

**CONSTITUTION  
OF  
THE  
AUSTRALIAN SWIMMERS' ASSOCIATION**

**AUSTRALIAN SWIMMERS' ASSOCIATION**

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Alexandria, NSW 2015

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**AUSTRALIA**  
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## RULES CONSTITUTION OF THE AUSTRALIAN SWIMMERS' ASSOCIATION

### 1. *Name*

The name of the incorporated association is the Australian Swimmers' Association (in this Constitution called "the Association").

### 2. *Definitions*

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

"**Act**" means the *Associations Incorporation Act 2009 Associations Incorporation Act 1981*;

"**Chairperson**" means the natural person elected or appointed by the ASA Executive Committee from time to time pursuant to this Constitution to be the chairperson of the ASA or, where no person holds office under this Constitution as chairperson, the President;

"**Current Swimmer**" means a swimmer who is listed as being a member of the current National Senior Team as decided by Swimming Australia Limited in accordance with their Rules;

"**Executive Committee**" means the executive committee of the Association;

"**Financial Year**" means the year ending on 30 June;

"**General Meeting**" means a general meeting of Members convened in accordance with rule 12;

"**Member**" means a member of the Association;

"**Officer**" means the Chairperson, the President, the Vice President, the General Manager, or any Ordinary Member of the ASA Executive Committee;

"**Ordinary Member of the Executive Committee**" means a member of the Executive Committee who is not an Officer of the Association under Article 23;

"**President**" means the person elected or appointed from time to time pursuant to this Constitution to be the President of the ASA;

"**Presiding Officer**" means the person elected to Chair the General Meetings and meetings of the Executive Committee;

"**Regulations**" means regulations under the Act;

"**Relevant Documents**" has the same meaning as in the Act;

"**Swimming Australia Limited ("SAL")**" means the peak body, or its successor or assign, affiliated with the Federation Internationale de Natation or its successor or assign ("FINA") for the administration of natatorial activities in Australia;

(2) In this Constitution, a reference to the General Manager of an Association is a reference--

- (a) if a person holds office under this Constitution as General Manager of the Association--to that person; and
- (b) in any other case, to the public officer of the Association.

### **3. Alteration of the Constitution**

This Constitution and the statement of purposes of the Association must not be altered except in accordance with the Act.

### **4. Membership, entry fees and subscription**

- (1) A person who applies and is approved for membership as provided in this Constitution is eligible to be a Member of the Association on payment of the annual subscription payable under this Constitution.
- (2) A person who is not a Member of the Association at the time of the incorporation of the Association (or who was a Member at that time but has ceased to be a Member) must not be admitted to membership unless-
  - (a) he or she applies for membership in accordance with sub-Article (3); and
  - (b) the admission as a Member is approved by the committee.
- (3) An application of a person for membership of the Association must-
  - (a) be made in writing in the form set out in Appendix 1 or in such other form as the Committee may from time to time determine or accept; and
  - (b) be lodged with the General Manager of the Association.
- (4) As soon as practicable after the receipt of an application, the General Manager must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee approves an application for membership, the General Manager must, as soon as practicable-
  - (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under this Constitution as the annual subscription.
- (7) The General Manager must, within 28 days after receipt of the amounts referred to in sub-Article (6), enter the applicant's name in the register of Members.
- (8) An applicant for membership becomes a Member and is entitled to exercise the rights of membership when his or her name is entered in the register of Members.
- (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association-
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The subscription fee applicable shall be determined by the committee as per Article 35.
- (12) A person who is a member of the Australian Swimming Squad as prescribed by Swimming Australia Ltd. or who is a current member of a Tier for the purposes of the *SAL Swimmer Agreement* is eligible for membership of the Association. This Article does not lessen the powers of the Committee to create additional categories of membership as per Article 5 of this Constitution.
- (13) A person who is not eligible to be a Member as per Article 4(12) and who is elected to the Committee shall be deemed to be a Member of the Association upon his or her election or appointment to the Committee. This Membership shall cease at the retirement, removal or resignation of the person from the Committee.
- (14) The General Manager of the Association shall be deemed to be a Member of the Association upon the commencement of his or her contract with Association. This Membership shall cease at the conclusion of the Contract or the removal or resignation of this person from the office of General Manager of the Association.

(15) The ASA Membership year runs from 1 July to 30 June. A Member removed from the Australian Swimming Squad prior to the end of the Membership year will remain a Member until the end of the current Membership year (unless they cease their Membership as per Article 7). A non-Member selected in the Australian Swimming Squad prior to the start of the Membership year is eligible to be a Member from the time of their selection and that Membership year shall conclude on 30 June in the year following their selection onto the Australian Swimming Squad.

