;

- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of the sport of swimming or its related disciplines, standards, quality and reputation for the collective and mutual benefit of the Members and the sport of swimming;
- (c) not to do or permit to be done, any act or thing which might adversely affect or derogate from the standards, quality and reputation of swimming or its related disciplines;
- (d) to make full and proper disclosure to each other of all matters of importance to Swimming WA and the sport of swimming or its related disciplines;
- (e) not to acquire a private advantage at the expense of Swimming WA or any other association or the sport of swimming or its related disciplines;
- (f) to act for and on behalf of the interests of the sport of swimming or its related disciplines, Swimming WA and the Members.

9.3 Members Liability

The liability of a Member Club, Affiliate, Region or other member of Swimming WA to contribute towards the payment of the debts and liabilities of Swimming WA or the costs, charges and expenses of winding up Swimming WA is limited to the amount, if any, unpaid by the Member Club, Affiliate, Region or other member in respect of amounts payable pursuant to [Rule 7](#).

9.4 Membership Entitlements Not Transferable

A right, privilege or obligation, which a Member has by reason of being a Member of Swimming WA;

- (a) is not capable of being transferred or transmitted; and
- (b) ceases upon termination of membership.

10 DISCONTINUANCE OF MEMBERSHIP

10.1 Notice of Resignation

Subject to this Constitution any Member who has paid all monies due and payable to Swimming WA and has no other liability (contingent or otherwise) to Swimming WA may resign from Swimming WA by giving one (1) months' notice in writing to Swimming WA of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member or Honorary Member of Swimming WA may resign by notice in writing with immediate effect.

A member who indicates an intention to withdraw or resign shall fulfil all the obligations to Swimming WA up to and including the date the resignation is effective.

10.2 Expiration of Notice Period

Subject to [Rule 10.7](#) upon the expiration of any notice period applicable under Rule 10.1 an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register.

10.3 Termination of Membership

Subject to [Rule 10.7](#), a Member ceases to be a Member of Swimming WA if:

- (a) being an individual, that Member dies;
- (b) membership is not renewed within conditions nominated in policy (time or debts);
- (c) Membership is withdrawn by the Board as result of Disciplinary Action.

10.4 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claim upon Swimming WA and its property including Intellectual Property. Any Swimming WA documents, records or other property in the possession, custody or control of that Member shall be returned to Swimming WA immediately.

10.5 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of the Member Club or Affiliate.

10.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member for the relevant year shall be forfeited upon discontinuance.

10.7 Membership may be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

10.8 Cessation of Membership

Where an Affiliate or Region ceases to be a Member in accordance with this Constitution or the Act, the constituent member associations, Member Clubs and Associate Members of the Affiliate or Region may cease or remain members to the extent (if any) and for such time (if any) as is determined at the sole discretion of the Board.

11 DISCIPLINE OF MEMBERS

11.1 Disciplinary Action

Subject to the application of the Safe Sport Framework pursuant to Rule 33.1, where the Board is advised or considers that a Member or Associate Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of Swimming WA and/or the sport of Swimming and its related disciplines; or
- (c) brought Swimming WA, the sport of Swimming or its related disciplines into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings against that Member in accordance with Rule 35, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of Swimming WA as set out in this Constitution and the By-Laws.

PART III - GENERAL MEETINGS

12 DELEGATES

12.1 Appointment of Delegates

Each Member Club and Affiliate may be represented by one (1) Delegate, who may vote on behalf of the Member Club or Affiliate.

A Delegate must:

- (a) Be an Associate Member over the age of eighteen (18) years of the Member Club or Affiliate and the Member Club or Affiliate must be a current financial member of Swimming WA;
- (b) Be appropriately empowered by the appointing Member Club or Affiliate to consider, make decisions and vote in proceedings so provided by this Constitution;
- (c) Not be a Director of Swimming WA;
- (d) Not be an employee of Swimming WA;
- (e) Not be a Delegate for more than one (1) Member Club or Affiliate;

12.2 Members to Advise

A Member Club or Affiliate shall advise Swimming WA within fourteen (14) days of any change to their nominated Delegate. Nominations may include an alternate Delegate where the nominated Delegate is unable to fulfil the role. Notification should be in the approved form including the name, address and contact details of the Delegate.

13 GENERAL MEETINGS

An Annual General Meeting of Swimming WA shall be held in accordance with the provisions of the Act and this Constitution on a date and at a venue to be determined by the Board, but shall be held no later than the 30th of October in each Financial Year.

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

13.1 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with [Rule 7](#)) then due and payable to Swimming WA are paid.

