

NOTICE OF SPECIAL RESOLUTION

NOTICE is hereby given of the Special Resolution at the Annual General Meeting of the Western Australian Swimming Association Incorporated (T/A Swimming WA) to be held at,

The University of Western Australia, Crawley, WA 6009

UWA Wesfarmers Lecture Theatre

On Saturday 8 October 2022 at 2.05pm

SPECIAL RESOLUTION

“That the Constitution, in the form presented to the Annual General Meeting by the President of the Western Australian Swimming Association (Inc.), be adopted as the Constitution of Swimming WA Inc. in substitution for and to the exclusion of the existing Constitution of the Western Australian Swimming Association Inc.”

Explanatory Message to Members regarding the proposed Special Resolution

The Swimming WA Board reviewed the current Constitution of the Western Australian Swimming Association Inc. and identified the following issues:

- The current Constitution needs to comply with all of the requirements of the Associations Incorporation Act 2015 (WA) (**Act**) which details certain matters which must be addressed in an Incorporated Association’s Constitution;
- The current Constitution does not meet all the governance requirements of the Department of Local Government, Sport and Cultural Industries (DLGSC). Failure to meet these governance requirements will adversely impact Swimming WA’s DLGSC grant funding;
- The current Constitution is confusing in parts and contains duplication of various matters in the By-laws; and
- The current Constitution does not meet all the requirements of the Swimming Australia Constitution which is currently being updated.

Consultation Process

In light of the above, the SWA Board proposed to amend the SWA Constitution by replacing it with a new Constitution, and to present it to the SWA AGM on 8 October 2022 for approval by the Club Delegates.

To assist in the drafting process, feedback and comments from the Club Presidents were sought on behalf of their committee in a two-step process.

- Step 1. High level comments and feedback via survey
- Step 2. Comments and feedback on the draft Constitution via Presidents' Forum held on 30th August

Process for drafting new Swimming WA Constitution

The new SWA Constitution has been drafted using the following process:

- The starting point for the new Constitution is to adopt many of the Model Rules under the Act. These Model Rules use simple language and address the minimum requirements of the Act.
- In addition to the Model Rules, the new Constitution incorporates key requirements of the current SWA Constitution with the aim of preserving current constitutional rules. Where the SWA Board considers a change to current rules is beneficial, those key changes are flagged to allow consideration and comment by the Club Presidents.
- The key changes proposed are to ensure consistency with the Act, with the Swimming Australia Constitution, and DLGSC governance requirements.

Summary of proposed new Constitution

Item	Current rule	Proposed rule	Reason for change
1.	<ul style="list-style-type: none"> • Name - Western Australian Swimming Association Incorporated 	<ul style="list-style-type: none"> • New Name – “Swimming WA Incorporated” (subject to acceptance by ASIC) 	<ul style="list-style-type: none"> • Several other State Swimming Associations have adopted the more modern naming style • The Association is currently known mainly as “Swimming WA” and “SWA” so it will reflect current usage
2.	<ul style="list-style-type: none"> • Directors Term - 3 years • One or Two Directors elected at each AGM 	<ul style="list-style-type: none"> • Directors Term - 2 years • Two or Three Directors elected at each AGM 	<ul style="list-style-type: none"> • It is more common in other WA sporting bodies to have terms of either one or two years • Directors are volunteers and invest significant time in fulfilling their duties. More candidates are likely to be willing to commit to a two year term.
3.	<ul style="list-style-type: none"> • Maximum Director Tenure – 9 years • (3 terms of 3 years) 	<ul style="list-style-type: none"> • Maximum Director Tenure – 6 years • (3 terms of 2 years) 	<ul style="list-style-type: none"> • Maintain 3 term limit

Item	Current rule	Proposed rule	Reason for change
4.	<ul style="list-style-type: none"> Five Elected Directors Two Appointed Directors 	<ul style="list-style-type: none"> Five Elected Directors Between Two and Four appointed Directors 	<ul style="list-style-type: none"> The Board will be most effective if it has Directors with a diverse range of skills and also gender diversity. Part of DLGSC funding is contingent on having 50% Female Directors (or where an uneven number of Directors the last Director can be male, e.g. current Board of 7 requires 3 female Directors) Having the option of additional appointed Directors allows any skill and gender gaps to be filled
5.	<ul style="list-style-type: none"> President must be an Elected Director 	<ul style="list-style-type: none"> President may be an Elected or Appointed Director 	<ul style="list-style-type: none"> Allows the President to be appointed from a broader field and will allow the Director with the best skillset to be elected as President.
6.	<ul style="list-style-type: none"> Directors, Affiliates and Member Clubs have the right to vote 	<ul style="list-style-type: none"> Only Member Clubs will have the right to vote 	<ul style="list-style-type: none"> Only Member Clubs should have the right to vote
7.	<ul style="list-style-type: none"> Delegate not allowed to appoint a proxy 	<ul style="list-style-type: none"> Allow Delegate to appoint a proxy if they can't attend 	<ul style="list-style-type: none"> Maximise options for a Member Club to participate in General Meetings and AGMs.
8.	<ul style="list-style-type: none"> Chairman of Meeting (usually the President) has both a deliberate and a casting vote in the event of a tie 	<ul style="list-style-type: none"> Chairman of Meeting (usually the President) has only a casting vote in the event of a tie 	<ul style="list-style-type: none"> If item 6 is accepted, the Chairman loses his/her deliberate vote but retains a casting vote.
9.	<ul style="list-style-type: none"> Quorum at AGM – 16 voting members 	<ul style="list-style-type: none"> Quorum at AGM – 25% of voting members (rounded down) or ten (10) clubs, whichever is the higher number 	<ul style="list-style-type: none"> To reflect the changing number of Member Clubs

Please Note:

This Explanatory Message to Members is not to be taken in any way as affecting the wording of the proposed Constitution, but is provided to inform Members of what is proposed and to draw attention to particular matters.

Notes to Members

- In accordance with the existing Constitution
- 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:
 - Be an Associate Member over the age of eighteen (18) years of the Member Club
 - The Member Club must be a current financial member of Swimming WA by no later than **9:00 am Wednesday, 14th September 2022** to ensure eligibility to vote as outlined in the Notice of Meeting previously sent
 - The Club delegate, if not nominated will default to Club President
- To be passed, the Special Resolution must receive votes in favour from not less than three quarters (75%) of those Members who are eligible to do so, voting in person at the meeting.
- The resolution is to be determined by a show of hands.
- Proxy voters are not allowed under the current Constitution.
- The Special Resolution will be considered as a whole and will not be altered by motions from the floor of the meeting.
- The full text of the proposed new Constitution is available as an attachment with this email and can be found on the Swimming WA website.
- Please direct any questions or concerns to the President of Swimming WA at President@wa.swimming.org.au



Darren Michael
President
Swimming WA