- (16) A category of membership called “Associate Membership” be available. The person applying for Associate Membership must have:
- a. Represented Australia in any one of the Olympic Games, Youth Olympic Games, Commonwealth Games, Pan Pacs, FINA World Long Course and Short Course Championships Open Water World Championships, Paralympic Games or IPC World Championships, World University Games, Australia A team, Mare Nostrum, Trans Tasman, Junior Pan Pacs; or
  - b. Have been a Member of the Australian Swimmers' Association; or
  - c. Be a scholarship holder at a State Institute of Sport/ State Academy of Sport /Australian Institute of Sport; or
  - d. Have represented their State at a National or International level competition; or
  - e. Be a member of Swimming Australia’s Youth Team (Flippers squad); or
  - f. Have represented their Club at a State level competition; or
  - g. Have participated in Swimming Australia’s Summer Series event.

An Associate Member will have no voting rights at General Meetings. An Associate Member must pay an annual membership payment as determined by the Committee from time to time.

### ***5. Additional Categories of Membership***

The Committee may from time to time determine to create new categories of membership in addition to those specified in Article 4 and may determine the manner of application, rights privileges, restrictions and obligations applicable to any additional category of membership.

### ***6. Register of Members***

- (1) The General Manager must keep and maintain a register of members containing-
  - (a) the name and address of each Member; and
  - (b) the date on which each Member's name was entered in the register.
- (2) The register is available for inspection free of charge by any Member upon request.
- (3) A Member may make a copy of entries in the register.

### ***7. Ceasing membership***

- (1) A Member of the Association who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the General Manager of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-Article (1)--
  - (a) the Member ceases to be a Member; and
  - (b) the General Manager must record in the register of Members the date on which the Member ceased to be a Member.

## **8. Discipline, suspension and expulsion of Members**

- (1) Subject to this Constitution, if the committee is of the opinion that a Member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the committee may by resolution--
  - (a) fine that Member an amount not exceeding \$500; or
  - (b) suspend that Member from membership of the Association for a specified period; or
  - (c) expel that Member from the Association.
- (2) A resolution of the committee under sub-Article (1) does not take effect unless--
  - (a) at a meeting held in accordance with sub-Article (3), the committee confirms the resolution; and
  - (b) if the Member exercises a right of appeal to the Association under this Article, the Association confirms the resolution in accordance with this Article.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-Article (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with sub-Article (4).
- (4) For the purposes of giving notice in accordance with sub-Article (3), the General Manager must, as soon as practicable, cause to be given to the Member a written notice--
  - (a) setting out the resolution of the committee and the grounds on which it is based; and
  - (b) stating that the Member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member that he or she may do one or both of the following--
    - (i) attend that meeting;
    - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the Member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the General Manager a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-Article (1), the committee must--
  - (a) give the Member, or his or her representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the General Manager a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
- (7) If the General Manager receives a notice under sub-Article (6), he or she must notify the committee and the committee must convene a General Meeting of the Association to be held within 21 days after the date on which the General Manager received the notice.
- (8) At a General Meeting of the Association convened under sub-Article (7)--
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the Member, or his or her representative, must be given an opportunity to be heard; and

- (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the General Meeting, a majority of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

### **9. *Disputes and mediation***

- (1) The grievance procedure set out in this Article applies to disputes under this Constitution between-
  - (a) a Member and another Member; or
  - (b) a Member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, 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 at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the committee of the Association; or
    - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member of the Association can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (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.
- (9) The mediator must not determine the dispute.
- (10) 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.

### **10. *Annual General Meetings***

- (1) The committee may determine the date, time and place of the annual General Meeting of the Association.
- (2) The notice convening the annual General Meeting must specify that the meeting is an annual General Meeting.
- (3) The ordinary business of the annual General Meeting shall be-
  - (a) to confirm the minutes of the previous annual General Meeting and of any General Meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the Association during the last preceding Financial Year; and
  - (c) to elect Officers of the Association and the ordinary Members of the committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

- (4) The annual General Meeting may conduct any special business of which notice has been given in accordance with this Constitution.
- (5) A General Meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate in the meeting.

