

**WESTCOAST MASTERS
SWIMMING CLUB
CONSTITUTION
AND BY-LAWS
2022**

Contents

1. Name of Club	3
2. Definitions	3
3. Objects of the Club	4
4. Powers of the Club	4
5. Patron	4
6. Membership	5
7. Register of Members	6
8. Subscription of Members	6
9. Disputes and Mediation	6
10. Appointment of Mediator	8
11. Suspension or Expulsion of Members	8
12. Club Committee	9
13. Powers of the Club Committee	10
14. Committee Meetings	10
15. Auditor	11
16. Annual General Meeting	12
17. Special General Meetings	13
18. Voting	13
19. Finance	13
20. Common Seal	14
21. Alternations to Rules and By-Laws	14
22. Dissolution	15

1. Name of Club

- (1) The club shall be called Westcoast Masters Swimming Club Incorporated, hereinafter referred to as the "club".

2. Definitions

- (1) In this constitution, unless the context otherwise requires:

The Act refers to the *Associations Incorporation Act 2015*.

The "Board" means the National Board of Management of the Association of Masters Swimming Australia Incorporated.

The "**Management Committee**" shall mean the Executive Committee of the Board of Directors.

"**Council of Clubs**" shall mean those clubs affiliated with Masters Swimming Western Australian (WA) Branch Incorporated and established in accordance with the Constitution of Masters swimming WA Branch Incorporated hereinafter referred to as "Council".

The "**Branch**" shall mean those clubs affiliated with Masters Swimming WA Branch Incorporated.

The "**Club**" shall be the affiliated body with the Branch.

The "**Committee Executive**" shall mean the elected President, Vice President, Secretary and Treasurer.

The "**Committee**" shall be a duly elected body, appointed to administer the activities of the club.

"Members" shall mean those adults aged 18 years or over who are registered members of the club.

"Register of members" means the register of members referred to in section 53 of the Act.

"Sub-Committee" shall mean a subsidiary committee duly formed by the Committee to perform a specified task.

- (2) Words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender shall include the feminine gender, and words importing persons shall include corporations.

3. Objects of the Club

(1) The objects of the club are:

- (a) To encourage adults, regardless of age or ability, to swim regularly in order to promote fitness and improve their general health.
- (b) To Co-ordinate the activities of members so they meet together for competition and social interaction at all levels provided for by International, National, Branch and Club bodies.
- (c) To publish results of these meetings so as to provide stimulus to others to take part in Masters Swimming Australia activities and to measure their own performance against those of similar age.
- (d) To solely apply the property and income of the Club towards the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of these objects.

4. Powers of the Club

- (1) To acquire, hold, deal with, and dispose of any real or personal property;
- (2) To open and operate bank accounts;
- (3) To invest its money:
 - (a) in any security in which trust moneys may be invested; or
 - (b) in any other manner authorised by the rules of the Club.
- (4) To borrow money upon such terms and conditions as the Club thinks fit;
- (5) To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (6) To appoint agents to transact any business of the Club on its behalf;
- (7) To enter into any other contract the Club considers necessary or desirable; and
- (8) To do all such things as are necessary to promote the objects of the Club as outlines in Rule 3 above.

5. Patron

- (1) The Club may, at its discretion elect a patron/s or vice patron/s of the club for such period as may be deemed Necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the club.

6. Membership

- (1) Membership shall be open to any person in the year they reach eighteen (18) years of age who wishes to further the interests of the Club with membership categories listed as follows with membership further defined in the by-laws:
 - (a) Active member;
 - (b) Competitive member;
 - (c) Social member;
 - (d) Second claim member; and
 - (e) Life member.
- (2) A person who wishes to become a member (other than a life member) must:
 - (a) Complete the membership form and/or online registration and must specify in the application the class of membership; and
 - (b) Pay the prescribed fee as defined in the bylaws.
- (3) The Club Committee shall have the power to accept or reject applications. Applications denied membership shall be advised in writing and membership fees paid reimbursed if required.
- (4) Each person admitted to membership shall be:
 - (a) Bound by the Constitution and By-laws of the Club;
 - (b) Come liable for such fees and subscriptions as may be fixed by the Club; and
 - (a) Entitled to all advantages and privileges of the level of membership for which they are registered.
- (5) Upon commencement of a membership, members will be provided with a copy of the club rules which are in force at the time of their membership commencing.
- (6) A person ceases to be a member when any of the following takes place:
 - (a) For a member who is an individual, the individual dies;
 - (b) The person resigns from the Club;
 - (c) The person is expelled from the Club as described under Section 11;
 - (d) The person has not paid their annual membership fee by the date determined by the committee.