14 NOTICE OF ANNUAL GENERAL MEETING

14.1 Notice of Annual General Meetings

The Chief Executive Officer shall be responsible for:

- (a) Giving notice of the Annual General Meeting to all Board Members, Member Clubs, Affiliates, Regions and other Members of Swimming WA at the address appearing in the register kept by Swimming WA. No other person shall be entitled to receive notices of Annual General Meetings.
- (b) Notice of the Annual General Meeting shall be given at least six (6) weeks prior to the meeting and shall specify the place, the day and hour of the Annual General Meeting.
- (c) Distributing, at least fourteen (14) days prior to the Annual General Meeting an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

15 NOTICE OF GENERAL MEETING

15.1 Notice of General Meetings

The Chief Executive Officer shall be responsible for:

- (a) Giving notice of General Meetings to all Board Members, Member Clubs, Affiliates and other Registered Members of Swimming WA at the address appearing in the register kept by Swimming WA. No other person shall be entitled to receive notices of General Meetings.
- (b) Notice of the General Meetings shall be given at least fourteen (14) days prior to the meeting and shall specify the place, the day and hour of the General Meeting.
- (c) Distributing, at least seven (7) days prior to the General Meeting, an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

16 BUSINESS

16.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board (including the activities of Swimming WA during the preceding Financial Year and activities of Board Committees), auditors and the confirmation of Elected Directors, Honorary Members and confirmation of Life Membership.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in [Rule 16.1 \(a\)](#) shall be special business.

16.2 Business Transacted

No business other than that stated on the notice of meeting or agenda shall be transacted at that meeting.

17 SPECIAL GENERAL MEETINGS

17.1 Special General Meetings May be Held

Excluding the Annual General Meeting, the Board may, whenever it thinks fit, convene up to three (3) Special

General Meetings in each financial year, on dates and at venues to be determined by the Board.

17.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing by at least 20% of the authorised voters convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting; shall be signed by the members making the requisition and be sent to Swimming WA. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Affiliate Regions or Member Clubs making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to Swimming WA, the Affiliates making the requisition, or any of them, may convene a Special General Meeting to be held not later than one (1) month after that date.
- (d) A Special General Meeting convened under [Rule 17.2 \(c\)](#) of this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. No business except that for which the meeting has been called, shall be transacted at such Special General Meeting.

18 PROCEEDINGS AT GENERAL MEETINGS

18.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for a General Meeting of Swimming WA shall be a minimum of sixteen (16) authorised voters.

18.2 Conduct of Meeting

Without limiting the power of the Board to regulate a meeting as they think fit, a General Meeting may be held where one (1) or more of the Delegates is not physically present at the meeting, provided that:

- (a) prior notification of requirements to satisfy [Rule 18.2 \(b\)](#) are communicated to the Chief Executive Officer;
- (b) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
- (c) notice of the meeting is given to all Affiliates and Delegates entitled to notice in accordance with the procedures of [Rule 15.1](#);
- (d) in the event that a failure in communications prevents from being satisfied by that number of participants that constitutes a quorum, and insufficient Delegates are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until [Rule 18.2 \(b\)](#) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have terminated;
- (e) any meeting held where one (1) or more of the Delegates is not physically present the meeting is deemed to be held at the place specified in the notice of meeting, provided the Chief Executive Officer is present at that place. Where the Chief Executive Officer is not present at that place, the meeting is deemed to be held at the place where the Chair is located.

18.3 Chair of General Meetings

The President shall, subject to this Constitution, preside as Chair at every General Meeting of Swimming WA. If the President is not present, is unwilling or unable to preside, the Directors shall choose one (1) of their number present who shall, subject to this Constitution, preside as Chair for that meeting only.

18.4 Adjournment of Meeting

- (a) If within thirty (30) minutes from the time appointed for the General Meeting, a quorum is not present, the meeting shall be adjourned to such other day, such other time and place as the may be determined under [Rule 18.4 \(b\)](#).
- (b) When any General Meeting lapses for want of a quorum, the Chief Executive Officer shall convene a second meeting within a period of fourteen (14) days. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the business shall be transacted, provided the members then present, number not less than half the number required for a quorum.
- (c) The Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business

shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (e) Except as provided in [Rule 18.4 \(c\)](#) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

18.5 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a Poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by at least three (3) authorised voters present in person at the meeting.

18.6 Recording of Determinations

Unless a Poll is demanded under [Rule 18.5](#), a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the Minutes of the proceedings of Swimming WA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

18.7 Where Poll Demanded

If a Poll is duly demanded under [Rule 18.5](#) it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.

18.8 Resolutions at General Meetings

Except where a Special Resolution is required, all motions at General Meetings shall be determined by a majority vote (as set out in [Rule 19](#)).

18.9 Minutes

- (a) The Chief Executive Officer shall ensure that minutes of the resolutions and proceedings of each General Meeting are kept in books provided for that purpose, together with a record of the names of persons present at all meetings.
- (b) Any Member of Swimming WA, on giving reasonable notice to the Chief Executive Officer, may inspect the Minutes of any General Meeting.
- (c) Within one (1) calendar month after each General Meeting the Chief Executive Officer shall supply to the Secretary of each Member Club, Affiliate and Region a copy of the minutes of the General Meeting.