### **11. *Special General Meetings***

- (1) In addition to the annual General Meeting, any other General Meetings may be held in the same year.
- (2) All General Meetings other than the annual General Meeting are special General Meetings.
- (3) The committee may, whenever it thinks fit, convene a special General Meeting of the Association.
- (4) If, but for this sub-Article, more than 15 months would elapse between annual General Meetings, the committee must convene a special General Meeting before the expiration of that period.
- (5) The committee must, on the request in writing of Members representing not less than 5 percent of the total number of Members, convene a special General Meeting of the Association.
- (6) The request for a special General Meeting must--
  - (a) state the objects of the meeting; and
  - (b) be signed by the Members requesting the meeting; and
  - (c) be sent to the address of the General Manager.
- (7) If the committee does not cause a special General Meeting to be held within one month after the date on which the request is sent to the address of the General Manager, the Members making the request, or any of them, may convene a special General Meeting to be held not later than 3 months after that date.
- (8) If a special General Meeting is convened by Members in accordance with this Article, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special General Meeting must be refunded by the Association to the persons incurring the expenses.

### **12. *Special business***

All business that is conducted at a special General Meeting and all business that is conducted at the annual General Meeting, except for business conducted under the Constitution as ordinary business of the annual General Meeting, is deemed to be special business.

### **13. *Notice of General Meetings***

- (1) The General Manager of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent--
  - (a) by prepaid post to the address appearing in the register of Members; or
  - (b) if the Member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the General Manager of that business, who must include that business in the notice calling the next General Meeting.

#### **14. *Quorum at General Meetings***

- (1) No item of business may be conducted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present at the time when the meeting is considering that item.
- (2) Six (6) Members personally present (being Members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- (3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present-
  - (i) in the case of a meeting convened upon the request of Members--the meeting must be dissolved; and
  - (ii) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than 3) shall be a quorum.

#### **15. *Presiding at General Meetings***

- (1) The Chairperson, or in the Chairperson's absence, the President, or in their absence the Vice President, or in their absence the General Manager shall be the Presiding Officer at each General Meeting of the Association.
- (2) If the Chairperson, President, Vice-President and General Manager are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to be the Presiding Officer for that meeting.

#### **16. *Adjournment of meetings***

- (1) The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Article 13.
- (4) Except as provided in sub-Article (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

#### **17. *Voting at General Meetings***

- (1) Upon any question arising at a General Meeting of the Association, a Member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Presiding Officer is entitled to exercise a second or casting vote.
- (4) A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.

#### **18. *Poll at General Meetings***

- (1) If at a meeting a poll on any question is demanded by not less than 3 Members, it must be taken at that meeting in such manner as the Presiding Officer may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- (2) A poll that is demanded on the election of the Presiding Officer or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Presiding Officer may direct.

**19. *Manner of determining whether resolution carried***

If a question arising at a General Meeting of the Association is determined on a show of hands-

- (a) a declaration by the Presiding Officer that a resolution has been-
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association—  
is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**20. *Proxies***

- (1) Each Member is entitled to appoint another Member as a proxy by notice given to the General Manager no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be--
  - (a) for a meeting of the Association convened under Article 8(7), in the form set out in Appendix 2; or
  - (b) in any other case, in the form set out in Appendix 3.

**21. *Executive Committee***

- (1) The affairs of the Association shall be managed by the Executive Committee.
- (2) The Executive Committee--
  - (a) shall control and manage the business and affairs of the Association; and
  - (b) may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by General Meetings of the Members of the Association; and
  - (c) subject to this Constitution, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association; and
  - (d) may delegate any of their powers to a sub-committee or committees consisting of any persons that it deems necessary.
- (3) Subject to this Constitution, the Executive Committee shall consist of the General Manager and up to 10 persons each of whom shall be elected by the Members at the General Meeting of the Association in each year.
  - (a) A minimum of two (2) persons on the Executive Committee must be Current Swimmers as defined by this Constitution, of which there must be a minimum of one male and one female representative;
  - (b) Should a Current Swimmer Committee Member not be named by Swimming Australia Limited, as a National Senior Team member in that year, the Member will lose their right to be an Executive Committee Member at that time, unless otherwise determined by a majority of the remaining Executive Committee Members in their absolute discretion;

- (c) The outgoing Member will be replaced on the Executive Committee for the period to the next election by a current National Senior Team Member invited by the Executive Committee to participate;
- (d) When selecting a replacement the Executive Committee must maintain the gender requirements provided by this Constitution;
- (e) The replacement Member will have full Executive Committee rights as if they were elected to the Executive Committee; and
- (f) Should the replacement Executive Committee Member wish to continue past the next election they must stand for election as per this Constitution. This is a requirement regardless of whether or not the Executive Committee Member they replaced would have been required to stand for election at that time.