7. Register of Members

- (1) The Registrar, on behalf of the Club, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club.
- (2) The Register of Members will consist of members names, class of membership, date on which each member joined the Club and an email address for each member.
- (3) The Register of Members must be maintained by the Registrar or as determined by the Committee.
- (4) A member who wishes to inspect the Register of Members must contact the Registrar to make the necessary arrangements. A member inspecting the register may make a copy of, or take an extract from the register.
- (5) The Club Committee may require the member to provide a written explanation setting out the purpose for which the copy or extract is required and declaring the purpose is connected with the affairs of the Club.
- (6) The Registrar must cause the name of a person who dies or who ceases to be a member under to be deleted from the Register of Members referred to in sub-rule 7(2).

8. Subscription of Members

- (1) Each member must pay annually, or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule 13(1)(e).
- (2) Subject to sub-rule 6(6), a member whose subscription is not paid by the due date ceases on the expiry of the previous period to be a member, unless the Committee decides otherwise.
- (3) Subject to acceptance under sub-rule 6.3, a person exercises all rights and obligations of a member for the purposes of these rules if their subscription is paid on or before the relevant date, or such other time as the Committee allows.

9. Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
 - (a) members; or
 - (b) one of more members and the Club; or
 - (c) if the Club provides services to non-members, those non-members who receive services from the Club, and the Club.

- (2) The parties to the dispute must attempt to resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute within the time required under 9(2), any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (4) Within 20 days after the Secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (5) The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held. The notice given to each party to the dispute must state:
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both) submissions to the committee about the dispute.
- (6) If the dispute is between one or more members and the Club; and any party to the dispute gives written notice to the Secretary stating the party does not agree to the dispute being determined by the committee; and requests the appointment of a mediator, the committee must not determine the dispute.
- (7) Where the dispute is being considered and determined by the Club Committee, the Club Committee must:
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both) submissions to the committee about the dispute; and
 - (b) given due consideration to any submissions so made; and
 - (c) determine the dispute.
- (8) The Club Committee must give each party to the dispute written notice of the Club Committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (9) A party to the dispute may, within 14 days after receiving notice of the Club Committee's determination under rule 9(7), give written notice to the Secretary requesting the appointment of a mediator.
- (10) If notice is given under rule 9(8), each party to the dispute is a party to the mediation.

10. Appointment of Mediator

- (1) The mediator must be a person chosen by agreement between the parties whom are in dispute; or in the absence of agreement:
 - (a) In the case of a dispute between a member and another member, a person appointed by the Committee of the Club;
 - (b) In the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (2) A member of the Club can be a mediator.
- (3) The mediator cannot be a member who is a party to the dispute.
- (4) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (5) The mediator, in conducting the mediation, must:
 - (a) Give the parties to the mediation process every opportunity to be heard;
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (6) The mediator must not determine the dispute.
- (7) The mediation must be confidential and without prejudice.
- (8) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. Suspension or Expulsion of Members

- (1) Membership of the Club may be suspended or revoked by the following events:
 - (a) Resignation;
 - (b) Non-payment by a member of their subscription in accordance with sub-rule 7.3; or
 - (c) False or inaccurate statements made in the member's application for membership of the Club, breach of any Rule, Regulation or By-Law of the Club or commit any act detrimental to the club.
- (2) The Club Committee shall have the power to suspend or expel any member of the Club for any of the events in sub-rule 8.1. If the Committee considers a member should be suspended or expelled, the Committee must communicate, either orally or in writing, to the member:

- a. notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
- (3) Particulars of that conduct, not less than 15 days before the date of the Committee meeting referred to in sub-rule 8.1.
- (4) At the Committee meeting referred to in a notice communicated under sub-rule 8.2, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Club and must, after making a decision, communicate that decision in writing to that member.
- (5) Any member who is expelled or suspended from the club shall have the right to appeal against their suspension or expulsion by presenting their case to a Special General Meeting called for such purpose, and the Decision of the Special General Meeting shall be final. Members are required to give notice to the Secretary of their intention to appeal within 14 days of receiving the Committee decision as per sub-rule 8.3.
- (6) Subject to sub-rule 8.3, a member who has their membership suspended or ceases to be a member 28 days after the day on which the decision to suspend or expel a member is communicated to them under sub-rule 8.3.