19 VOTING AT GENERAL MEETINGS

- (a) Subject to this Constitution, Directors, Member Clubs and Affiliates shall be entitled to one (1) vote each at General Meetings. Subject to this Constitution, Member Clubs and Affiliates votes shall be exercised by the Delegate. No other Member shall be entitled to vote, but shall subject to this Constitution have, and be entitled to exercise, those rights set out in [Rule 5](#).
- (b) All votes shall be given personally or by Mail, as provided in [Rule 20.2 \(2\) \(b\)](#);
- (c) Except as otherwise provided in this Constitution, the Chair shall be entitled to a deliberate vote and in the event of an equality of votes on a question at a General Meeting, the Chair shall exercise a casting vote.

20 PROXY AND MAIL VOTING

20.1 Proxy Voting Not Permitted

Proxy voting shall not be permitted at General Meetings.

20.2 Mail Ballot

- (a) Should an issue arise between General Meetings which requires a decision or ratification by the membership, the Board may at its discretion submit a proposed motion to a Mail vote in such manner as it considers necessary.

- (b) Any such Mail vote shall be in accordance with the following procedure:
- i. The Chief Executive Officer shall, upon receipt of the directive as aforesaid, as soon as practicable, dispatch a copy of the proposed resolution to each Voting Member;
 - ii. Such dispatch shall be, at the discretion of the Chair, either by post or by Electronic Mail and shall be accompanied by a notice stating the date on which the voting shall close and indicating whether voting is by post or Electronic Mail;
 - iii. The dispatch of the proposed resolution and notice shall be deemed to have been received by each Voting Member;
 - 1) in the case of dispatch by Post - five (5) working days after posting;
 - 2) in the case of dispatch by Electronic Mail – on successful delivery to the entities nominated electronic mail address.
 - iv. All votes shall be received by the Chief Executive Officer in the case of:
 - 3) Mail Votes - within fourteen (14) days of dispatch of the proposed motion and notice, unless otherwise advised;
 - 4) Electronic Mail - (including facsimile and e-mail) no later than midday on the normal working day preceding the meeting.
- (c) Upon the close and counting of voting, the Chair shall examine the votes as tallied and advise each Authorised Voter the result of the voting so received.
- (d) A vote on any proposed motion captured by an authenticated electronic voting system via an independent registered organisation, convening an authorised election on behalf of Swimming WA, shall be valid and binding in all respects.

PART IV - THE BOARD

21 POWERS OF THE BOARD

21.1 Authority to Act

Subject to the Act and this Constitution the business of Swimming WA shall be governed and the powers of Swimming WA shall be exercised, by the Board. In particular, the Board as the controlling authority of Swimming WA shall be responsible for acting on all State issues in accordance with the objects of Swimming WA and shall operate for the collective and mutual benefit of Swimming WA and the sport of swimming throughout Western Australia.

The Board, subject to the Act and this Constitution, shall have full power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and the objects of Swimming WA.

22 COMPOSITION OF THE BOARD

22.1 Board Composition

The Board shall comprise:

- (a) The President elected in accordance with [Rule 23.4](#);
- (b) Four (4) Elected Directors elected in accordance with [Rule 23](#);
- (c) Two (2) Appointed Directors that shall be appointed in accordance with [Rule 24](#).

22.2 Maximum Term as a Director

Notwithstanding anything to the contrary in this Constitution, a Director may not serve a continuous Term of more than nine (9) years as a Director.

23 ELECTED DIRECTORS

23.1 Qualifications for Elected Directors

- (a) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in the By- Laws.

- (b) Elected Directors should have a knowledge of swimming or related disciplines, its strategic direction, its stakeholders and a commitment to the development of the sport of swimming.
- (c) Nominees for Elected Director positions on the Board must declare any position they hold in a Member Club, Affiliate, Region or association with similar objects, including as an office bearer, director or a paid employee.
- (d) A nominee who is subsequently elected as a Director shall immediately retire from any Executive position of any Member Club, Affiliate, Region or Committee of Swimming WA.
- (e) No person who has served as a Director (whether Elected or Appointed) for a period of nine (9) consecutive years shall be eligible for election as an Elected Director until after the expiration of twelve (12) months following the date of conclusion of the most recent term as a Director.

23.2 Elections of Elected Directors

- (a) The Chief Executive Officer shall call for nominations six (6) weeks before the date of the Annual General Meeting. All Affiliates shall be notified of the call for nominations.
- (b) A nominee shall be a member of Swimming WA over the age of eighteen (18) years.
- (c) Nominations for Elected Directors must be:
 - i. in writing;
 - ii. on the prescribed form provided for that purpose in the Policies;
 - iii. signed by a witness, who shall be a financial member of Swimming WA over the age of 18 years; and
 - iv. certified by the nominee expressing a willingness to accept the position for which they have applied.
- (d) Nominations must be received by the Chief Executive Officer at least twenty-one (21) days prior to the Annual General Meeting.
- (e) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall only be duly elected.
- (f) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as provided by the Constitution and By-Laws.
- (g) The voting shall be conducted by preferential voting, the procedure for which will be detailed in By-Laws.
- (h) If there are insufficient nominations received to fill all vacancies on the Board, any remaining vacant positions are to be taken as casual vacancies, to be dealt with in accordance with [Rule 26.3](#).
- (i) Subject to Rule 23.2(j), nominees for the position of Elected Director may not be engaged in a working capacity (which includes, but is not limited to, being actively engaged in a coaching capacity, officiating at events, holding office with a Member Club, or being a member of a Club Committee) by a Member Club, Affiliate or Region.
- (j) A nominee for the position of Elected Director who is engaged in a working capacity by a Member Club, Affiliate or Region as a technical official may apply to the Board which, at its absolute discretion, may approve for such technical official to continue in their role as technical official if elected as an Elected Director.
- (k) If an Elected Director wishes to serve as a technical official during their term (or any of it) as Elected Director then the Elected Director may apply to the Board which, at its absolute discretion, may approve for the Elected Director to be a technical official and to continue in their role as an Elected Director.