## **22. Executive Committee Members retirement by rotation**

- (1) Excluding the General Manager, at every Annual General Meeting subsequent to the meeting which adopts this Constitution, one half of the Executive Committee shall retire from office provided that no Executive Committee member may retain office for more than two (2) years (or until the second Annual General Meeting following their appointment whichever is the longer) without submitting themselves for re-election. A retiring Executive Committee member shall act as an Executive Committee member throughout the meeting at which they retire.
- (2) An election of Executive Committee members shall take place each year.
- (3) A retiring Executive Committee member is eligible for re-election.
- (4) The Association at any Annual General Meeting at which any member of the Executive Committee retires may fill the vacated office by re-electing the Executive Committee member or electing some other person to fill the vacancy.
- (5) If, at the Annual General Meeting, the vacated office is not filled, the retiring Executive Committee member may, if willing and not disqualified, be deemed to have been re-elected unless the Executive Committee decides to reduce the number of Executive Committee members in office for that period, or if a resolution for the re-election of that Executive Committee member is put and lost.
- (6) Any member of the Executive Committee may retire from office upon the giving of notice in writing to the Association of their intention to do so. Such resignation will take effect at the next Executive Committee meeting or the date specified in the notice.

## **23. Office holders**

- (1) The Officers of the Association shall be:
  - (a) Chairperson;
  - (b) a President;
  - (c) a Vice-President; and
  - (d) a General Manager.
- (2) The Executive Committee members shall elect the Officers (other than the Chairperson and General Manager) from among their numbers.
- (3) Each Officer of the Association shall hold office until the annual General Meeting next after the date of his or her election but is eligible for re-election.
- (4) The Chairperson may be elected to hold office for a period of between one and 2 years as determined by resolution of the Executive Committee.
- (5) In the event of a casual vacancy in any office referred to in sub-Article (1), the executive committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual General Meeting next following the date of the appointment.

#### **24. Ordinary members of the committee**

- (1) Subject to this Constitution, each Ordinary Member of the Executive Committee shall hold office until the annual General Meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an Ordinary Member of the Executive Committee, the Executive Committee may appoint a Member of the Association or a person deemed appropriate by the majority of the executive committee to fill the vacancy and the Member appointed shall hold office, subject to this Constitution, until the conclusion of the annual General Meeting next following the date of the appointment.

#### **25. Election ordinary committee members**

- (1) Nominations of candidates for election as ordinary members of the Executive Committee must be-
  - (a) made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the General Manager of the Association not less than 7 days before the date fixed for the holding of the annual General Meeting.
- (2) A candidate may only be nominated as an ordinary Member of the Executive Committee, prior to the annual General Meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual General Meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of ordinary members of the Executive Committee must be conducted at the annual General Meeting in such manner as the Executive Committee may direct.

#### **26. Vacancies**

The office of an Officer of the Association, or of an Ordinary Member of the Executive Committee, becomes vacant if the Officer or member--

- (a) becomes an insolvent under administration within the meaning of the Corporations Law;
- (b) resigns from office by notice in writing given to the General Manager;
- (c) becomes of unsound mind; or
- (d) refuses to act.

#### **27. Meetings of the committee**

- (1) The Executive Committee may from time to time regulate the conduct of its meetings as it sees fit.
- (2) Special meetings of the Executive Committee may be convened by the Chairperson, President, Vice President or General Manager or by any 6 members of the Executive Committee.

**28. Notice of committee meetings**

- (1) Written notice of each Executive Committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the Executive Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

**29. Quorum for committee meetings**

- (1) Any 6 members of the Executive Committee constitute a quorum for the conduct of the business of a meeting of the Executive Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
  - (i) in the case of a special meeting--the meeting lapses;
  - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Executive Committee may act notwithstanding any vacancy on the Executive Committee.

**30. Presiding at committee meetings**

At meetings of the Executive Committee-

- (a) the Chairperson, or in the absence of the Chairperson, the President, or in the President's absence the Vice President, or in the Vice President's absence, the General Manager presides; or
- (b) if the Chairperson, President, Vice-President and the General Manager are absent, or are unable to preside, the members present must choose one of their number to preside.

**31. Meetings of the Executive Committee by Instantaneous Communication Device**

For the purposes of this Constitution, the contemporaneous linking together by Instantaneous Communication Device of a number of consenting Executive Committee members not less than the quorum, whether or not any one or more of the Executive Committee members is out of Australia is deemed to constitute a meeting of the Executive Committee and all the provisions of this Constitution as to the meetings of the Executive Committee shall apply to such meetings.