12. Club Committee

- (1) Management of the Club shall be vested in the Committee elected by the members at the Annual General Meeting (AGM) and normally consisting of:
 - (a) President (assumes the role of chairperson at club meetings)
 - (b) Vice President
 - (c) Secretary
 - (d) Treasurer
 - (e) Club Coaching Coordinator
 - (f) Club Captains
 - (g) Publicity Officer / Website Coordinator
 - (h) Social Coordinator
 - (i) Uniform Officer
 - (j) Registrar
 - (k) Safety Officer
 - (l) No more than 2 ordinary committee members.
- (2) A person must not hold 2 or more of the offices mentioned in 12(1) at the same time.

- (3) The terms of office for members of the committee are 12 months, on the 31st December each year all committee positions are declared vacant and up for re-election. The committee will remain in caretaker mode until new officers are elected at the AGM. A position also becomes vacant should a committee member hand in their resignation and is resolved as per 11(1).

13. Powers of the Club Committee

- (1) The Committee shall carry out the day to day running of the Club and shall have the power to:
 - (a) Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account. The signatories of all accounts of the club shall be the Treasurer and at least one (1) of the President, Vice President or Secretary.
 - (b) Fix the manner in which such banking accounts shall be operated upon, providing the committee passes all payments. This shall normally be by electronic funds transfer.
 - (c) Where monies are handled by cash or cheque, ensure receipts are given and that records of all such receipts are retained.
 - (d) Cause all monies received by the club to be paid to the bank account of the club with all practicable dispatch.
 - (e) Fix fees payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and enforce payment thereof.
 - (f) Adjudicate on all matters brought before it in any way affect the Club.
 - (g) Cause minutes to be made of all proceedings at meetings of the Club.
 - (h) Make, amend and rescind rulings and By-Laws.
 - (i) Have the power to form and appoint a sub-committees as required for specific purposes.
 - (j) May at their discretion employ a person or persons to carry out certain duties required by the club at salaries or remunerations for such period of time, as may be deemed necessary.
- (1) Should a vacancy occur on the Committee during the season, the committee shall appoint a successor until the next Annual General Meeting.
- (2) The Club Secretary shall have safe custody of the Club's books, records, documents and securities, other than those specified as being kept by other offices, and produce same whenever requested by Committee.
- (3) Where necessary, committee members must disclose potential conflicts of interest prior to voting. The Committee shall decide on appropriate action.

14. Committee Meetings

- (1) The committee shall meet a minimum of 10 times in each year on the dates and at the times and places determined by the Committee.
- (2) Special committee meetings may be convened by the chairperson or any 2 committee members.
- (3) A Quorum at all committee meetings shall consist of 50% of those committee members duly notified of that meeting, provided that at least 2 of the Executive Committee are present.
- (4) Notice of each committee meeting shall be given to each committee member at least 48hrs before the time of the meeting and state the date, time and place of the meeting and describe the general nature of business to be conducted.
- (5) Only that business described in the meeting notice shall be conducted unless the committee agrees to dealing with urgent business that has not been described in the notice.
- (6) The president shall act as chairperson for these meetings, or the vice-president in the president's absence. If both are absent or if they are unwilling to act as chairperson at a meeting, the committee members at the meeting must choose a committee member to act as a chairperson of the meeting.
- (7) The procedure to be followed at a committee meeting must be determined from time to time by the committee. The order of business at a committee meeting may be determined by the committee members at the meeting.
- (8) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee. The person has no right to any agenda or minutes circulated at the meeting, must not comment about any matter discussed at the meeting unless invited by the committee to do so, and cannot vote on any matter that is to be decided at the meeting.
- (9) Each committee member present at a committee meeting has one vote on any question arising at the meeting and the motion is carried if a majority of the committee members present vote in favour of the motion. If votes are equal the chairperson has the casting vote.
- (10) The committee must ensure minutes are taken of each committee meeting which state names of attendees, any business considered and any motion on which a vote is taken and the result of the vote.
- (11) Minutes will be accepted and seconded by committee members who attended that meeting at the next club committee meeting.

15. Auditor

- (1) The Annual General Meeting shall elect or appoint an Auditor if requested by members present at the Annual General Meeting.

- (2) The Auditor shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts of the Club and report thereon to the Annual General Meeting.