23.3 Term of Appointment

- (a) Elected Directors shall be elected in accordance with this Constitution for a term of three (3) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the commencement of the third Annual General Meeting following.
- (b) For each three (3) year interval, two (2) Elected Directors shall be elected in the first year and two (2) Elected Directors shall be elected in the third year.
- (c) Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution or the period set out in Rule 23.4(e), this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately one third of the Elected Directors positions being declared vacant each year.

23.4 Election and Removal of President

- (a) The Board will, from time to time, appoint the President from one (1) of the five (5) Elected Directors.
- (b) The mechanism applied to the process of the election of the President will be determined at the discretion of the Board.
- (c) Subject to this Rule 23.4, the President will serve a Term as President for three (3) years.
- (d) In the case of an existing Elected Director being appointed by the Board to the role of President, he/she will serve the remainder of their Term of appointment as Elected Director before the Board would consider a further Term of three (3) years.
- (e) The President must not hold that office for any period greater than nine (9) consecutive years.
- (f) The President may resign from his or her position as President by giving at least ninety (90) days prior notice in writing to the Board.
- (g) The President may be removed from his or her position as President by a written resolution of the Board, signed by one (1) or more counterparts, by at least a majority of the Directors.
- (h) The President will be deemed to have vacated his or her position as President if he or she ceases to be a Director.

24 APPOINTED DIRECTORS

24.1 Appointment of Appointed Directors

The Elected Directors shall fill the vacant Appointed Director position as soon as practicable after the Annual General Meeting.

24.2 Qualifications for Appointed Directors

- (a) The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills that complement the Board composition, but need not have experience in or exposure to the sport of swimming. An Appointed Director must become a Member or Associate Member of Swimming WA.
- (b) No person who has served as an Appointed Director for a period of six (6) consecutive years or an Elected Director for nine (9) years shall be eligible for appointment as an Appointed Director until after the expiration of twelve (12) months following the date of conclusion of their most recent term as a Director, in accordance with [Rule 22.2](#).

24.3 Term of Appointment

- (a) Appointed Directors shall be appointed by the Elected Directors in accordance with this Constitution for a term of three (3) years, commencing six (6) weeks after the Annual General Meeting.
- (b) An Appointed Director shall be appointed in the year that a current Appointed Director's term expires.
- (c) Should any adjustment to the term of Appointed Directors appointed under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Appointments to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately half of the Appointed Directors positions being declared vacant each year.

25 LEAVE OF ABSENCE

25.1 Grant of Leave of Absence

The Board of Directors may grant a leave of absence to a Director for such period as it sees fit and in accordance with [Rule 25.2](#), on the submission of a written application for such leave to Swimming WA.

25.2 Discretion as to Leave of Absence

The Board of Directors may, in its discretion, grant leave of absence to a Director following consideration of an application submitted in writing to Swimming WA, provided:

- (a) if such period is less than six (6) months, the Board of Directors may appoint a temporary replacement from amongst the Membership;
- (b) if, in the case of an Elected Director, such period is six (6) months or more, that Director is taken to have resigned their position and a casual vacancy arises, but the Director shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have expired;
- (c) if, in the case of an Appointed Director, the remaining Directors are of the view that granting the leave of absence would frustrate the Board of Directors in its role, the Appointed Director's term may be ended and a replacement Director appointed; and
- (d) in no circumstances shall the leave of absence exceed the remaining term of office of the applicant Director.

26 VACANCIES OF BOARD MEMBERS

26.1 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or is required to make any arrangement or composition with creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns from office in writing to Swimming WA;
- (e) is absent without the consent of the Board from three (3) consecutive meetings of the Board;
- (f) takes up any office of salaried employment of Swimming WA;
- (g) without the prior consent or later ratification of the Members in a General Meeting holds any position of remuneration under Swimming WA;
- (h) is directly or indirectly interested in any contract or proposed contract with Swimming WA and fails to declare the nature of that interest;
- (i) if found to be an undischarged Bankrupt and does not declare his Bankruptcy to the Board or offer his resignation;
- (j) is removed from office by Ordinary Resolution under [Rule 26.2](#);
- (k) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act;
- (l) breaches Board confidentiality such that the breach poses serious and indefensible circumstances with regards the Director's fiduciary duty to Swimming WA or the Board's good governance of Swimming WA;
- (m) is disqualified by the Australian Charities and Not-for-profits Commission (ACNC) from entitlement to hold office of an ACNC-regulated entity; or
- (n) is deemed by the Board to have breached guidelines as specified in the By-Laws (if any) and the Board resolves to terminate the Director's engagement as a director of the Association. Although not required, a determination by the Board will be accepted as conclusive of a breach of the relevant guidelines. Where the Board deems a Director has breached the relevant guidelines, the dispute resolution process outlined at Rule 34 will apply, adapted as necessary in the circumstances.