**32. Voting at Executive Committee meetings**

- (1) Questions arising at a meeting of the Executive Committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the Executive Committee, or at a meeting of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **33. Removal of Executive Committee member**

- (1) The Association in General Meeting may, by resolution, remove any member of the Executive Committee before the expiration of the member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-Article (1) may make representations in writing to the General Manager or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- (3) The General Manager or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Member may require that they be read out at the meeting.

### **34. Minutes of meetings**

The General Manager of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Executive Committee meeting, together with a record of the names of persons present at Executive Committee meetings.

### **35. Additional Powers of the Executive Committee**

Without limiting the powers of the Executive Committee provided for in Article 21 the Executive Committee may:

- (a) establish procedures to provide advice to Members of the Association on such issues and topics as the Executive Committee may from time to time determine;
- (b) disburse the Association's funds as it deems necessary for the fulfillment of the Statement of Purposes; and
- (c) from time to time set and determine the annual subscription fee for the Association.

### **36. General Manager**

- (1) The Chairperson, President, Vice President and ordinary members of the Executive Committee may from time to time appoint a General Manager of the Association, and define his or her powers and fix his or her remuneration and duties and may (subject to the provisions of the contract between the General Manager and the Association) remove him or her from office and appoint another in his or her place.
- (2) Subject to this Constitution and the terms of any contract between the General Manager and the Association, the General Manager shall exercise the powers and discretions, hold the responsibilities and perform the duties and tasks as conferred, delegated or specified by the Executive Committee from time to time, and shall report to and be accountable to the Executive Committee.
- (3) The General Manager will fulfil the role of the Public Officer as set out in the Act unless the Executive Committee determines otherwise. The General Manager will also act in accordance with the contract between himself and herself and the Association.
- (4) The General Manager is not subject to retirement from the Executive Committee but is, subject to the provisions of any contract between himself or herself and the Association and to this Constitution, subject to the same provisions as to resignation, disqualification and removal as the other members of the Executive Committee.
- (5) If the General Manager becomes at any time in any way incapable of acting as such the Executive Committee may appoint any other member of the Executive Committee to act temporarily as General Manager.

### **37. Funds**

- (1) The Association shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.
- (2) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines.

### **38. Seal**

- (1) The common seal of the Association must be kept in the custody of the General Manager.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the executive committee or, of one member of the Executive Committee and of the public officer of the Association.

### **39. Notice to Members**

Except for the requirement in Article 13, any notice that is required to be given to a Member, by on behalf of the Association, under this Constitution may be given by-

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
- (c) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

### **40. Winding up**

In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association with similar purposes which is not carried on for the profit or gain of its individual Members.

### **41. Custody and inspection of books and records**

- (1) Except as otherwise provided in this Constitution, the General Manager must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other Relevant Documents of the Association must be available for inspection free of charge by any Member upon request.
- (3) A Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.

### **42. Non-profit**

The assets and income of the association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

### **43. Postal Ballot**

The association may not hold a postal ballot to determine issues or proposals.



**APPENDIX 2**

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF  
ASSOCIATION CONVENED UNDER ARTICLE 8(7)**

I, .....

*(name)*

of .....

*(address)*

being a Member of the Australian Swimmers' Association appoint

.....

*(name of proxy holder)*

of .....

*(address of proxy holder)*

being a Member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the General Meeting of the Association convened under Article 7(7), to be held on-  
..... and at any adjournment of that meeting.

*(date of meeting)*

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under Article 7(1)).

Signed: .....

Date: .....



**NOTES**  
**“SCHEDULE 1**

**PREPARATION OF FINANCIAL STATEMENTS BY PRESCRIBED ASSOCIATIONS--AUSTRALIAN ACCOUNTING STANDARDS**

Australian Accounting

Standard Number Name of Australian Accounting Standard Issued

AAS 1	Statement of Financial Performance October 1999
AAS 4	Depreciation August 1997
AAS 5	Materiality September 1995
AAS 6	Accounting Policies March 1999
AAS 8	Events Occurring After Reporting Date October 1997
AAS 15	Revenue June 1998
AAS 17	Leases October 1998
AAS 28	Statement of Cash Flows October 1997
AAS 36	Statement of Financial Position October 1999
AAS 38	Revaluation of Non-Current Assets December 1999”.