16. Annual General Meeting

- (1) The Annual General Meeting of the Club shall be held no later than eight (8) weeks after the commencement of the new financial year as defined by Masters Swimming Australia.
- (2) The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting to members.
- (3) All financial members may attend the Annual General Meeting.
- (4) The quorum at the Annual General Meeting shall be 50% of those financial members duly notified or 10 financial members, whichever is the lesser provided that at least two of the Committee Executive is present. If at the end of 30 minutes after the time appointed in the notice for the opening of the meeting there be no quorum the meeting shall stand and adjourn for one week. If at such adjourned meeting there is no quorum, those members present shall be competent to discharge the business of the meeting.
- (5) The standard agenda items for the Annual General Meeting shall be:
 - (a) Opening of Meeting
 - (b) Recording of attendance and apologies
 - (c) Confirmation of Minutes of previous Annual General Meeting
 - (d) Presentation of Annual Report
 - (e) Presentation of and acceptance of the Annual Financial Accounts
 - (f) Election of Office Bearers
 - (g) Appointment of Club Auditor (if requested)
 - (h) To confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
 - (i) Any Notices of Motion that the Secretary has been notified of in writing at least one(1) month prior to the AGM
 - (j) Urgent general business provided that such business shall not involve a resolution other than to make a recommendation to the incoming officers of the Club, or to deal with a matter of procedure in the conduct of the meeting.

- (6) Changes to the Office Bearers shall become effective at the conclusion of the Annual General Meeting.
- (7) Voting for officers of the Club shall be as set out in By-Law 6.
- (8) The accidental omission to give any notice to any person entitled to attend the Annual General Meeting shall not invalidate the meeting or its proceedings, including any resolution or appointment made thereat.

17. Special General Meetings

- (1) General or extraordinary meetings may be called by the Committee or on the written request of ten percent of financial members.
- (2) The members requiring a special general meeting to be convened must make the requirement by written notice to the secretary, state in the notice the business to be considered at the meeting and each sign the notice.
- (3) The special general meeting must be convened within 28 days after notice is given under subrule 17(2).
- (4) The Secretary shall give at least fourteen (14) days notice, in writing, of the date of the Special General Meeting to all members. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special General Meeting.
- (5) The quorum at the Special General Meeting shall be a minimum of 50% of financial members duly notified or 10 financial members whichever is the lesser, provided that at least 2 of Executive Committee are in attendance.

18. Voting

- (1) Voting powers at the Annual General Meeting and Special General Meetings:
 - (a) The President shall be entitled to a deliberative vote and in the event of a tied vote, the President shall exercise a casting vote.
 - (b) Each individual financial member present shall have one (1) vote.
 - (c) Voting shall be conducted in accordance with the By-Laws.

19. Finance

- (1) All funds of the Club shall be deposited into the club's accounts at such bank or recognized financial institution as the Committee may determine.
- (2) All accounts due by the Club shall be paid by electronic funds transfer and the action endorsed at the next committee meeting.
- (3) Committee or sub-committee members shall not spend more than a set amount of club funds without the consent of the Committee and shall keep a record of such expenditure for submission to the Treasurer.
- (4) Where appropriate or required, the Treasurer will arrange for refunds to be paid where someone has incurred expenses on behalf of the club as approved by the Committee under 13(1)(j).
- (5) The Treasurer shall table a statement showing the financial position of the Club at each committee meeting.
- (6) A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting.
- (7) The financial year of the Club shall run from 01 January until 31 December each year. The accounts, books and all financial records of the Club for the year shall be presented at the Annual General Meeting.
- (8) The signatories to the Club's account/s are as defined in 13(1)(a).

20. Common Seal

- (1) The common seal of the Club shall be kept in the care of the Secretary. The Seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Committee and in the presence of at least the President and two members of the Committee, both of whom shall subscribe their names as witnesses.

21. Alternations to Rules and By-Laws

- (1) No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- (2) The Secretary shall forward such notices of motion to each Committee Member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.

- (3) Alterations to the By-Laws can only be made at Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.
- (4) Such Motions or any part thereof shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to vote at the Annual General Meeting, General Meeting or Committee Meeting, as the case maybe.
- (5) Within one month of the passing of any such Special Resolution, the Secretary shall notify the Consumer Protection Division of the Western Australian Government of such amendment to the Constitution.

22. Dissolution

- (1) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Association shall be determined by resolution of the members.