26.2 Removal of a Director

- (a) Swimming WA in a General Meeting may by Ordinary Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in [Rule 26.3](#).
- (b) Swimming WA, by simple majority vote by the Board, remove any Appointed Director, before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in [Rule 26.3](#).
- (c) Where the Director to whom a proposed resolution referred to in [Rule 26.2 \(a\)](#) makes representations in writing to the Chief Executive Officer and requests that such representations be notified to the Members, the Chief Executive Officer may, subject to [Rule 26.2\(d\)](#), send a copy of the representations to each Member Club and Affiliate or, if they are not so sent, the Director may require they be read out at the

meeting, and the representations shall be so read.

- (d) Any written communication must be of reasonable length and must not contain any illegal, offensive or defamatory material.
- (e) At the Special General Meeting the person whose removal is proposed shall have the right to address the Meeting.
- (f) Removal of any Director shall be without prejudice to any legal claim he or she may have against Swimming WA or that Swimming WA may have against the Director in respect of matters arising before such removal.

26.3 Casual Vacancies

- (a) In the event of a casual vacancy of an Elected Director the Board shall identify a successor, within the parameters of [Rule 23.1](#), and appoint a suitable person for the remainder of the vacating Director's natural term.
- (b) In the event of a casual vacancy of an Appointed Director the Board shall identify a successor from among appropriately qualified persons, with due consideration to [Rule 24.2](#), and appoint a suitable person for the remainder of the vacating Director's natural term.

26.4 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

27 MEETINGS OF THE BOARD

27.1 Board to Meet

The Board shall meet at least ten (10) times in the calendar year following the Annual General Meeting of Swimming WA at such place and times as the Board may determine, for the dispatch of business. The Chief Executive Officer shall, on the requisition of two (2) Directors, convene a meeting of the Board within thirty (30) days.

27.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board.

All Directors in attendance shall have one (1) vote on any question. The Chair shall be entitled to a deliberate vote, and in the event of an equal vote, the Chair shall exercise a casting vote.

27.3 Resolutions not in Meeting

- (a) A resolution in writing, signed, assented to or endorsed by electronic mail or other form of reproducible record by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) The vote will only be carried by unanimous consensus of eligible Directors.
- (c) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
 - i. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
 - ii. Notice of the Meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice does not specify that Directors are required to be present in person;
 - iii. in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have terminated;

- iv. any meeting held where one (1) or more of the Directors is not physically present the meeting is deemed to be held at the place specified in the notice of meeting, provided a Director is present at that place. Where no Director is present at that place, the meeting is deemed to be held at the place where the Chair is located.

27.4 Quorum

At meetings of the Board the number of Directors whose presence (or participation under [Rule 27.3 \(c\)](#)) is required to constitute a quorum is four (4) Directors.

When a Board Meeting lapses for want of a quorum, the Chief Executive Officer shall convene a second Board Meeting within a period of fourteen (14) days.

27.5 Notice of Board Meetings

Unless all Directors agree to hold an extraordinary meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days oral or written notice of the meeting of the Board shall be given to each Director by the Chief Executive Officer.

27.6 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

27.7 Chair of Board Meeting

The President shall preside at every meeting of the Board. If the President is not present, or is unwilling or unable to preside, the Directors shall choose one (1) of their number present to preside as chair for that meeting only. Where the President is granted a leave of absence by the Board, a single Chair may be elected for the duration of the absence.

28 CONFLICTS

28.1 Directors' Interests

A Director is disqualified from holding any position of profit or position of employment in Swimming WA or in any company or incorporated association in which Swimming WA is a shareholder or otherwise interested or from contracting with Swimming WA either as a vendor, purchaser or otherwise except with express resolution of approval of the Board and the prior consent or later ratification of the Members in General Meeting. Subject to this Rule, any contract or arrangement entered into by or on behalf of Swimming WA in which any Director is in any way interested will be voided for such reason.

28.2 Conflict of Interest

A Director shall declare an interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) judicial or disciplinary matter;
- (d) sponsorship matter; or
- (d) other financial matter,

in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

28.3 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

28.4 Recording Disclosures

Conflicts of Interest shall be a standing agenda item at meetings of the Board and it is the duty of the Chief Executive Officer to ensure that any declaration made or any general notice given by a Director in accordance with [Rule 28.3](#) is recorded in the Minutes.

29 CHIEF EXECUTIVE OFFICER

29.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it may determine. The Chief Executive Officer shall be entitled to notice of, attend and participate in debate at all meetings of the Board, but shall have no entitlement to vote. The Board will not appoint a person to the Board who has served as Chief Executive Officer for a period of three (3) years following the departure of that person as Chief Executive Officer.

The role, responsibilities and duties of the Chief Executive Officer shall be in accordance with the job description, as determined and approved by the Board from time to time.

29.2 Chief Executive Officer to Act as Secretary and Public Officer

The Chief Executive Officer shall act as and carry out the duties of Secretary and Public Officer of Swimming WA (unless prohibited by law) and shall administer and manage Swimming WA in accordance with this Constitution and the associated By-Laws.

29.3 Specific Duties

The Chief Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) in conjunction with the President prepare the agenda for all Board Meetings and all General Meetings;
- (c) ensure that Minutes of the proceedings of all meetings of the Board and Swimming WA are both prepared and recorded; and
- (d) regularly report on the activities of, issues relating to, the conduct and business of Swimming WA.

29.4 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws, any directive of the Board and to the extent outlined in the Executive Authority Limitations, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of Swimming WA.

29.5 Chief Executive Officer May Employ

The Chief Executive Officer may employ such office or support personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the Chief Executive Officer determines.

PART V - COMMITTEES

30 DELEGATIONS

30.1 Board may Delegate Functions to Committees

The Board may by instrument in writing, create, establish or appoint from among its own membership or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines. An instrument under this provision shall indicate the duration of the committee, which may be of a fixed term or of an enduring nature.

Such committees will fall into two categories:

- (a) Board Committees; and
- (b) Operational Committees.

30.2 Delegation by Instrument

The Board may in establishing the instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act, any other law or this Constitution.

30.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under [Rule 30.2](#), may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

30.4 Procedure of Delegated Entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under [Rule 27](#). The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) Notwithstanding the specific construct of a committee, the President and the Chief Executive Officer shall be ex-officio members of any committee so appointed, in a non-voting capacity.
- (c) Within fourteen (14) days of any meeting of a committee, the committee shall provide a copy of the Minutes and any supporting documents to the Chief Executive Officer.

30.5 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

30.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee under this Rule where such decision is contrary to this Constitution, the By-Laws, the Act, the objects of Swimming WA or the committee's delegation.

30.7 Right to Co-opt

It is expressly acknowledged the Board of Directors shall have the right to co-opt any person with appropriate experience or expertise to assist a Board Committee or the Board, in respect of such matters and on such terms as the Board of Directors thinks fit. Any person so co-opted shall not exercise the rights of a Committee member or Director, but shall act in an advisory role only.

31 BOARD COMMITTEES

31.1 Purpose and Role of Board Committees

The purpose and role of a Board Committee is to conduct such business and function that may assist and support the Board in maintaining or delivering good governance to Swimming WA. The role of a Board Committee is to report to the Board providing recommendations for determination. All decisions shall be decisions of the Board not the Board Committee except where specific power has been delegated in writing. The Board should after the Annual General Meeting of Swimming WA establish the following committees for the purposes identified:

- (a) Finance and Governance Committee, as soon as practicable following the Annual General Meeting;
- (b) Judicial Committee, constituted as and when required. The Judicial Committee shall be delegated such specific power required to make decisions independent of the Board with regard to disciplinary matters;
- (c) Honours and Awards Committee, constituted as and when required but not less than six (6) weeks before the date of the Annual General Meeting;
- (d) Investment Committee, constituted as soon as practicable following the Annual General Meeting; and
- (e) Such other committees approved by the Board for the purposes of governance and strategic planning.

31.2 Construct of Board Committees

- (a) The Board shall appoint the Committee Coordinator, with the express intent to deliver a chairman fit for purpose with regard to experience, knowledge and skills.

- (b) The specific construct of a Board Committee will be outlined in the By-Laws, with the rules being consistent with the principles established by this Constitution.

32 OPERATIONAL COMMITTEES

32.1 Purpose and Role of Operational Committees

The purpose and role of an Operational Committee is to conduct such business and function that may assist and support the Chief Executive Officer in delivery of services or products by Swimming WA. The role of an Operational Committee is to make recommendations for determination by the Chief Executive Officer, except where specific powers of determination have been delegated in writing.

32.2 Construct of Operational Committees

- (a) The Chief Executive Officer is the ex-officio Chairman of all Operational committees.
- (b) The specific construct of an Operational Committee will be outlined in the By-Laws, with the rules being consistent with the principles established by this Constitution.

32.3 Operational Committees

- (a) Technical Education and Officials Committee;
- (b) Competitions Planning Committee;
- (c) Open Water Swimming Committee;
- (d) Country Swimming Committee;
- (e) High Performance Committee; and
- (f) Other committees as and when required.

PART VI – DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES

33 Generally

33.1 Application of the Safe Sport Framework

- (a) To the extent that the Safe Sport Framework applies to the subject matter of any grievance or action that would otherwise be dealt with pursuant to Rules 34 and 35 of this Constitution, and to the extent that the Safe Sport Framework resolves the grievance or action to the satisfaction of the Board, the matter will be dealt with in accordance with the Safe Sport Framework.
- (b) Where the Safe Sport Framework does not cover the subject matter of any grievance or action, or where the Safe Sport Framework does not resolve the grievance or action to the satisfaction of the Board, the matter will be dealt with pursuant to Rules 34 and 35 of this Constitution.

33.2 By-Laws

- (a) The Board may make By-Laws that deal with grievances and dispute resolution provided that such By-Laws must ensure that the principles of natural justice are preserved in dealing with such grievances and dispute resolution matters.
- (b) In the event of any conflict or inconsistency between the By-Laws and this Part, this Part will prevail to the extent of such conflict or inconsistency.

34 Dispute Resolution

34.1 Generally

- (a) The dispute resolution procedure in this clause applies to grievances and disputes arising from the activities of the Association between a Member or Director and:
- i. one (1) or more Members;
 - ii. one (1) or more Directors; or
 - iii. the Association.

(each an **Aggrieved Party**).

- (b) An Aggrieved Party must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under Rule 35 until the disciplinary procedure is completed.

34.2 Notify Chief Executive Officer

- (a) Those involved in the dispute must try to resolve it between themselves within 10 days following the occurrence of such grievance or dispute.
- (b) In the event that a grievance or dispute is not resolved within a period of 10 days following the occurrence of such grievance or dispute, an Aggrieved Party may refer such dispute or grievance in writing to the Chief Executive Officer.
- (c) If, after ten (10) days of the date of the notification referred to in Rule 34.2(b), the grievance or dispute remains, the grievance or dispute may be referred to mediation in accordance with Rule 34.3.

34.3 Appointment of mediator

- (a) Subject to Rule 34.2, the grievance or dispute may be referred to mediation.
- (b) Any mediator must be appointed jointly by the parties to the dispute or grievance, failing which, a mediator may be appointed by the Board.
- (c) Once the mediator has accepted the appointment the parties to the grievance or dispute must comply with the mediator's instructions.
- (d) Any mediator appointed in accordance with this Rule 34.3:
- i. may be a Member or former Member of the Association;
 - ii. must not have a personal interest in the grievance or dispute; and
 - iii. must not be conflicted in relation to the subject matter of the grievance or dispute, or biased towards or against anyone involved in the dispute.

34.4 Conduct of mediation

- (a) When conducting the mediation, the mediator must:
- i. allow those involved a reasonable chance to be heard;
 - ii. allow those involved a reasonable chance to review any written statements;
 - iii. ensure that those involved are given natural justice; and
 - iv. not make a decision on the grievance or dispute.
- (a) The parties to a grievance or dispute must attend the mediation and attempt in good faith to settle the dispute by mediation within 30 days of the appointment of the mediator pursuant to Rule 34.3.

35 Disciplining Members

- (a) In accordance with this clause and any relevant By-Law, the Board may resolve to warn, suspend or expel a member from the Association if the Board consider that:
- i. the Member has breached this Constitution or the By-Laws; or
 - ii. the Member's behaviour is causing, has caused, or is likely to cause harm to the Association.
- (b) At least fourteen (14) days before the Board meeting at which a resolution under Rule 35(a) will be considered, the Chief Executive Officer must notify the member in writing:
- i. that the Board is considering a resolution to warn, suspend or expel the Member;
 - ii. that this resolution will be considered at a Board meeting and the date of that meeting;
 - iii. what the Member is said to have done or not done;
 - iv. the nature of the resolution that has been proposed, and
 - v. that the member may provide an explanation to the Board, and details of how to do so.
- (c) During the period between the Chief Executive Officer providing notice to the member pursuant to clause Rule 34(c) and the date of the Board meeting, the Board may at its discretion suspend the membership of the member while the Board conducts its investigations into the conduct of the member (**Interim Suspension**). During a period of Interim Suspension, the member (and where the member is a Member Club, members of that Member Club):

- i. may not compete, officiate or coach at Swimming WA, State Association or Swimming Australia Limited meets anywhere in Australia or internationally; and
 - ii. may not attend and vote or engage in debate at meetings of the Association,
- (d) Before the Board passes any resolution under Rule 35(a), the member must be given a chance to explain or defend themselves by:
 - i. sending the Board a written explanation before that Board meeting; and/or
 - ii. speaking at the meeting.
- (e) After considering any explanation under Rule 35(d), the Board may:
 - i. take no further action;
 - ii. warn the member;
 - iii. fine the member, with reference to fines or penalties specified in the By-Laws (if any);
 - iv. suspend the member's rights as a member for a period of no more than 12 months;
 - v. expel the member;
 - vi. refer the decision to an unbiased, independent person on conditions that the Board considers appropriate (however, the person can only make a decision that the Board could have made under this clause); or
 - vii. require the matter to be determined at a general meeting.
- (f) The Chief Executive Officer must give written notice to the member of the decision under Rule 34(e) as soon as possible.
- (g) Disciplinary procedures must be completed as soon as reasonably practical.
- (h) There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.
- (i) Where a member is suspended pursuant to Rule 35(e)iv, their rights as a member pursuant to this Constitution and the By-Laws are suspended for the period of suspension, including but not limited to:
 - i. their right to compete, officiate or coach at Swimming WA, State Association or Swimming Australia Limited meets anywhere in Australia or internationally; and
 - ii. their right to attend and vote or engage in debate at meetings of the Association.

PART VII - MISCELLANEOUS

36 RECORDS AND ACCOUNTS

36.1 Chief Executive Officer to Keep Records

The Chief Executive Officer shall ensure that proper records and Minutes concerning all transactions, business, meetings and dealings of Swimming WA and the Board are established and maintained and shall produce these as appropriate at each Board meeting or General Meeting.

36.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Chief Executive Officer, in such secure location and storage as to maintain the content, structure and integrity of the records in good order.

36.3 Inspection of Records

Subject to privacy and commercial considerations, the Board may in its discretion make the records, books and other documents of Swimming WA available for inspection (but not copying) by a Member or Affiliate at any reasonable hour. The Board may impose reasonable charges in relation to such inspection.

36.4 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the audited accounts of Swimming WA in accordance with the Act.

36.5 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to Swimming WA, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two (2) persons appointed in writing by the Board.

37 FINANCIAL MATTERS

37.1 Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

37.2 Control of funds

- (a) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (b) Subject to any restrictions imposed at a General Meeting, the Board (and any subcommittee delegated the power to do so by the Board) may approve expenditure on behalf of the Association.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association (**Financial Instruments**) must be signed by:
 - i. one (1) of two (2) authorised Board members; and
 - ii. the Chief Executive Officer.
- (d) The Chief Executive Officer may nominate a proxy signatory by giving notice to the Board in writing to sign any Financial Instruments in the event that the Chief Executive Officer is incapacitated or for whatever reason not able to sign the relevant Financial Instrument pursuant to Rule 37.2(c)(ii).
- (e) All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.

37.3 Financial statements and financial reports

- (a) For each Financial Year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (b) Without limiting Rule 37.3(a) those requirements include:
 - i. if the Association is a tier 1 association, the preparation of the financial statements; and
 - ii. if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - iii. if required, the review or auditing of the financial statements or financial report, as applicable; and
 - iv. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - v. if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

38 AUDITOR

A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.

39 NOTICE

39.1 Manner of Notice

- (a) Notices may be given by the Chief Executive Officer to any Member by sending the notice by post, facsimile transmission or where available, by electronic mail, to the Member's registered address, facsimile number or electronic mail address.

- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected seven (7) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

39.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

40 SEAL

40.1 Safe Custody of Seal

The Chief Executive Officer shall provide for safe custody of the Seal.

40.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the Seal is affixed shall be signed by two (2) Directors or a Director and the Chief Executive Officer.

40.3 Director's Interest

A Director may not sign a document to which the Seal of Swimming WA is fixed where the Director is interested in the contract or arrangement to which the document relates.

41 ALTERATION OF CONSTITUTION

Subject to the requirements of the Act, this Constitution may only be altered by the Special Resolution of the Members.

42 INDEMNITY

42.1 Directors to be Indemnified

Every Director, auditor, manager, employee or agent of Swimming WA shall be indemnified to the extent provided under the Directors and Officers insurance policy of Swimming WA (if any) against any liability incurred by her in her capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him or her by the Court.

42.2 Association to Indemnify

The Association shall indemnify its Directors and employees to the extent provided under the Directors and Officers insurance policy of Swimming WA against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of Swimming WA; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by Swimming WA.

43 WINDING UP

43.1 Winding Up of Swimming WA

Subject to this Rule 43 Swimming WA may be wound up in accordance with the provisions of the Act.

43.2 Liability of Members

Subject to [Rule 9.3](#), the liability of the Members of Swimming WA is limited.

43.3 Distribution of Property on Winding Up

If upon winding up or dissolution of Swimming WA there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of Swimming WA but shall be given or transferred to somebody or bodies being incorporated associations under the Act or for charitable purposes. Such body or bodies to be determined by the Members of Swimming WA at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

43.4 Winding up Member Clubs, Regions or Affiliates

Where a Swimming WA Member Club, Region or Affiliate makes an application to move into recess, the procedure as outlined in the By-Laws shall apply.

44 APPLICATION OF INCOME

44.1 Income and Property Applied to Objects

The income and property of Swimming WA shall be applied solely towards the promotion of the objects of Swimming WA as set out in this Constitution.

44.2 No Income to Members

Except as prescribed in this Constitution:

- (a) no portion of the income or property of Swimming WA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by Swimming WA to any Member who holds any office of Swimming WA.

44.3 Payments in Good Faith

Nothing contained in [Rule 44.2](#) shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to Swimming WA whether as an employee or otherwise;
- (b) goods supplied to Swimming WA in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to Swimming WA;
- (e) any out-of-pocket expenses incurred by the Member on behalf of Swimming WA; or
- (f) any other reason,

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.

44.4 Payments to Board Members

(a) In this Rule:

- i. **Board member** includes a member of a subcommittee;
- ii. **Board meeting** includes a meeting of a subcommittee.

(b) Unless approved by the Board, a Board member is not entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation incurred —

- i. in attending a Board meeting; or
- ii. in attending a general meeting; or
- iii. otherwise in connection with the Association's business.